

BUSINESS HOURS

Monday – Thursday, Saturday

8.00 am – 3.30 pm

GUIDE TO FILE RETURNS FOR FOREIGN COMPANY



C O N T A C T U S

REGISTRY OF COMPANIES AND BUSINESS NAMES DIVISION

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Registry of Companies
Ministry of Finance
Brunei Darussalam



“All foreign companies are required to hold their Annual General Meeting (AGM) and file their Annual Returns (AR) annually pursuant to sections 107, 108 and 109 of the Companies Act (CAP. 39)”

When must my company hold an AGM and file the AR?

Under section 109 of the Companies Act, the AR must be filed with ROC within 28 days after the AGM.

For a foreign company's first AGM, it should be held within 18 months after incorporation under section 111 of the Companies Act.

Subsequent AGM's must be held once every calendar year and cannot be more than 15 months apart.

Foreign Company	Requirements:
A branch of foreign company registered in another country.	<ul style="list-style-type: none"> • Must submit annual report (including Balance Sheet) • Must submit audited accounts

What if my company is 'dormant'?

A company is considered 'dormant' during a period in which no accounting transaction occurs. However, a 'dormant' company is still required to submit their Annual Returns. It will also be subject to fees payable to the Registrar and any fine/default penalty paid to the Registrar.

Please note that section 312 of the Companies Act imposes a penalty for false statements made to the Registrar.

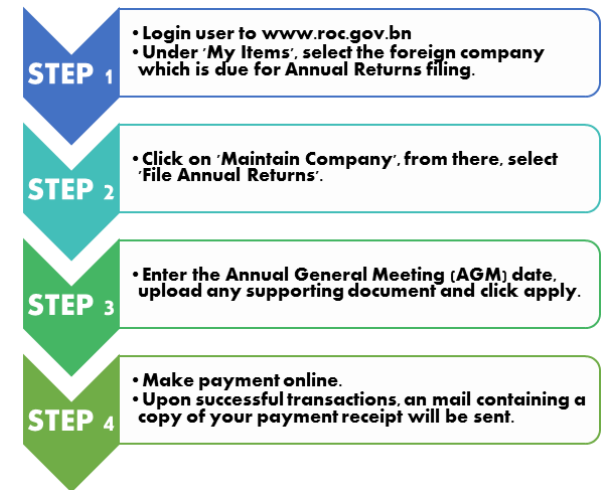
Who should file the AR?

The company's officers (e.g. director or secretary) can file the AR. Alternatively, the company can engage the services of a professional firm or a corporate service provider to file the AR on its behalf.

What are the required documents when filing AR for foreign company?

- Cover letter stating name of the foreign company and its registration number.
- Annual Return Form
- Date of AGM and proof
- Balance sheet and audited accounts

STEP-BY-STEP PROCESS FOR FILING ANNUAL RETURNS



FREQUENTLY ASKED QUESTIONS

What are the fees payable?

The fee payable for filing the Annual Return for a foreign company is BND 20.00

Is a foreign company (company incorporated outside Brunei) required to file its AR with ROC?

Pursuant to section 302(3) of the Companies Act, a company incorporated outside Brunei Darussalam shall within 2 months of its AGM, lodge with the Registrar, a copy of its balance sheet made up to the end of its last financial year.

Is there a penalty if my company fails to hold its AGM or file its annual return by the due date as stipulated in the Companies Act?

Yes, a company will incur a penalty for late lodgement as provided in the Companies Act. The company's directors may also be issued a summon for not complying with these provisions.

Can I request for an extension to file my company's AR or hold an AGM?

Yes, an application may be made to the Registrar for an extension to hold an AGM, however there is no provision for extension of time to be granted for filing AR.

Forms can be download at www.mof.gov.bn or can be obtained at ROCBN Counter.