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1 Cybercity  
Ebene  
Mauritius

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info@dale-trust.com  
www.dale-trust.com  
Business Registration Number: C06025405

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## Dale International Trust Company Limited

### **COMPANY FORMATION**

**AND**

### **MANAGEMENT SERVICES AGREEMENT**



**COMPANY FORMATION AND MANAGEMENT SERVICES AGREEMENT**

*Please read the instructions carefully before supplying the requested information. The form should be typed or completed in block capitals.*

**PART ONE – The Trust Company (“The Trust Company”)**

Dale International Trust Company Limited  
 3<sup>rd</sup> Floor, Tower A  
 1 Cybercity  
 Ebene  
 Mauritius

**PART TWO – The Principal(s) (“The Principal(s)”)**

**Beneficial Owner(s)**

If shares are to be held in nominee names, please provide details of the beneficial owner(s). (Please note that P.O. Box numbers are not acceptable)

	Beneficial Owner 1	Beneficial Owner 2
Full Name		
Permanent Residential Address		
Please advise of any sensitivity with regard to correspondence, telephone calls or faxes		
Correspondence address (if different from above)		
Home Telephone		
Business Telephone		
Mobile		
Home Fax		
Business Fax		
E-mail		
Nationality		
Date of Birth (dd/mm/yy)		
Place of birth		
Domicile of origin (if different from country of birth)		



Present domicile (if different from domicile of origin) and date acquired (dd/mm/yy)  
 Profession (former, if retired)  
 Occupation (nature of business, if self-employed)

Employer's name and address

Country of residence for tax purposes  
 Contemplated/imminent country of residence (if change is contemplated or imminent) – provide details  
 Marital Status  
 Date of marriage  
 Name of spouse/partner in full

Name(s) of dependants/children

Is there an existing will? (if so when was it written?)

Does the will need revision?  
 Does the will cover worldwide assets?  
 Is the will limited? (if so, what are the limitations?)

Post code	Post code
Name(s) Date of birth (dd/mm/yy) State relationship	Name(s) Date of birth (dd/mm/yy) State relationship
Name(s) Date of birth (dd/mm/yy) State relationship	Name(s) Date of birth (dd/mm/yy) State relationship
Yes/No *	Yes/No *
	* If there is not an existing will, please go to the section on professional advisors below.
Yes/No *	Yes/No *
Yes/No *	Yes/No *
Yes/No *	Yes/No *



**DALE TRUST**

Professional advisor's name  
and address

Telephone

Fax

Please provide any additional  
information which may be  
helpful


If there are more than two beneficial owners please continue on a separate sheet

**PART THREE– The Company (“The Company”)**

**1      Type of company to be formed:**

*(Please tick one box below)*

**a) Mauritius**

**Category 1 Global Business Company     Category 2 Global Business Company**

**b) BVI– International Business Company**

**c) Isle of Man Company**

**d) Jersey Company**

**2      Proposed Company Names**

**1<sup>st</sup> Choice:**

**2<sup>nd</sup> Choice:**

**3<sup>rd</sup> Choice:**

*Please give 3 names in order of preference.*

**3      Description**

Please state the reason for establishing a company and describe the proposed activities for which the Company is being established i.e. whether property holding/investment holding/consultancy /trading or other. Continue on a separate sheet if necessary. Please note that trading companies will only be managed exceptionally provided independent tax and professional advice has been obtained.

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**4 Paid up Share Capital**

The company will be incorporated with a share capital of USD..... Please advise below if you require an alternative structure.

*(Please tick one)*

Share Capital of USD..... divided into ..... shares of USD.....; or

Amend the Company's capital structure to:

\_\_\_\_\_ divided into \_\_\_\_\_ shares of \_\_\_\_\_ each  
 (Currency) (Number) (amount in each share)

It is our policy that all companies are to have a minimum paid up share capital of USD 2, 500. This amount will be requested upon incorporation and will be paid into a separate bank account held by the newly formed company.

**5 Company Secretary**

*(Please tick this box)*

Dale International Trust Company Limited

**6 Shareholders**

*(Please tick one)*

Please indicate if you wish us to provide nominees to hold the shares; or

Please provide the names in which the share certificates should be made out:

	Shareholder 1	Shareholder 2
Name		
Nationality		
Address		
No.of shares		

Please note that single member companies are permitted.



**7 Directors**

There is a minimum requirement of at least one director who may be an individual or a body corporate. The director of a Category 1 Global Business Company must be an individual and at least one director must be resident in Mauritius.

*(Please tick this box)*

Dale International Trust Company Limited  
To provide one Director

AND *(optional)*

The Directors of the Company will be

Please supply full names, addresses, nationality, dates of birth, and occupation of each person. Continue on a separate sheet if necessary.

	Director 1	Director 2
Full Name		
Address		
Nationality		
Occupation		
Date of Birth		

**8 Initial Investment Policy** *(to be completed where the proposed activities of the company mentioned under section 3 above include investment holding).*

*(Please tick one)*

- Maximise capital growth
- Maximise income
- Balanced income and capital growth
- Other (please specify)



Please also indicate the level of risk you are prepared for the Company to accept (please tick one).

- High
- Moderate
- Low

**9 Bank Accounts**

Bank accounts to be opened by the directors:

Bank \_\_\_\_\_

Currency \_\_\_\_\_ Type of account \_\_\_\_\_

Expected Annual Turnover of the Account \_\_\_\_\_

Expected number of debit and credit transactions per annum \_\_\_\_\_

Where Dale International Trust Company Limited provide Directors, we will be signatories to the bank accounts.

Note: Banks currently operating in Mauritius are: Afrasia Bank Limited, Bank of Baroda, Bank International Indonesia, Banque des Mascareignes, Barclays Bank PLC, Bramer Banking Corporation Limited, Deutsche Bank (Mauritius) Ltd, Development Bank of Mauritius, First City Bank Limited, Habib Bank Limited, HSBC Bank (Mauritius) Limited, Indian Ocean International Bank Ltd, Investec Bank (Mauritius) Limited, Mauritius Post and Cooperative Bank Ltd, SBI International (Mauritius) Ltd, Standard Bank (Mauritius) Limited, Standard Chartered Bank (Mauritius) Limited, State Bank of Mauritius Limited and The Mauritius Commercial Bank Ltd.

**10 Auditors (This section is applicable to Category 1 – Global Business Companies only).**

The following will be appointed as auditors of the company:.....

**11 Ongoing Matters**

To whom should all future correspondence, mail and invoices be addressed?

NB The person or firm stipulated in this section will be the person or firm to whom all future invoices in respect of Dale International Trust Company Limited’s services will be addressed. If this section is left blank all future correspondence, invoices, etc. will be addressed to the originator of these instructions.

Name \_\_\_\_\_

Address \_\_\_\_\_

Tel. No. \_\_\_\_\_

Fax No. \_\_\_\_\_

E-mail \_\_\_\_\_





**15 Fees**

As per the scale of fees in force from time to time, or as individually agreed upon.

**16 Payment:**

Payment of our fees is required prior to incorporation. Please confirm your method of payment.

*(Please tick one box and insert amount)*

We enclose a cheque for USD.....

Or

We have instructed our Bankers to make a Telegraphic Transfer for USD..... to:

**Beneficiary Account No.:** 072-064447-121  
**IBAN No.:** MU33HSBC0772072064447121000USD  
**Beneficiary Account Name:** Dale International Trust Company Limited – Client Account  
**Beneficiary Bank:** The Hongkong and Shanghai Banking Corporation Limited  
A/c No. 000-03845-8  
SWIFT: HSBCMUMU  
**Correspondent Bank:** HSBC Bank USA, NEW YORK SWIFT: MRMDUS33  
**Reference (name of remitter):** .....

**NOTE: Evidence of payment must accompany all applications**

**17 Source of Funds**

Please indicate the extent of the funds to be injected into the Company and provide supporting documentation.

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**18 Verification Details**

Anti-money laundering legislation requires us to obtain satisfactory due diligence documents on our clients. The beneficial owner is therefore required to provide the following documents to accompany our signed agreement form.

- **A certified, legible and valid Passport copy** or National identity card / Armed forces ID card, showing the specimen signature and a clear photograph of the beneficial owner.

The document needs to be certified by one of the following:

- ❖ A lawyer, a notary, an actuary or an accountant holding a recognized professional qualification;
- ❖ A serving police or customs officer;



- ❖ A member of the judiciary;
- ❖ A senior civil servant;
- ❖ An employee of an embassy or consulate of the country of issue of the identity documentation;
- ❖ A director or secretary (holding a recognized professional qualification) of a regulated financial services business in Mauritius or in an equivalent jurisdiction.
- ❖ A Commissioner of Oaths.

The person certifying the document must use the following specific wording:

*"Having seen the individual and the identification document at the same time, I certify that this is a true copy and that the photograph is a reasonable likeness of .....*  
*Signature.....*  
*Date.....*  
*Name.....*  
*Position.....*  
*Stamp and address....."*

- **A recent original bank or credit card statement** or a recent original utility bill; (e.g. electricity, rates etc.) confirming the beneficial owner's permanent residential address (not a P.O. Box).
- **An original bank reference on the beneficial owner from a reputable bank.** The attached authorization form should be signed according to the bank mandate and submitted to us to enable us to contact the bank directly.
- **An original professional reference from a qualified lawyer or qualified accountant** who has known the beneficial owner for a minimum period of two years. The attached authorization form should be signed and submitted to us to enable us to contact the lawyer or accountant directly.

**19 Professional Counsel**

**The information within this Form is not intended to be advice on tax or legal matters, but merely to assist consideration of these. Whilst the advantages may be very significant, the complexity of such planning necessitates the advice of a qualified adviser who can consider every factor involved, your legal and tax obligations and the suitability of suggestions for the specific circumstances.**

I confirm that I have taken independent professional advice \_\_\_\_\_

Name of Advisor: \_\_\_\_\_

**20. How did you become aware of Dale International Trust Company Limited?**

.....



**21. PRINCIPAL(S) DECLARATION #** (Delete as appropriate)

# The Principal(s) hereby instruct(s) the Trust Company to establish a company and to provide management and administration services on the basis of the information set out in this agreement following the completion of due diligence requirements and receipt of initial funds.

*Or (if the administration is taken over from another manager)*

# The Principal(s) hereby instruct(s) the Trust Company to provide management and administration services on the basis of the information set out in this agreement following the completion of the due diligence requirements and receipt of initial funds.

The Principal(s) declare being the beneficial owner(s) of the Company, that no third party rights exist thereon and that the information given in this agreement is true and correct. The Principal(s) also confirm that they will notify the Trust Company immediately if there is any change in the beneficial ownership of the Company or if, at any time, any third party rights exist thereon.

The Principal(s) hereby instruct the Trust Company to apply on behalf of the Company for a Category 1 / Category 2 \* Global Business Licence to conduct global business activities from within Mauritius based on the information supplied within the agreement, on the information contained in the attached duly signed Business Plan \*\* of the Company and on the basis of further information which the Principal(s) may provide in response to requests that may be made by the Financial Services Commission ("FSC").

*\* Delete the Category that does not apply*  
*\*\* Only applicable to Category 1 Global Business Companies*

The Principal(s) declare:

- a. That the information supplied to the Trust Company, is accurate in all material respects and does not exclude any information which might reasonably be considered relevant;
- b. Where the Company exists already, its financial position shown in the audited accounts and/or other financial statements submitted with the agreement or in support of it, has not materially changed since the date thereof except to the extent (if any) disclosed below:  
.....  
.....
- c. That, if a licence is granted, they shall ensure that the Company conducts only that business for which it is licensed - unless otherwise authorised by the FSC;
- d. That they shall ensure that the Company complies with the laws of Mauritius and with the laws of the jurisdiction where the Global Business is carried out and in particular will not undertake any licensable activity anywhere without the appropriate authorization;
- e. That they shall ensure that the Company complies with and be bound by all the terms of the standard licence conditions for financial services (as may be listed in any Guidelines or other document as may be issued by the FSC from time to time) and/or any other special terms and conditions attached to the licence;
- f. That they shall ensure that the Company notifies the FSC of any further information which is relevant to the application for a Category 1 / Category 2 \* Global Business Licence and of any material changes in the information forming part of the application (or its supporting documents) which comes to their attention during the period in which the application is being considered or at any time thereafter.
- g. Having been directed by the Trust Company to the FSC's website <http://www.fscmauritius.org/> in respect of their Compliance obligations as regards to fees, filing of accounts \*\*, Guidelines issued by the FSC and reporting obligations under the Financial Intelligence and Anti-Money Laundering Act 2002 and under such laws as may be enacted in the future.

*\* Delete the Category that does not apply*  
*\*\* Only applicable to Category 1 Global Business Companies*



The Principal(s) further declare that the information provided below is true and correct in every respect:

*Has the Company, its shareholders or beneficial owner(s) previously promoted/ incorporated/ registered or acquired any company in Mauritius?* Yes No  
*If yes, please provide the following information.*

Company Name	Management Company	Category 1 or 2	Ref. No.

*State all the former trading names (if any) used by the Company/Beneficial Owner(s) during the last 7 years. Please indicate the dates of the change of names.*

.....

*Please specify those countries or territories in which the Company/Beneficial Owner(s) intends to carry out financial services business to which the Category 1 / Category 2 Global Business licence applies.*

.....

*Does the Company/Beneficial Owner(s) conduct or carry out financial services business from any jurisdiction other than Mauritius?* Yes No  
*If yes, please provide the address from which such financial services business is carried out.*

.....

*Is the Company/Beneficial Owner(s) regulated in another jurisdiction or has the Company applied for a licence from any regulatory authority in any other jurisdiction?* Yes No  
*If yes, please provide details.*

.....

*Has the Company/Beneficial Owner(s) made a similar application in another jurisdiction?* Yes No  
*If yes, please provide details and outcome.*

.....

*Has the Company/Beneficial Owner(s) at any time in the previous 7 years been criticised, censured, disciplined, suspended, or fined by any regulatory body in Mauritius or by any regulatory body in any other jurisdiction?* Yes No  
*If yes, please supply details.*

.....

*At any time in the previous 7 years, has an application been made for the bankruptcy or compulsory winding up of the Company/ Beneficial Owner(s) or has the Company's property been seized or Beneficial Owner's property been seized or forfeited or relinquished by any other similar means?* Yes No  
*If yes, please supply details.*

.....

*Has the Company/Beneficial Owner(s) at any time in the previous 7 years had a Receiver or an Administrator appointed or failed to satisfy a debt adjudged due, or come to a compromise or similar arrangement with any of its creditors?* Yes No  
*If yes, please supply details.*

.....



*Has the Company/Beneficial Owner(s) been engaged in any civil proceedings or arbitration at any time in the previous 7 years in which a debt was adjudged due from, or judgement given against, the Company/Beneficial Owner(s) in relation to any financial service? Yes No*  
*If yes, please supply details.*

.....

*Has the Company/Beneficial Owner(s) at any time been convicted of any offence involving fraud, or other dishonesty or any other offence such as an economic offence or money laundering or been subject to penalties for tax evasion (whether or not in Mauritius) relating to companies carrying out financial services business? Yes No*  
*If yes, please supply details.*

.....

*Has any Director, Officer or Partner of the Company been convicted in any Court of Law for a criminal offence or penalised or sanctioned, or is currently or has ever been under investigation for professional negligence or malpractice by any Regulatory Authority in any country? Yes No*  
*If yes, please supply details.*

.....

The Principal(s) confirm(s) that if there is any change in the nature of the Company’s activities, as detailed in section three of PART THREE section 3 of this agreement, the Principal(s) will notify the Trust Company immediately.

The Principal(s) understand(s), accept(s) and agree(s) that any representative capacity of the Company, and the use of name cards, letterheads or invoices will only be granted to the Principal(s) or his nominee by express permission of the directors of the Company and then only in very exceptional and appropriate circumstances. The Principal(s) hereby undertake(s) not to issue any business or name cards, letters, invoices or other material or communication in the name of, or on behalf of the company, without such permission having been granted by the directors of the Company.

The Principal(s) declare(s) that communication or message may be communicated to the Trust Company in writing, by telephone, facsimile, telex, cable or internet e-mail. The Principal(s) agree(s) to keep the Trust Company indemnified against all actions, proceedings, liability, claims, damages, costs and expenses in relation to the Trust Company acting on such communication and irrevocably authorise the Trust Company to debit the Company in respect of all amounts chargeable as a result of the Trust Company receiving and acting on any such communication, even though the same shall contain some error or not be authentic.

The Principal(s) authorise(s) the Trust Company to obtain independent verification of any of the information that the Principal(s) has/have set out in this agreement.

The Principal(s) confirm(s) that any asset owned by or introduced into the company has been owned or introduced lawfully and is not derived from or otherwise connected with any illegal activity.

The Principal(s) confirm(s) that their global tax obligations are being met as required of them.

The Principal(s) acknowledge(s) that the provision of company formation and management services by the Trust Company is subject to its Standard Terms and Conditions. The Principal(s) declare(s) having read and confirm(s) agreement to the aforementioned Standard Terms and Conditions, which are herewith attached. The Principal (s) further confirms having been provided with a copy of the said Standard Terms and Conditions.

The Principal(s) further declare(s) having received independent legal and tax advice and having read these Standard Terms and Conditions of their own free will and not in consequence of or in reliance on anything said by or on behalf of the Trust Company, declare(s) understand(s) and accept(s) that enforcement by the Trust Company of its rights under these Standard Terms and Conditions may result in the loss of all or part of the Principal(s) assets.



Signed by the Principal(s)

1.....  
Name.....

2.....  
Name.....

3.....  
Name.....

4.....  
Name.....

Dated this                      day of



Name: .....

Address: .....

.....

.....

Date:.....

The Directors  
Dale International Trust Company Limited  
3<sup>rd</sup> Floor  
Tower A  
1 Cybercity  
Ebene  
Mauritius

Dear Sirs

Please accept this letter as your authority and instruction to act on any instruction received in future from

..... on my behalf in respect of

..... Limited.

Yours faithfully

CLIENT SIGNATURE



**BANK REFERENCE AUTHORITY**

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To: The Manager

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Dear Sir

I/We authorize you to provide a Banker's Reference to:

The Chief Executive Officer  
Dale International Trust Company Limited  
3<sup>rd</sup> Floor  
Tower A  
1 Cybercity  
Ebene  
Mauritius

and to debit my/our account with the costs incurred.

Account number: -----

Please confirm to Dale International Trust Company Limited the following details:

1. My/our full name(s) and date of birth according to your records
2. My/our residential address according to your records
3. The length of my/our relationship with you
4. My/our financial standing and responsibility in my/our dealings with you
5. My/our signature

Yours faithfully

Signature:-----

Signature:-----

Name:-----

Name:-----

Date:-----

Date:-----



PROFESSIONAL REFERENCE AUTHORITY

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To:

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-----  
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For Attention:

Dear Sir

**Reference Authority**

I/We authorize you to provide a professional reference on me/us to:

The Chief Executive Officer  
Dale International Trust Company Limited  
3<sup>rd</sup> Floor  
Tower A  
1 Cybercity  
Ebene  
Mauritius

Please confirm the following in such reference:

1. The length of time that you have known me/us;
2. The services which you have provided to me/us;
3. My/our business activities and any other relevant background information;
4. That you consider me/us to be honest and reputable;
5. That you have no reason to believe that any property that I/we have might be derived other than from wholly legitimate and reputable sources and activities.

Yours faithfully

Signature:-----

Signature:-----

Name:-----

Name:-----

Date:-----

Date:-----