

## WHAT IS A COMPANY ?

A COMPANY is a business entity that is registered under the Companies Act, Chapter 39.

Three types of companies in Brunei:

Private Company (Syarikat Sendirian Berhad)	Has 2 to 50 shareholders and restricted in share transfer.
Public Company (Syarikat Berhad)	Can have 2 and more than 50 shareholders and can offer shares and debentures to the public.
Foreign Branch	A branch of foreign company registered in Brunei as an extension of its parent company incorporated elsewhere.

## WHO CAN BE A DIRECTOR OF A COMPANY ?

- A director must be at least 18 years old;
- There must be two (2) directors or more. One of the 2 directors, or where there are more than two directors, at least 2 of them shall be Ordinarily Resident in Brunei Darussalam; and
- Not a declared bankrupt

## WHO CAN BE SHAREHOLDERS OF A COMPANY ?

- A Shareholder can be either a Brunei National Citizen / Permanent Resident or a Foreigner; and
- There must be at least two (2) Shareholders.

## CHECKLIST FOR THE REQUIRED DOCUMENTS

### PRIVATE (LOCAL) COMPANY

- Signed Copy(ies) of Director's NRICs / Passports (for Foreign Directors)
- FORMS:
  - i) List of Directors (Form X)
  - ii) Consent to Act as Directors
- Memorandum and Articles of Association (which includes Share Capital and Paid up capital)
- Certificate of Ordinarily Resident (if a Director is not an Ordinarily resident)\*

### FOR FOREIGN BRANCH

- Certificate of Incorporation or Registration in place of or similar document (must be a certified copy)
- Memorandum and Articles of Association or similar documents (must be a certified copy)
- Memorandum of Appointment or Power of Attorney the name and address of two (2) or more individuals resident in Brunei Darussalam who are authorised to accept service of process and any notices, made Under seal of the company incorporated outside Brunei Darussalam
- List of Directors (Form IV (F))
- List of Authorised person
- Undertaking letter
- Notice of the Situation of Registered Office in Brunei

\* If applicable

**NOTE:** Forms (underlined) can now be downloadable at [www.mof.gov.bn](http://www.mof.gov.bn)

## STEP-BY-STEP PROCESS TO INCORPORATE A COMPANY



### STEP 1 - LOG ON

- Log on to [www.roc.gov.bn](http://www.roc.gov.bn) to incorporate a Company
- NOTE: Make sure you have created your own username account



### STEP 2 - VALIDATE & INCORPORATE

- Under the Incorporate a Company tab:
  - Validate the proposed name by clicking the 'VALIDATE NAME' button
  - Fill in Online form & upload required documents
  - Click Submit



### STEP 3 - MAKE PAYMENT

- Make online payment / Pay over the counter with record of the application having reference RN-1XXXXX
- Upon successful payment, an email will be sent to notify that the application is yet to be reviewed.

**\*It is important not to refresh or click the back button when payment is being processed**



### CONGRATULATIONS, YOU ARE REGISTERED WITH ROCBN!

- Once your application to incorporate a Company has been approved, your Certificate of Incorporation will be emailed to you.

## WHAT ARE THE FEES PAYABLE?

Incorporation of Local Company/ Private Company	BND300.00
Incorporation of Foreign Companies*	Minimum of BND

\*Depends on share capital

## HOW LONG DOES THE PROCESS TAKE?

Incorporation of Local Company/ Private Company	Within one (1) working day
Incorporation of Foreign	

## FREQUENTLY ASKED QUESTIONS

**Do I have to engage the services of a professional firm for registering a new company?**

No, you can incorporate a Company yourself and to find out more log on to :

[www.mof.gov.bn](http://www.mof.gov.bn) > Menu > Divisions > ROCBN > Incorporation of Companies

**I don't have a Memorandum and Articles of Association? Where can I get one?**

You may now access the Memorandum and Articles of Association template at:

[www.mof.gov.bn](http://www.mof.gov.bn) > Menu > Divisions > ROCBN > Downloadable Forms

**How do I apply for Ordinarily Resident Certificate?**

You will need to make the application to the Ministry of Finance. The Ordinarily Resident application and guidelines are available at the ROCBN Division, Ministry of Finance or at their website [www.mof.gov.bn](http://www.mof.gov.bn)

**What is the difference between a Director and a Shareholder?**

Shareholders own the company and are entitled to the profits of the company.

Directors are responsible for the governance and oversight of the company.

## BUSINESS HOURS

Monday - Thursday, Saturday

8.00 am — 3.30 pm

## C O N T A C T   U S

### REGISTRY OF COMPANIES AND BUSINESS NAMES DIVISION

Level 1, Island Block, Ministry of Finance Building

Phone: +673-2380505

Fax: +673-2380503

E-mail: [info.rocbn@mof.gov.bn](mailto:info.rocbn@mof.gov.bn)

Website: [www.roc.gov.bn](http://www.roc.gov.bn)

# GUIDE TO INCORPORATING A NEW COMPANY

Registry of Companies  
Ministry of Finance  
Brunei Darussalam

