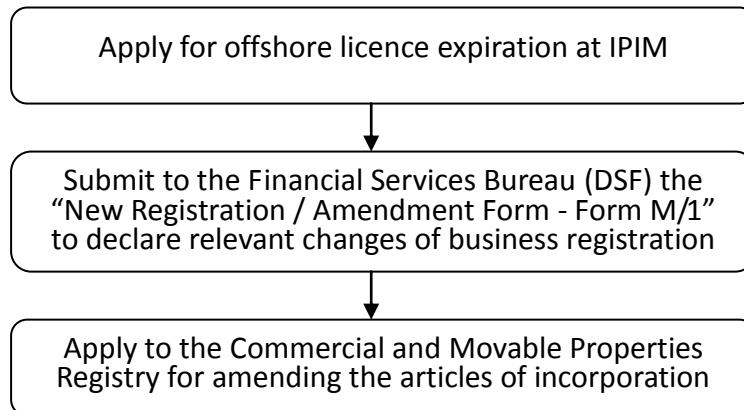
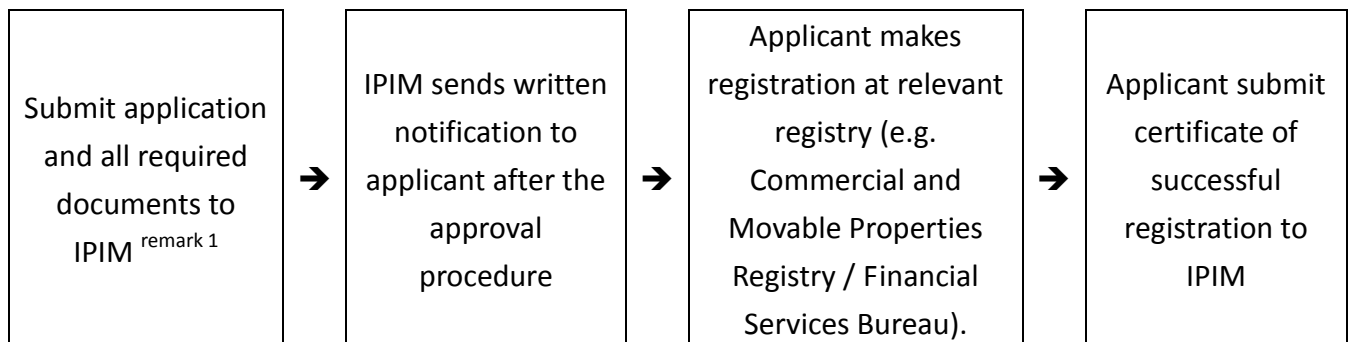


Formalities and Required Documents for Amending the Articles of Incorporation To Change the Company Name and Business Scope Due to Expiration of Offshore Licence

Flowchart:



Step 1: Apply for offshore licence expiration at IPIM



Required documents:

1. The original written application undersigned by executive members of the company and made to the President of Macao Trade and Investment Promotion Institute – contents of the written application should include changing the articles of incorporation, such as changing the company name or business scope;
2. Minutes of shareholders' meeting of Macao offshore institution. The minutes of shareholders' meeting must be in compliance with the regulations of commercial bookkeeping stipulated in Title III of Book I and the regulations of the books of the company stipulated in Section VI in Title I of Book II of the Commercial Code. If the offshore institution is an affiliate/a subsidiary, (the signed and certified copy of) the board of directors meeting minutes of the parent company in line with the articles of incorporation should be submitted;

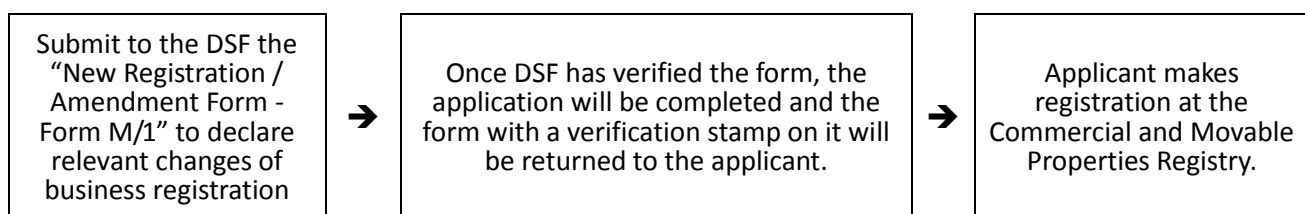
Upon receipt of the approval letter issued by IPIM, the offshore institution should submit the remaining amount operating fees within the month following the expiration of offshore licence.

**Formalities and Required Documents for Amending the Articles of Incorporation
To Change the Company Name and Business Scope
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The offshore institution should also register relevant amendments of commercial registration immediately; the company should submit the following certifications after completing the registration:

3. The original financial statement released by the auditor of the offshore institution;
4. Photocopy of business registration amendment certificate issued by Commercial and Movable Properties Registry;
5. Photocopy of New Registration / Amendment Certificate – Form M/1 issued by the Financial Services Bureau.

Step 2: Submit to the Financial Services Bureau (DSF) the “New Registration / Amendment Form - Form M/1” to declare relevant changes of business registration



Applicant:

The registration must be handled by the legal representative or the authorisee of the company.

Required documents:

1. New Registration / Amendment Form - Form M/1 in duplicate (signed by legal representative of the company);
2. Commercial registration certificate with minutes of meeting on amending the articles of incorporation.

Declaration period:

Within 15 days since the relevant fact has taken place.

Remarks:

1. Applicant (individual, company or representative of association) must present the his/her original copy of identification document and the representative authorisation document;

**Formalities and Required Documents for Amending the Articles of Incorporation
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2. Authorisee must present the original copy of the identification document of the applicant or the authorisation document;
3. Applicant holding identification document with no official signature will must handle the registration on his/her own.

Tax affairs hotline: (853)2833 6886 (24 hr)

Website: <http://www.dsf.gov.mo/>

**Formalities and Required Documents for Amending the Articles of Incorporation
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Step 3: Apply to the Commercial and Movable Properties Registry for amending the articles of incorporation

1. Party concerned must complete the application for prior approval (if required), acquire the permit from the issuance department – IPIM – to change the business scope of the company and transform from offshore institution into non-offshore company; in the event other prior approval(s) or administrative permit(s) is/are needed for the new business, applicant should inquire about and complete necessary administrative procedure at relevant issuance department(s) for requisite permit(s) or licence(s);
2. Party concerned may apply for the business name admissibility certificate by himself/herself, via lawyer, IPIM or the Commercial and Movable Properties Registry (note: company with only one nature person or one legal person as shareholder must include “一人有限公司” in its Chinese company name, or “Sociedade Unipessoal Limitada” or “Sociedade Unipessoal Lda.” in its Portuguese company name according to Article 27 of the Commercial Code);
3. Make resolution by the quorum specified by the Commercial Code or the articles of incorporation of the company;
4. The latest version of the articles of incorporation signed by the secretary (if any) or members of board of directors;
5. Make M/1 declaration at the Financial Services Bureau (e.g. amendment of business scope, company name, domicile, increase or decrease of capital) and pay M-B stamp duty (in the event increase of capital is to be registered);
6. Complete commercial registration at the Registry;
7. The extract of relevant amendments of the company will be published on the Official Gazette by the Registry.

Documents required for amending the articles of incorporation:

1. Application signed by members of board of directors with signatures identical to the official ones made in the articles of incorporation (signature must be notarised);
2. Meeting minutes with resolution on amending the articles of incorporation (Sample of meeting minutes: http://www.dsaj.gov.mo/iis/SFT/Doc/CRCBM/Sample_Minutes.pdf);
3. Complete version of the amended articles of incorporation (verified by the secretary of the company; or members of board of directors if there is no secretary);
4. Tax contribution certificate (original and copy of M-1 or M-B Stamp duty if there is any);
5. Original or photocopy of business name admissibility certificate (if any) issued by the Commercial and Movable Properties Registry (the validity of this certificate is 60 days counting from the date of issue);
6. List of name and residential address of shareholders (married shareholders must specify the name of his/her spouse and the chosen matrimonial regime; single shareholders must state

**Formalities and Required Documents for Amending the Articles of Incorporation
To Change the Company Name and Business Scope
Due to Expiration of Offshore Licence**

his/her age) and the photocopy of identification documents of shareholders;

7. Names, address list and photocopies of identification documents of members of board of directors (if any), secretary (if any), members of board of supervisors (if any), and the declaration documents signed by the abovementioned representatives stating their appointed position;
8. Document certifying the expiration of offshore licence of the company issued by IPIM;
9. In the event that prior approval(s) is/are required to run the business which the company intends to engage, the relevant prior approval document(s) must also be presented;
10. Declaration of combating money laundry and terrorism financing (specifically for commercial registration) as required by Law No.2/2006, Law No.3/2006, Administrative Regulation No.7/2006;
11. Other supporting documents required by other applicable laws.

Remark: all of the documents listed above must be written in either one of the official languages – Chinese and Portuguese

Last updated on 2018.09.27