

**REPUBLIC OF VANUATU  
COMPANIES ACT [CAP 191]  
Section 127**

Annual Return of ..... Limited, made up to the ..... day of  
..... 200 ... (being the anniversary of the incorporation of the company).

**Delivered for filing by:** .....  
.....  
.....  
.....

**1. Address** (Situation of the company's registered office)

**2. Situation of Registers of Members and Debenture-holders**  
(Address of place at which the register of members is kept, if other than the registered office of the company).

**3. Summary of Share capital and Debentures**

(a) Nominal Share Capital ..... divided into .....  
shares of ..... VT ..... each

<u>Number</u>	<u>Class</u>
.....	..... shares of ..... each
.....	..... shares of ..... each
.....	..... shares of ..... each
.....	..... shares of ..... each

(b) Issued Share Capital and Debentures

(i) Number of shares of each class taken up to the date of this return (which must agree with the total shown in the list as held by each existing member):

<u>Number</u>	<u>Class</u>
.....	..... shares
.....	..... shares
.....	..... shares

(ii) Number of shares of each class issued subject to payment wholly in cash:

<u>Number</u>	<u>Class</u>
.....	..... shares

.....	.....	shares
.....	.....	shares

(iii) Number of shares of each class issued as partly paid up for a consideration other than cash and the extent to which each such share is so paid up:

<u>Number</u>	<u>Class</u>	
.....	.....	shares
Issued as paid up to the extent of VT.....	per share	
.....	.....	shares
Issued as paid up to the extent of VT.....	per share	
.....	.....	shares
Issued as paid up to the extent of VT.....	per share	

(iv) Number of shares of each class issued as fully paid up for a consideration other than cash:

<u>Number</u>	<u>Class</u>	
.....	.....	shares
.....	.....	shares
.....	.....	shares

(v) Amount called up on number of shares of each class:

	<u>Number</u>	<u>Class</u>	
VT..... per share on	.....	.....	shares
VT..... per share on	.....	.....	shares
VT..... per share on	.....	.....	shares

(vi) Total amount of calls received, including payments on application and allotment and any sums received on shares forfeited: VT.....

(vii) Total amount (if any) agreed to be considered as paid on number of shares of each class issued as fully paid up for a consideration other than cash:

	<u>Number</u>	<u>Class</u>	
VT..... on	.....	.....	shares
VT..... on	.....	.....	shares
VT..... on	.....	.....	shares

- (viii) Total amount (if any) agreed to be considered as paid on number of shares of each class issued as partly paid up for a consideration other than cash:

	<u>Number</u>	<u>Class</u>	
VT .....	on .....	.....	shares
VT .....	on .....	.....	shares
VT .....	on .....	.....	shares

- (ix) Total amount of Calls unpaid: VT .....
- (x) Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures: VT .....
- (xi) Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return:  
VT .....
- (xii) Total number of shares of each class forfeited:

<u>Number</u>	<u>Class</u>	
.....	.....	shares
.....	.....	shares
.....	.....	shares

- (xiii) Total amount paid (if any) on shares forfeited: VT .....
- (xiv) Total amount of shares for which share warrants to bearer are outstanding: VT .....
- (xv) Total amount of share warrants to bearer issued and surrendered respectively since the date of the last return:  
Issued: VT .....  
Surrendered: VT .....
- (xvi) Number of shares comprised in each share warrant to bearer, specifying in the case of warrants of different kinds, particulars of each kind. ....

#### 4. Particulars of Indebtedness

Total amount of indebtedness of the company in respect of all mortgages and charges, which are required to be registered with the Registrar of Companies under the Companies Act [Cap 191]: VT .....

**5. List of Present Members:**

Full Name	Residential Address	Number and class of shares held	Amount paid up or credit as paid up on shares held
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....

**6. Particulars of Directors and Secretaries**

Particulars of the persons who are Directors of the Company at the date of this return:

<u>Name</u>	<u>Former Name</u>	<u>Nationality</u>	<u>Address</u>	<u>Occupation</u>
.....	.....	.....	.....	.....
.....	.....	.....	.....	.....
.....	.....	.....	.....	.....

Particulars of the person who is Secretary of the Company at the date of this return:

<u>Name</u>	<u>Former Name</u>	<u>Address</u>	<u>Occupation</u>
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Dated at Port Vila this .....day of ..... 200....

.....  
Director

.....  
Secretary

## Certificates Accompanying Annual Return

**Name of Company:**

**To:** The Registrar of Companies

We hereby certify that:

- (1) the company has not since the date of the last annual return issued any invitation to the public to subscribe for any share or debentures of the company.
- (2) proper books of accounts have been kept by the company for the year to which this annual return relates, and that the turnover of the company was less than VT 20,000,000 in any year.
- (3) the annual general meeting of the company covering the date of this annual return was held on the ..... day of ..... 200... The next AGM will be held on or before the ..... day of ..... 200...
- (4) the excess of the number of members of the company over fifty consists wholly of persons who, under section 38(1)(b) of the Companies Act, CAP 191, are not to be included in reckoning the number of fifty.

Dated at Port Vila this ..... Day of ....., 200...

.....  
Director

.....  
Secretary

**Declaration signed by a Director and Secretary of the Company**

**Name of Company:**

**TO:** The Registrar of Companies

We DECLARE to the best of our knowledge and belief, the following are the particulars regarding the persons for whom a member of the company has acted as agent or nominee.

<u>*Nominee/Agent</u>	<u>Name of Beneficiary</u>	<u>Nationality of Beneficiary</u>	<u>Address</u>	<u>Occupation</u>
.....	.....	.....	.....	.....
.....	.....	.....	.....	.....
.....	.....	.....	.....	.....
.....	.....	.....	.....	.....
.....	.....	.....	.....	.....

***(\* need not disclose beneficial ownership where nominee services are being provided by a licensed trust company).***

Dated at Port Vila this ..... Day of ....., 200...

.....  
Director

.....  
Secretary