

FC 032043  
000840/20  
**OS IN01**

Registration of an overseas company opening  
a UK establishment



Companies House

REF: OS IN01/FINC 7630/CO

A fee is payable with this form

Please see 'How to pay' on the back of this form

- ✓ What this form is for  
You may use this form to  
register a UK establishment.

WEDNESDAY



A30

\*A3DP0U6Q\*

06/08/2014

#43

COMPANIES HOUSE

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ar

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07/07/2014

#27

COMPANIES HOUSE

A21

07/07/2014

#98

COMPANIES HOUSE

**Part 1 Overseas company details (Name)**

For official use

**A1 Corporate name of overseas company**

Corporate name ①

HO KEE NYAP PTE. LTD.

Do you propose to carry on business in the UK under the corporate name as  
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to **Section A3**.
- To register using an alternative name, go to **Section A2**

→ **Filling in this form**

Please complete in typescript (10pt  
or above), or in bold black capitals

All fields are mandatory unless  
specified or indicated by \*

- ① This must be the corporate name in  
the home state or country in which  
the company is incorporated

**A2 Alternative name of overseas company \***

Please show the alternative name that the company will use to do business  
in the UK

Alternative name  
(if applicable) ②

- ② A company may register an  
alternative name under which it  
proposes to carry on business in the  
United Kingdom under Section 1048  
of the Companies Act 2006. Once  
registered it is treated as being its  
corporate name for the purposes of  
law in the UK

**A3 Overseas company name restrictions ③**

This section does not apply to a European Economic Area (EEA) company  
registering its corporate name

Please tick the box only if the proposed company name contains sensitive or  
restricted words or expressions that require you to seek comments of a  
government department or other specified body

- ☐ I confirm that the proposed company name contains sensitive or restricted  
words or expressions and that approval, where appropriate, has been  
sought of a government department or other specified body and I attach a  
copy of their response

③ **Overseas company name  
restrictions**

A list of sensitive or restricted words  
or expressions that require consent  
can be found in guidance available  
on our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

## Registration of an overseas company opening a UK establishment

<b>B1</b>	<b>Particulars previously delivered</b>
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→ **Yes** Please enter the registration number below and then go to **Part 5** of the form Please note the original UK establishment particulars must be filed up to date

B	R							
---	---	--	--	--	--	--	--	--

☐ Yes  
☒ No

PRIVATE LIMITED COMPANY

SINGAPORE

## ACCOUNTING AND CORPORATE REGULATORY AUTHORITY (ACRA)

2	0	1	3	0	8	4	4	3	G
---	---	---	---	---	---	---	---	---	---

❶ This will be the registry where the company is registered in its parent country

→ Yes Complete Sections B5 and B6  
→ No Go to Section B6

## ACCOUNTING AND CORPORATE REGULATORY AUTHORITY ACT

→ Yes Complete the details below  
→ No Go to Part 3

⑤ This means the relevant rules or legislation which regulates the incorporation of companies in that state

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Please give the period for which the company is required to prepare accounts by parent law

From 

d	d
---	---

m	m
---	---

To 

d	d
---	---

m	m
---	---

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period

Months 

--	--

**B6**

### Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation <sup>①</sup>

☐ Yes

Please indicate what documents have been disclosed

☐ Please tick this box if you have enclosed a copy of the accounts

☐ Please tick this box if you have enclosed a certified translation of the accounts

☒ Please tick this box if no accounts have been disclosed

<sup>①</sup> Please tick the appropriate box(es)

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## Part 3 Constitution

<b>C1</b>	<b>Constitution of company</b>  The following documents must be delivered with this application - Certified copy of the company's constitution and, if applicable, a certified translation  Please tick the appropriate box(es) below <input checked="" type="checkbox"/> I have enclosed a certified copy of the company's constitution ❶ <input type="checkbox"/> I enclose a certified translation, if applicable ❷	<b>❶</b> A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator  <b>❷</b> A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator
<b>C2</b>	<b>EEA or non-EEA member state</b>  Was the company formed outside the EEA? → Yes Go to Section C3 → No Go to Part 4 'Officers of the company'	
<b>C3</b>	<b>Constitutional documents</b>  Are all of the following details in the copy of the constitutional documents of the company? - Address of principal place of business or registered office in home country of incorporation - Objects of the Company - Amount of issued share capital → Yes Go to Part 4 'Officers of the company' → No If any of the above details are not included in the constitutional documents, please enter them in Section C4  The information is not required if it is contained within the constitutional documents accompanying this registration	
<b>C4</b>	<b>Information not included in the constitutional documents</b>  Please give the address of principal place of business or registered office in the country of incorporation ❶  Building name/number 175 Street CEYLON ROAD  Post town County/Region Postcode 4 2 9 7 4 1 Country SINGAPORE  Please give the objects of the company and the amount of issued share capital  Objects of the company ❷ INVESTMENT HOLDING COMPANY  Amount of issued share capital ❸ 99999 SHARES FOR SGD99999	<b>❶</b> This address will appear on the public record  <b>❷</b> Please give a brief description of the company's business  <b>❸</b> Please specify the amount of shares issued and the value

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## Part 4 Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

- Yes Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form  
→ No Complete the officer details

For a secretary who is an individual, go to **Section D1**, for a corporate secretary, go to **Section E1**, for a director who is an individual, go to **Section F1**, or for a corporate director, go to **Section G1**

### Continuation pages

Please use a continuation page if you need to enter more officer details

### Secretary

#### D1 Secretary details<sup>①</sup>

Use this section to list all the secretaries of the company  
Please complete **Sections D1-D3** For a corporate secretary, complete **Sections E1-E5** Please use a continuation page if necessary

Full forename(s)

Surname

Former name(s)<sup>②</sup>

#### ① Corporate details

Please use Sections E1-E5 to enter corporate secretary details

#### ② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return Married women do not need to give former names unless previously used for business purposes

#### D2 Secretary's service address<sup>③</sup>

Building name/number

Street

Post town

County/Region

Postcode

Country

#### ③ Service address

This is the address that will appear on the public record This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

#### D3 Secretary's authority

Please enter the extent of your authority as secretary Please tick one box

Extent of authority

- ☐ Limited <sup>④</sup>  
☐ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☐ Alone  
☐ Jointly <sup>⑤</sup>

If applicable, name(s) of person(s) with whom you are acting jointly

④ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

⑤ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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## Corporate secretary

<b>E1</b>	<b>Corporate secretary details<sup>①</sup></b> Use this section to list all the corporate secretaries of the company Please complete Sections E1-E5 Please use a continuation page if necessary	<b>① Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Name of corporate body or firm	S YOUNG CORPORATE SERVICES PTE LTD	
Building name/number	111	
Street	NORTH BRIDGE ROAD	
Post town		
County/Region		
Postcode	1 7 9 0 9 8	
Country	SINGAPORE	
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b> Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
<b>E3</b>	<b>EEA companies<sup>②</sup></b> Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a> <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered <sup>③</sup>		
Registration number		
<b>E4</b>	<b>Non-EEA companies</b> Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm	PRIVATE LIMITED COMPANY ✓	
Governing law	SINGAPORE ✓	
If applicable, where the company/firm is registered <sup>④</sup>	SINGAPORE ✓	
If applicable, the registration number	198900131N ✓	

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<b>E5</b>	<b>Corporate secretary's authority</b>	
	Please enter the extent of your authority as corporate secretary Please tick one box	
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited	<b>❶</b> If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below  <b>❷</b> If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box	
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷	
If applicable, name(s) of person(s) with whom you are acting jointly	<div></div> <div></div> <div></div>	

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**Director****F1 Director details <sup>①</sup>**

Use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.

Full forename(s)	HOO																
Surname	SU HEN ✓																
Former name(s) <sup>②</sup>																	
Country/State of residence <sup>③</sup>	SINGAPORE ✓																
Nationality	SINGAPORE ✓																
Date of birth	<table><tr><td>d</td><td>2</td><td>d</td><td>0</td><td>m</td><td>1</td><td>m</td><td>2</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>6</td><td>y</td><td>5</td></tr></table> ✓	d	2	d	0	m	1	m	2	y	1	y	9	y	6	y	5
d	2	d	0	m	1	m	2	y	1	y	9	y	6	y	5		
Business occupation (if any) <sup>④</sup>																	

**① Corporate details**

Please use Sections G1-G5 to enter corporate director details.

**② Former name(s)**

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**③ Country/State of residence**

This is in respect of your usual residential address as stated in Section F3.

**④ Business occupation**

If you have a business occupation, please enter here. If you do not, please leave blank.

**F2 Director's service address <sup>⑤</sup>**

Building name/number	175								
Street	CEYLON ROAD ✓								
Post town									
County/Region									
Postcode	<table><tr><td>4</td><td>2</td><td>9</td><td>7</td><td>4</td><td>1</td><td></td><td></td></tr></table>	4	2	9	7	4	1		
4	2	9	7	4	1				
Country	SINGAPORE ✓								

**⑤ Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.



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**F4**

### Director's authority

	Please enter the extent of your authority as director Please tick one box		<b>❶</b> If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below  <b>❷</b> If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below
Extent of authority	<input type="checkbox"/> Limited <b>❶</b> <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box		
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly <b>❷</b>		
If applicable, name(s) of person(s) with whom you are acting jointly			

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## Corporate director

<b>G1</b>	<b>Corporate director details <sup>①</sup></b>	
	Use this section to list all the corporate directors of the company Please complete G1-G5 Please use a continuation page if necessary	
Name of corporate body or firm		<b>① Registered or principal address</b> This is the address that will appear on the public record This address must be a physical location for the delivery of documents It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
<b>G2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only	
<b>G3</b>	<b>EEA companies <sup>②</sup></b>	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a> <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered <sup>③</sup>		
Registration number		
<b>G4</b>	<b>Non-EEA companies</b>	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered <sup>④</sup>		
If applicable, the registration number		

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**G5**

### Corporate director's authority

	Please enter the extent of your authority as corporate director Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

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## Part 5 UK establishment details

**H1**

### Documents previously delivered - constitution

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

- No Go to **Section H3**
- Yes Please enter the UK establishment number below and then go to **Section H2**

UK establishment  
registration number

B R

**H2**

### Documents previously delivered – accounting documents

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

- No Go to **Section H3**
- Yes Please enter the UK establishment number below and then go to **Section H3**

UK establishment  
registration number

B R

Sections H3 and H4 must be completed in all cases

**H3**

### Delivery of accounts and reports

Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment ①

- ☒ In respect of this establishment Please go to **Section H4**
- ☐ In respect of another UK establishment Please give the registration number below, then go to **Section H4**

① Please tick the appropriate box

UK establishment  
registration number

B R

# OS IN01

Registration of an overseas company opening a UK establishment

H4

## Particulars of UK establishment <sup>①</sup>

Please enter the name and address of the UK establishment

Name of establishment

HO KEE NYAP PTE. LTD.

Building name/number

69

Street

WINDSOR ROAD

Post town

PRESTWICH

County/Region

GREATER MANCHESTER

Postcode

M 2 S O D B

Country

UNITED KINGDOM

Please give the date the establishment was opened and the business of the establishment.

Date establishment opened

01 04 2013

Business carried on at the UK establishment

INVESTMENT HOLDING COMPANY

### ① Address

This is the address that will appear on the public record

**OS IN01**

Registration of an overseas company opening a UK establishment

**Part 6 Permanent representative**

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment

**J1 Permanent representative's details**

Please use this section to list all the permanent representatives of the company  
Please complete Sections J1-J4

**Continuation pages**

Please use a continuation page if you need to enter more details

Full forename(s)

REBECCA

Surname

COLLINSON

**J2 Permanent representative's service address<sup>1</sup>**

Building name/number

201

Street

ALT LANE

PARK BRIDGE

Post town

OLDHAM

County/Region

Postcode

O L 8 2 4 E

Country

**<sup>1</sup> Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

**J3 Permanent representative's authority**

Please enter the extent of your authority as permanent representative  
Please tick one box

Extent of authority

☐ Limited <sup>2</sup>☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

☒ Alone☐ Jointly <sup>3</sup>

If applicable, name(s) of person(s) with whom you are acting jointly

<sup>2</sup> If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

<sup>3</sup> If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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## Part 7

### Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ Yes Please enter the name and service address of every person(s) authorised below

→ No Tick the box below then go to Part 8 'Signature'

☐ If there is no such person, please tick this box

## K1

### Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below  
Please complete Sections K1-K2

**Continuation pages**  
Please use a continuation page if you need to enter more details

Full forename(s)

REBECCA

Surname

COLLINSOIN

## K2

### Service address of person authorised to accept service <sup>①</sup>

Building name/number

201

Street

ALT LANE

PARK BRIDGE

Post town

OLDHAM

County/Region

Postcode

0 L 8 2 H E

Country

#### <sup>①</sup> Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

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## Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	MARTIN MILLER
Company name	MILLERS ACCOUNTANTS LTD
Address	69 WINDSOR ROAD PRESTWICH
Post town	MANCHESTER
County/Region	GREATER MANCHESTER
Postcode	M25 0D13
Country	
DX	
Telephone	016 7953905



## Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☒ The overseas corporate name on the form matches the constitutional documents exactly
- ☒ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate
- ☒ You have included certified copies and certified translations of the constitutional documents, if appropriate
- ☒ You have included a copy of the latest disclosed accounts and certified translations, if appropriate
- ☒ You have completed all of the company details in Section B3 if the company has not registered an existing establishment
- ☒ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment
- ☒ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☒ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7
- ☒ You have signed the form
- ☒ You have enclosed the correct fee



## Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



## How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House'.



## Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

### England and Wales

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

### Scotland

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

### Northern Ireland

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R Belfast 1

### Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:  
The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE



## Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)



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**Part 8**

**Signature**

This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X

*Abulter*

X

This form may be signed by  
Director, Secretary, Permanent representative

**Company No: 201308443G**

**CERTIFICATE CONFIRMING INCORPORATION OF COMPANY**

**This is to confirm that HO KEE NYAP PTE. LTD. is incorporated under the Companies Act (Cap 50), on and from 01/04/2013 and that the company is a PRIVATE COMPANY LIMITED BY SHARES.**

**GIVEN UNDER MY HAND AND SEAL ON 08/04/2013.**



**LINDA LEE  
ASSISTANT REGISTRAR  
ACCOUNTING AND CORPORATE REGULATORY AUTHORITY (ACRA)  
SINGAPORE**



**HO KEE NYAP PTE. LTD.**  
Company Registration No 201308443G  
(Incorporated in Singapore)

**FIRST DIRECTORS' BOARD MEETING CONVENED BY WAY OF  
RESOLUTIONS IN WRITING PURSUANT TO ARTICLE 90A OF THE  
ARTICLES OF ASSOCIATION OF THE COMPANY**

**INCORPORATION OF COMPANY**

Resolved that the Certificate of Incorporation of the Company dated 01 April 2013 and a print of the Memorandum and Articles of Association as registered with the Accounting & Corporate Regulatory Authority (ACRA) are hereby noted

**FIRST DIRECTOR**

Resolved that the appointment of Hoo Su Hen @ Ho Su Hen as first Director of the Company be and are hereby confirmed

**FIRST SECRETARY**

Resolved that the appointment of Elis Sunani Binte Ramlee as first Secretary of the Company be and is hereby confirmed

**SECRETARIAL MATTERS**

Resolved that J Young Corporate Services Pte Ltd be and are hereby appointed to handle the secretarial matters of the Company

**ACCOUNTING YEAR END**

Resolved that the accounting year of the Company be 31 December annually

**TAX AGENT**

Resolved that Messrs Yeo Seng Lam & Company be and are hereby appointed Tax Agent of the Company

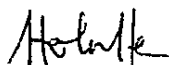
**REGISTERED OFFICE**

Resolved that at the time of incorporation, the registered office of the Company be situated at 175 Ceylon Road, Singapore 429741

**COMMON SEAL**

Resolved that the seal, of which an impression appears in the margin hereof, be and is hereby adopted as the Common Seal of the Company

**DIRECTOR:**



Hoo Su Hen @ Ho Su Hen

**HO KEE NYAP PTE. LTD.**  
Company Registration No. 201308443G  
(Incorporated in Singapore)

**DIRECTORS' RESOLUTION IN WRITING PURSUANT  
TO ARTICLE 90 OF THE ARTICLES OF ASSOCIATION  
OF THE COMPANY**

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**DATE OF EXTRAORDINARY GENERAL MEETING**

Resolved that the Extraordinary General Meeting of the company be convened pursuant to Section 180A of the Companies Act on \_\_\_\_\_ for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions which will be proposed as an ordinary resolution:-

**1. ALLOTMENT OF SHARES**

Resolved that the allotment of 99,999 ordinary shares in the capital of the company at a consideration of S\$99,999 be and is hereby allotted to the allottees in the following manner, viz -

Name of Allottee	No. of shares	Consideration
HOO SU HEN @ HO SU HEN 175 Ceylon Road Singapore 429741	99,998	S\$99,998
HO TING LUAN @ HE TINGLUAN Blk 2 Haig Road #05-501 Singapore 430002	1	S\$1

**2. AUTHORITY TO ISSUE SHARES**

Resolved that the directors be and are hereby authorized to issue shares for and on behalf of the company accordingly to the said allotment.

Dated:

5/7/13

**DIRECTORS:**

HOO SU HEN @ HO SU HEN

.....  
*Hoo Su Hen*

HO TING LUAN @ HE TINGLUAN

.....  
*Ho Ting Luan*

I certify that these pages are a true copy of the originals.

Biz File

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REBECCA COLLINSON 16/07/2014



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**THE COMPANIES ACT, (CAP.50)  
LIMITED EXEMPT PRIVATE COMPANY  
MEMORANDUM AND ARTICLES OF ASSOCIATION OF  
HO KEE NYAP PTE. LTD.**

- 1 The name of the company is **HO KEE NYAP PTE. LTD.**
- 2 The Registered Office of the Company will be situated in the Republic of Singapore.  
**175, CEYLON ROAD, SINGAPORE - 429741**
- 3 The liability of the members is limited.
- 4 The share capital of the company upon incorporation is SINGAPORE, DOLLARS (SGD) 1
- 5 I/We, the several persons/person whose name(s), address(es) and occupation(s) is/are hereunto subscribed is/are desirous of being formed into a company in pursuance of this Memorandum of Association and I/we respectively agree to take the number of shares in the capital of the Company set opposite our respective name(s).

Names, Addresses and occupation of subscribers	Number of Shares	Class of Shares	Currency
HOO SU HEN @ HO SU HEN, 175, CEYLON ROAD, SINGAPORE - 429741	1	Ordinary	SINGAPORE, DOLLARS

Dated this 01 day of Apr 2013

**Articles of Association  
FOURTH SCHEDULE**

Sections 3 (3), 36, 37 (3), 177 (4)  
Aust 4th Schedule

**TABLE A**

**REGULATIONS FOR MANAGEMENT OF A COMPANY LIMITED BY SHARES**

**Interpretation**

1 In these Regulations -  
"Act" means the Companies Act,

Cap. 50.

"seal" means the common seal of the company,

"secretary" means any person appointed to perform the duties of a secretary of the company, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, words or expressions contained in these Regulations shall be interpreted in accordance with the provisions of the Interpretation Act, and of the Act as in force at the date at which these Regulations become binding on the company

Cap. 1.

**Share capital and variation of rights**

2 Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject to the Act, shares in the company may be issued by the directors and any such shares may be issued with such preferred, deferred, or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise, as the directors, subject to any ordinary resolution of the company, determine. The company shall have not more than 50 members (counting joint holders of shares as one person and not counting any person in the employment of the company or of its subsidiary or any person who while previously in the employment of the company or of its subsidiary was and thereafter has continued to be a member of the company)

3 Subject to the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed

4 If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the company is being wound up, be varied with the consent in writing of the holders of 75% of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these Regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. To every such special resolution section 184 shall with such adaptations as are necessary

apply

5. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking equally therewith

6. The company may exercise the powers of paying commissions conferred by the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of 10% of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10% of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The company may also on any issue of shares pay such brokerage as may be lawful

7. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or unit of a share or (except only as by these Regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder

8. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive a certificate under the seal of the company in accordance with the Act but in respect of a share or shares held jointly by several persons the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders

#### **Lien**

9. The company shall have a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a first and paramount lien on all shares (other than fully paid shares) registered in the name of a single person for all money presently payable by him or his estate to the company, but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien, if any, on a share shall extend to all dividends payable thereon

10. The company may sell, in such manner as the directors think fit, any shares on which the company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of 14 days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy

11. To give effect to any such sale the directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale

12. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale

#### **Calls on shares**

13. The directors may from time to time make calls upon the members in respect of any money unpaid on their shares and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall be payable at less than one month from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least 14 days' notice specifying the time or times and place of payment) pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the directors may determine

14. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed and may be required to be paid by installment

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof

16. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 8% per annum as the directors may determine, but the directors shall be at liberty to waive payment of that interest wholly or in part

17. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date shall for the purposes of these Regulations be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these Regulations as to payment of interest and expenses, forfeiture, or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified

18. The directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment

19. The directors may, if they think fit, receive from any member willing to advance the same all or any part of the money uncalled and unpaid upon any shares held by him, and upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the company in general meeting shall otherwise direct) 8% per annum as may be agreed upon between the directors and the member paying the sum in advance

#### **Transfer of shares**

20. No transfer of shares is to be made except to a person approved by the directors of the company

20A. Subject to these Regulations, any member may transfer all or any of his shares by instrument in writing in any usual or common form or in any other form which the directors may approve. The instrument shall be executed by or on behalf of the transferor and the transferor shall remain the holder of the shares transferred until the transfer is registered and the name of the transferee is entered in the register of members in respect thereof

21. The instrument of transfer must be left for registration at the registered office of the company together with such fee, not exceeding \$1 as the directors from time to time may require, accompanied by the certificate of the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer, and thereupon the company shall subject to the powers vested in the directors by these Regulations register the transferee as a shareholder and retain the instrument of transfer

22. The directors may decline to register any transfer of shares, not being fully paid shares to a person of whom they do not approve and may also decline to register any transfer of shares on which the company has a lien

23. The registration of transfers may be suspended at such times and for such periods as the directors may from time to time determine not exceeding in the whole 30 days in any year

#### **Transmission of shares**

24. In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons

25. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy

26. If the person so becoming entitled elects to be registered himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If he elects to have another person registered he shall testify his election by executing to

that person a transfer of the share. All the limitations, restrictions, and provisions of these Regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

27. Where the registered holder of any share dies or becomes bankrupt his personal representative or the assignee of his estate, as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the directors in that behalf, be entitled to the same dividends and other advantages, and to the same rights (whether in relation to meetings of the company, or to voting, or otherwise), as the registered holder would have been entitled to if he had not died or become bankrupt, and where two or more persons are jointly entitled to any share in consequence of the death of the registered holder they shall, for the purposes of these Regulations, be deemed to be joint holders of the share.

#### *Forfeiture of shares*

28. If a member fails to pay any call or installment of a call on the day appointed for payment thereof, the directors may, at any time thereafter during such time as any part of the call or installment remains unpaid serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

29. The notice shall name a further day (not earlier than the expiration of 14 days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

31. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.

32. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the company all money which, at the date of forfeiture, was payable by him to the company in respect of the shares (together with interest at the rate of 8% per annum from the date of forfeiture on the money for the time being unpaid if the directors think fit to enforce payment of such interest), but his liability shall cease if and when the company receives payment in full of all such money in respect of the shares.

33. A statutory declaration in writing that the declarant is a director or the secretary of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

34. The company may receive the consideration, if any, given for a forfeited share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the share.

35. The provisions of these Regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time as if the same had been payable by virtue of a call duly made and notified.

#### *Conversion of shares into stock*

36. The company may by ordinary resolution passed at a general meeting convert any paid-up shares into stock and reconvert any stock into paid-up shares.

37. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit, but the directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum.

38. The holders of stock shall according to the amount of the stock held by them have the same rights, privileges and advantages as regards dividends voting at meetings of the company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by any such aliquot part of stock which would not if existing in shares have conferred that privilege or advantage.

39. Such of the regulations of the company as are applicable to paid-up shares shall apply to stock, and the words share and shareholder therein shall include stock and stockholder.

#### *Alteration of capital*

40. The company may from time to time by ordinary resolution do one or more of the following:

- (a) increase the share capital by such sum as the resolution shall prescribe,
- (b) consolidate and divide all or any of its share capital,
- (c) subdivide its shares or any of them, so however that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived,
- (d) cancel the number of shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the number of the shares so cancelled.

41. Subject to any direction to the contrary that may be given by the company in general meeting, all new shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may dispose of those shares in such manner as they think most beneficial to the company. The directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the directors, be conveniently offered under this regulation.

42. The company may by special resolution reduce its share capital in any manner and with, and subject to, any incident authorised, and consent required by law.

#### *General meeting*

43. An annual general meeting of the company shall be held in accordance with the provisions of the Act. All general meetings other than the annual general meetings shall be called extraordinary general meetings.

44. Any director may, whenever he thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by the Act.

45. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, 14 days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the company.

46. All business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance-sheets, and the report of the directors and auditors, the election of directors in the place of those retiring, and the appointment and fixing of the remuneration of the auditors.

#### *Proceedings at general meetings*

47. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Except as herein otherwise provided, two members present in person shall form a quorum. For the purposes of this regulation member includes a person attending as a proxy or as representing a corporation which is a member.

48. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the directors may determine.

49. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the company, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect one of their number to be chairman of the meeting.

50. The chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

51. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -

(a) by the chairman,

(b) by at least 3 members present in person or by proxy,

(c) by any member or members present in person or by proxy and representing not less than 10% of the total voting rights of all the members having the right to vote at the meeting, or

(d) by a member or members holding shares in the company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than 10% of the total sum paid up on all the shares conferring that right.

Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

52. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.

53. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

54. Subject to any rights or restrictions for the time being attached to any class or classes of shares, at meetings of members or classes of members, each member entitled to vote may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote, and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote for each share he holds.

55. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

56. A member who is mentally disordered or whose person or estate is liable to be dealt with in any way under the law relating to mental capacity may vote, whether on a show of hands or on a poll, by such other person as properly has the management of his estate, and any such person may vote by proxy or attorney.

57. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

58. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

59. The instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

60. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

I/We, , of being a member/members of the abovenamed company, hereby appoint , of , or failing him, of , as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the company, to be held on the day of 19 , and at any adjournment thereof.

Signed this day of 19

This form is to be used

\*in favour of

the resolution

against

\*Strike out whichever is not desired. [Unless otherwise instructed, the proxy may vote as he thinks fit.]

61. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company, or at such other place in Singapore as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

62. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or mental disorder of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, mental disorder, revocation, or transfer as aforesaid has been received by the company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

#### *Directors' Appointment, etc*

63. At the first annual general meeting of the company all the directors shall retire from office, and at the annual general meeting in every subsequent year one-third of the directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one-third, shall retire from office.

64. A retiring director shall be eligible for re-election.

65. The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

66. The company at the meeting at which a director so retires may fill the vacated office by electing a person thereto, and in default the retiring director shall if offering himself for re-election and not being disqualified under the Act from holding office as a director be deemed to have been re-elected, unless at that meeting it is expressly resolved not to fill the vacated office or unless a resolution for the re-election of that director is put to the meeting and lost.

67. The company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of



directors, and may also determine in what rotation the increased or reduced number is to go out of office

68. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these Regulations. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at that meeting

69. The company may by ordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead, the person so appointed shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director

70. The remuneration of the directors shall from time to time be determined by the company in general meeting. That remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel, and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company

71. The shareholding qualification for directors may be fixed by the company in general meeting

72. The office of director shall become vacant if the director -

- (a) ceases to be a director by virtue of the Act,
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally,
- (c) becomes prohibited from being a director by reason of any order made under the Act,
- (d) becomes disqualified from being a director by virtue of section 148, 149, 154 or 155,

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(e) becomes mentally disordered and incapable of managing himself or his affairs or a person whose person or estate is liable to be dealt with in any way under the law related to mental capacity,

(f) subject to section 145, resigns his office by notice in writing to the company,

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(g) for more than 6 months is absent without permission of the directors from meetings of the directors held during that period,

(h) without the consent of the company in general meeting, holds any other office of profit under the company except that of managing director or manager, or

(i) is directly or indirectly interested in any contract or proposed contract with the company and fails to declare the nature of his interest in manner required by the Act

#### **Powers and duties of directors**

73. The business of the company shall be managed by the directors who may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the company as are not, by the Act or by these Regulations, required to be exercised by the company in general meeting, subject, nevertheless, to any of these Regulations, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid Regulations or provisions, as may be prescribed by the company in general meeting, but no regulation made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made

74. The directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the company or of any third party

75. The directors may exercise all the powers of the company in relation to any official seal for use outside Singapore and in relation to branch registers

76. The directors may from time to time by power of attorney appoint any corporation, firm, or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the company for such purposes and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the directors under these Regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities, and discretions vested in him

77. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any two directors or in such other manner as the directors from time to time determine

78. The directors shall cause minutes to be made -

- (a) of all appointments of officers to be engaged in the management of the company's affairs,
- (b) of names of directors present at all meetings of the company and of the directors, and
- (c) of all proceedings at all meetings of the company and of the directors

Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting

#### **Proceedings of directors**

79. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A director may at any time and the secretary shall on the requisition of a director summon a meeting of the directors

80. Subject to these Regulations, questions arising at any meeting of directors shall be decided by a majority of votes and a determination by a majority of directors shall for all purposes be deemed a determination of the directors. In case of an equality of votes the chairman of the meeting shall have a second or casting vote

81. A director shall not vote in respect of any contract or proposed contract with the company in which he is interested, or any matter arising thereout, and if he does so vote, his vote shall not be counted

82. Any director with the approval of the directors may appoint any person, whether a member of the company or not, to be an alternate or substitute director in his place during such period as he thinks fit. Any person while he so holds office as an alternate or substitute director shall be entitled to notice of meetings of the directors and to attend and vote thereat accordingly, and to exercise all the powers of the appointor in his place. An alternate or substitute director shall not require any share qualification, and shall ipso facto vacate office if the appointor vacates office as a director or removes the appointee from office. Any appointment or removal under this regulation shall be effected by notice in writing under the hand of the director making the same

83. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two

84. The continuing directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the company, but for no other purpose

85. The directors may elect a chairman of their meetings and determine the period for which he is to hold office, but if no such chairman is elected, or if at any meeting the chairman is not present within 10 minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be chairman of the meeting

86. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit, any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors

87. A committee may elect a chairman of its meetings, if no such chairman is elected, or if at any meeting the chairman is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting

88. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of

votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote

**89.** All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director

**90.** A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more directors

**90A.** Where the company has only one director, he may pass a resolution by recording it and signing the record

#### *Managing directors*

**91.** The directors may from time to time appoint one or more of their body to the office of managing director for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke any such appointment. A director so appointed shall not, while holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of directors, but his appointment shall be automatically determined if he ceases from any cause to be a director

**92.** A managing director shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration, whether by way of salary, commission, or participation in profits, or partly in one way and partly in another, as the directors may determine

**93.** The directors may entrust to and confer upon a managing director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of those powers

**94.** The directors may from time to time appoint any person to be an associate director and may from time to time cancel any such appointment. The directors may fix, determine and vary the powers, duties and remuneration of any person so appointed, but a person so appointed shall not be required to hold any shares to qualify him for appointment nor have any right to attend or vote at any meeting of directors except by the invitation and with the consent of the directors

#### *Secretary*

**95.** The secretary shall in accordance with the Act be appointed by the directors for such term, at such remuneration, and upon such conditions as they may think fit, and any secretary so appointed may be removed by them

#### *Seal*

**96.** The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal is affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose

#### *Accounts*

**97.** The directors shall cause proper accounting and other records to be kept and shall distribute copies of balance-sheets and other documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or paper of the company except as conferred by statute or authorised by the directors or by the company in general meeting

#### *Dividends and reserves*

**98.** The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors

**99.** The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company

**100.** No dividend shall be paid otherwise than out of profits or shall bear interest against the company

**101.** The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the company may be properly applied, and pending any such application may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares in the company) as the directors may from time to time think fit. The directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide

**102.** Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date that share shall rank for dividend accordingly

**103.** The directors may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company

**104.** Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways and the directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the directors may settle the same as they think expedient, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the directors

**105.** Any dividend, interest, or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses, or other money payable in respect of the shares held by them as joint holders

#### *Capitalisation of profits*

**106.** The company in general meeting may upon the recommendation of the directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the company to be allotted, distributed and credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the directors shall give effect to such resolution

**107.** Whenever such a resolution as aforesaid shall have been passed the directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or, as the case may require, for the payment up by the company on their

behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members

#### Notices

**108.** A notice may be given by the company to any member either personally or by sending it by post to him at his registered address, or, if he has no registered address in Singapore, to the address, if any, in Singapore supplied by him to the company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

**109.** A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.

**110.** A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or assignee of the bankrupt, or by any like description, at the address, if any, in Singapore supplied for the purpose by the persons claiming to be so entitled, or, until such an address has been so supplied, by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

**111** --(1) Notice of every general meeting shall be given in any manner hereinbefore authorised to -

(a) every member,

(b) every person entitled to a share in consequence of the death or bankruptcy of a member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting, and

(c) the auditor for the time being of the company

(2) No other person shall be entitled to receive notices of general meetings

#### Winding up

**112** If the company is wound up, the liquidator may, with the sanction of a special resolution of the company, divide amongst the members in kind the whole or any part of the assets of the company, whether they consist of property of the same kind or not, and may for that purpose set such value as he considers fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, thinks fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### Indemnity

**113** Every director, managing director, agent, auditor, secretary, and other officer for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

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**CERTIFICATE OF REGISTRATION  
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC032043

UK Establishment No. BR017113

The Registrar of Companies hereby certifies that

**HO KEE NYAP PTE. LTD.**

has this day been registered under the Companies Act 2006 as having  
established a UK Establishment in the United Kingdom.

Given at Companies House on **12th August 2014.**



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**