IPIM “ONE STOP SERVICE” GUIDE

**Constitution of Foreign Subsidiary Company**If a foreign company wants to set up a subsidiary company in Macao, the following documents should be provided:

**1. Minutes of the Board of Directors of the company**

1.1 Part I ：Appointment of representative(s):

The foreign company should assign one representative who has full authority to act on its behalf to sign the relevant constitutional documents for the subsidiary company.

* 1. Part II：The ***main*** clauses in the M & A of the ***new company*** :
     1. Name, type of business, registered address in Macao and its scope of business
     2. Registered capital and its paid up time, distribution of shares
     3. Names of the administrative board (Director)and their appointments
     4. Signatories of the administrative board (Director) necessary to uphold the company’s responsibility

1. **A certificate issued by Notary Public in the country of origin, stating：**
   1. The company is duly formed and organized according to law
   2. The signatories have full power to pass the Minutes
   3. The authenticity of the signatures
   4. Its legality under the M& A and the Company Act in the country of origin.

* Notary in the country of origin is required to provide an ***“Apostille”***(Convention de la Hayes de 5 Octobre 1961) to certify the Notary’s signature and the stamp/seal.
* For any document UNABLE to be notarized by Notary Public, it is required to provide a ***“Consular Attestation”*** (Declaration of Embassy of P.R.C.) to certify the signatories/ issued entity have the power to issue the relevant document.

※ The full set of Notarial certificate and Board Minutes SHOULD be bound by stud or by wax seal. A simple staple would NOT be accepted.

**3. Letter of Acceptance of Appointment**

Sign and declare by each Director from the Administrative Board of Macao.

* ***Note ＊***

The above documents should be provided in Chinese or Portuguese. If the notarial certificate and the Minutes are in English or another foreign language, a Chinese or Portuguese translated version is required.

The China Consulate may certify the transcript when the translation is made outside of Macao. Any Notary who is capable to use Chinese can also certify it. Otherwise, if an individual (non-interested party) makes the translation, he/she should personally declare and sign a certificate of translation in front of Macao’s Notary to state that the transcript is done by he/she and is faithful to the original

***(Note: It is always recommended to sent us a “draft” before notarization in your country.)***

**Sample of Minutes of the Meeting of Directors/ Shareholders**

**For Private Limited Company to set up a New Company in Macao**

ABC Limited

The Company held at its registered office at (address of the mother company)

Present: Mr. A, Mr. B

**Resolved:**

1. The company (ABC Ltd.) will form a new company with “X Limited” in Macau. It is resolved Mr. \_\_\_\_ to represent this corporation (ABC Ltd.) to go to Macao and to deal with all relevant Macao government department for signing related document, in all matters and to negotiate, enter into, and execute any and all documents for the establish of the new company in Macao.
2. The following clauses will be entered into the Memorandum and Articles of Association of “AX Limited” ：
3. The company will call “AX” in English, “AX” in Portuguese and “AX” in Chinese.
4. The scope of business of “AX” is ：\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.
5. The registered office will be decided by the directors／OR

The registered office of “AX” is：Macao\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

1. The authorized capital is Mop $\_\_\_\_\_\_ which fully paid in cash at the time of establishment by：

* ABC Limited holds 1 share worth $\_\_\_\_\_\_
* X Limited holds 1 share worth $\_\_\_\_\_\_\_\_

1. Mr. \_\_\_\_\_\_, Mr.\_\_\_\_\_\_ and Mr.\_\_\_\_\_\_ appointed as directors of “AX”.
2. Signatories of the administrative board necessary to uphold the company’s responsibilities will require two of the three of the administrative board.

3. There are no further business, the meeting was declared closed.

Signatures: \_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_

Date: Mr. A Mr. B

***(Note: It is always recommended to send us a “draft” before notarization in your country.)***