

LAWS OF THE REPUBLIC OF VANUATU

COMPANIES

[CAP. 191.

[Subsidiary]

SCHEDULE

Form No. 1

No. of company _____

VANUATU

COMPANIES ACT

NOTICE OF SITUATION OF REGISTERED OFFICE OR OF ANY CHANGE THEREIN

Pursuant to section 112

Name of company _____ Limited

Presented by _____

Notice of the situation of the registered office of _____ Limited or of any change therein.

To the registrar of companies.

_____ Limited hereby gives you notice, in accordance with section 112 of the Companies Act that the registered office of the company is situated at _____.

(Signature) _____
(State whether director or secretary) _____

Dated the ____ day of _____, 20____.

Form No. 2

No. of company _____

VANUATU

COMPANIES ACT

ANNUAL RETURN OF A COMPANY NOT HAVING A SHARE CAPITAL

Pursuant to sections 128 to 130

Name of company _____ Limited

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

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[Subsidiary]

Presented by _____

Annual return of _____ Limited made up to the ____ day of _____, 20____
(being the fourteenth day after the date of the annual general meeting for the year 20____.

1. Address
(Address of the registered office of the company)

2. Situation of registers of members and debenture-holders

- (a) (Address of place at which the register of members is kept, if other than the registered office of the company.)
- (b) (Address of any place in Vanuatu other than the registered office of the company at which is kept any register of holders of debentures of the company or any duplicate of any such register or part of any such register which is kept outside Vanuatu.)

3. 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.

VT _____

4. *Particulars of directors and secretaries*

Particulars of the persons who are directors of the company at the date of this returns*

1. Name (In the case of an individual, present full names. In the case of a corporation, the corporate name)	2. Any former full names+	3. Nationality	4. Usual residential address (In the case of a corporation, the registered or principal office)	5. Business occupation and particulars of other directorships §

Particulars of the person who is secretary of the company at the date of this return

1. Name (In the case of an individual, present full names. + In the case of a corporation, the corporate name)	2. Any former full names	3. Usual residential address (In the case of a corporation, the registered or principal office)

(Signed) _____ (director)

(Signed) _____ (secretary)

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Notes

* "director" includes any person who occupies the position of a director by whatsoever name called, and any person in accordance with whose directions or instructions the directors of the company are accustomed to act.

+ "Former full names" do not include -

- (a) in the case of any person, a former name or surname where that name or surname was changed or disused before the person bearing the name attained the age of 18 years or has been changed or disused for a period of not less than 20 years; or
- (b) in the case of a married woman the name or surname by which she was known previous to the marriage.

§ Directorships. The names of all bodies corporate incorporated in Vanuatu of which the director is also a director should be given, except bodies corporate of which the company making the return is the wholly-owned subsidiary or bodies corporate which are the wholly-owned subsidiaries either of the company or of another company of which the company is the wholly-owned subsidiary. A body corporate is deemed to be the wholly-owned subsidiary of another if it has no members except that other and that other's wholly-owned subsidiaries and its or their nominees. If the space provided in the form is insufficient, particulars of other directorships should be listed on a separate statement attached to this return.

CERTIFICATES AND OTHER DOCUMENTS ACCOMPANYING ANNUAL RETURN

Certified copies of accounts

There must be annexed to this return a written copy, certified both by a director and by the secretary of the company to be a true copy, of every balance sheet laid before the company at its annual general meeting during the period to which this return relates (including every document required by law to be annexed to the balance sheet) and a copy (certified as aforesaid) of the report of the auditors on, and of the report of the directors accompanying, each such balance sheet. If any such balance sheet or document required by law to be annexed thereto is in a foreign language there must also be annexed to that balance sheet a translation in English or French of the balance sheet or document certified in the prescribed manner to be a correct translation. If any such balance sheet as aforesaid or document required by law to be annexed thereto did not comply with the requirements of the law as in force at the date of the audit with respect to the form of balance sheets or documents aforesaid, as the case may be, there must be made such additions to and corrections in the copy as would have been required to be made in the balance sheet or document in order to make it comply with the said requirements, and the fact that the copy has been so amended must be stated thereon.

Form No. 3

No. of company _____

VANUATU

COMPANIES ACT

PARTICULARS OF DIRECTORS AND SECRETARIES

Pursuant to section 209

Name of company _____ Limited

Presented by _____

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Particulars of the persons who are directors of the company at the date of this return*

1. Name (In the case of an individual, present full names. In the case of a corporation, the corporate name)	2. Any former full names†	3. Nationality	4. Usual residential address (In the case of a corporation, the registered or principal office)	5. Business occupation and particulars of other directorships §

Particulars of the person who is the secretary of the company at the date of this return

1. Name (In the case of an individual, present full names. In the case of a corporation, the corporate name)	2. Any former full names ‡	3. Usual residential address (In the case of a corporation, the registered or principal office)

Date _____, 20____
(Signed) _____
(State whether director or secretary)

Notes

*"director" includes any person who occupies the position of a director by whatsoever name called, and any person in accordance with whose directions or instructions the directors of the company are accustomed to act.

‡"Former full names" do not include-

- (a) in the case of any person, a former name or surname where that name or surname was changed or disused before the person bearing the name attained the age of 18 years or has been changed or disused for a period of not less than 20 years; or
- (b) in the case of a married woman the name or surname by which she was known previous to the marriage.

§ Directorships. The names of all bodies corporate incorporated in Vanuatu of which the director is also a director should be given, except bodies corporate of which the company making the return is the wholly-owned subsidiary or bodies corporate which are the wholly-owned subsidiaries either of the company or of another company of which the company is the wholly-owned subsidiary. A body corporate is deemed to be the wholly-owned subsidiary of another if it has no members except that other and that other's wholly-owned subsidiaries and its or their nominees. If the space provided in the form is insufficient, particulars of other directorships should be listed on a separate statement attached to this form.

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Form No. 4

No. of company _____

VANUATU
COMPANIES ACT

**NOTIFICATION OF CHANGE OF DIRECTORS OR SECRETARY
OR IN THEIR PARTICULARS**

Pursuant to section 209

Name of company _____ Limited

Presented by _____

To the registrar of companies.

_____ Limited hereby notifies you in accordance with section 209 of the Companies Act that-
(Hereby specify nature and date of change. If change consists of the appointment of a new director or secretary fill in particulars below.)

Particulars of new director or secretary (Columns 1, 2 and 4 only need be completed for a secretary)*

1. Name (In the case of an individual, present full names. In the case of a corporation, the corporate name)	2. Any former full names +	3. Nationality	4. Usual residential address (In the case of a corporation, the registered or principal office)	5. Business occupation and particulars of other directorships §

Date _____

(Signature) _____
(State whether director or secretary)

Notes

**"director" includes any person who occupies the position of a director by whatsoever name called, and any person in accordance with whose directions or instructions the directors of the company are accustomed to act.

+ "Former full names" do not include -

- (a) in the case of any person, a former name or surname where that name or surname was changed or disused before the person bearing the name attained the age of 18 years or has been changed or disused for a period of not less than 20 years; or
- (b) in the case of a married woman the name or surname by which she was known previous to the marriage.

§ Directorships. The names of all bodies corporate incorporated in Vanuatu of which the director is also a director should be given, except bodies corporate of which the company making the return is the wholly-owned subsidiary or bodies corporate which are the wholly-owned subsidiaries either of the company or of another company of which the company is the wholly-owned subsidiary. A body corporate is deemed to be the wholly-owned subsidiary of another if it has no members except that other and that other's wholly-owned subsidiaries and its or their nominees. If the space provided in the form is insufficient, particulars of other directorships should be listed on a separate statement attached to this form.

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Form No. 5

No. of company _____

VANUATU
COMPANIES ACT

NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to section 74

Name of company _____ Limited

Presented by _____

To the registrar of companies.

_____ Limited,
hereby gives you notice pursuant to section 74 of the Companies Act that by (a) _____ resolution of the company dated the ___ day of _____, 20___ the nominal capital of the company has been increased by the addition thereto of the sum of VT _____ beyond the registered capital of VT _____.

The additional capital is divided as follows –

<i>Number of Shares</i>	<i>Class of Share</i>	<i>Nominal Amount of Each Share</i>

The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been or are to be issued are as follows -

(If any of the new shares are preference shares state whether they are redeemable or not.)

(Signature) _____
(State whether director or secretary)

Dated the ___ day of _____, 20___.

(a) "Ordinary", "extraordinary" or "special".

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Form No. 6

No. of company _____

VANUATU
COMPANIES ACT

NOTICE OF INCREASE IN NUMBER OF MEMBERS

Pursuant to section 11 (3)

Name of company _____ Limited

Presented by _____

Notice of increase in the number of members of _____ Limited

To the registrar of companies.

_____ Limited, hereby gives you notice, pursuant to section 11(3) of the Companies Act that by (a) _____ resolution of the company dated the ___ day of _____, 20___ the number of members in the company has been increased by the addition thereto of _____ members beyond the present registered number of _____.

(Signature) _____
(State whether director or secretary)

Dated the ___ day of _____, 20___

(a) "Ordinary", "extraordinary" or "special".

Form No. 7

No. of company _____

VANUATU
COMPANIES ACT

NOTICE OF CONSOLIDATION, DIVISION, SUB-DIVISION, OR CONVERSION INTO STOCK OF SHARES, SPECIFYING THE SHARES SO CONSOLIDATED, DIVIDED, SUB-DIVIDED, OR CONVERTED INTO STOCK, OR OF THE RE-CONVERSION INTO SHARES OF STOCK, SPECIFYING THE STOCK SO RE-CONVERTED, OR OF THE REDEMPTION OF REDEEMABLE PREFERENCE SHARES OR OF THE CANCELLATION OF SHARES (OTHERWISE THAN IN CONNECTION WITH A REDUCTION OF SHARE CAPITAL UNDER SECTION 75 OF THE COMPANIES ACT)

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Pursuant to section 73

Name of company _____ Limited

Presented by _____

To the registrar of companies.

_____ Limited hereby gives you notice in accordance with section 73 of the Companies Act that

(Signature) _____
(State whether director or secretary)

Dated the ____ day of _____, 20____.

Form No. 8

No. of company _____

VANUATU
COMPANIES ACT

**NOTICE OF THE SITUATION OF THE OFFICE WHERE A BRANCH REGISTER IS KEPT
OR OF ANY CHANGE IN, OR DISCONTINUANCE OF, ANY SUCH OFFICE**

Pursuant to section 123

Name of company _____ Limited

Presented by _____

To the registrar of companies.

_____ Limited, hereby gives you notice in accordance with section 123 of the Companies Act and by the authority of (a) _____ that a branch register is now kept at _____ (b) _____.

(Signature) _____
(State whether director or secretary)

Dated the ____ day of _____, 20____

- (a) e.g. "a special resolution of the company, duly passed on the day of 19,," or "clause of the company's articles of association."
- (b) In cases of change the words "in lieu of" and the previous address should be inserted after the present address.
In case of discontinuance strike out the words "is now kept" and insert the words "is discontinued" after the address.

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Form No. 9

No. of company _____

VANUATU

COMPANIES ACT

**MEMBERS' VOLUNTARY WINDING-UP NOTICE OF
APPOINTMENT OF LIQUIDATOR**

Pursuant to section 301

Name of company _____ Limited

Nature of business _____

Presented by _____

Members' Voluntary Winding-Up

To the registrar of companies.

I (*or* We) _____ of _____ hereby give you notice that I (*or* We) have been appointed liquidator(s) of _____ Limited, by (*a*) resolution of the company, dated the ___ day of _____, 20__.

(Signature) _____

(*b*) _____

Dated the ___ day of _____, 20__.

(*a*) State how appointed, whether by resolution of the company, or how otherwise, and adapt if necessary.

(*b*) To be signed by each liquidator if more than one.

Form No. 10

No. of company _____

VANUATU

COMPANIES ACT

**CREDITORS' VOLUNTARY WINDING-UP, NOTICE OF
APPOINTMENT OF LIQUIDATOR**

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Pursuant to section 301

Name of company _____ Limited
Nature of business _____

Presented by _____

Creditors' Voluntary Winding-Up

To the registrar of companies.

I (or We) _____ of _____ hereby give you notice that I (or We) have been appointed liquidator(s) of _____ Limited, by (a) _____

(Signature) _____

(b) _____

Dated the ____ day of _____, 20 ____.

(a) State how appointed, whether by the creditors of the company, or how otherwise.

(b) To be signed by each liquidator if more than one.

Form No. 11

VANUATU

COMPANIES ACT

***MEMBERS'
CREDITORS'**

VOLUNTARY WINDING-UP, NOTICE OF APPOINTMENT OF LIQUIDATOR

Pursuant to section 301

Name of company _____ Limited
Nature of business _____

Address of registered office _____

Liquidator(s) name(s) and address(es) _____

Date of appointment _____

By whom appointed _____

*Delete as necessary.

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Form No. 12

No. of company _____

VANUATU

COMPANIES ACT

CONSENT TO ACT AS DIRECTOR OF A COMPANY

Pursuant to section 194(1) (a)

Name of company _____ Limited

Presented by _____

To the registrar of companies.

I (or We), the undersigned, hereby testify my (or our) consent to act as director of _____ Limited, pursuant to section 194(1)(a) of the Companies Act.

Signature (a)	Address	Description

Dated the ____ day of _____, 20 ____.

(a) If a director signs by his agent authorised in writing the authority must be produced.

Form No. 13

No. of company _____

VANUATU

COMPANIES ACT

**LIST OF THE PERSONS WHO HAVE CONSENTED TO BE
DIRECTORS OF A COMPANY**

Pursuant to section 194(4)

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Name of company _____ Limited

Presented by _____

List of the persons who have consented to be directors of _____ Limited,
 delivered to the registrar of companies, pursuant to section 194(4) of the Companies Act, by _____
 of _____ the applicant(s) for registration of the memorandum and articles of the company.

Full Names	Address and Description

(Signature(s) of applicant(s)) _____

Dated the ____ day of _____, 20 ____.

Form No. 14

No. of company _____

VANUATU
COMPANIES ACT

RETURN OF ALLOTMENTS from the

(a) _____
 of _____
 20__ to the _____ of
 Name of { _____
 Company { _____

Pursuant to section 64(1)

(b) Number of the _____ shares allotted payable in cash	_____
Number of the _____ shares allotted payable in cash	_____
Nominal amount of the _____ shares so allotted	_____
Nominal amount of the _____ shares so allotted	_____
Amount paid or due and payable on each such share	_____
Amount paid or due and payable on each such share	_____
Number of _____ shares allotted for a consideration other than cash	_____
Nominal amount of the _____ shares so allotted	_____
Amount to be treated as paid on each such _____ share	_____

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The consideration for which such shares have been allotted is as follows -

- (a) 1. When a return includes several allotments made on different dates, the dates of only the first and the last of such allotments should be entered at the top of the front page, and the registration of the return should be effected within 1 month of the first date.
2. When a return relates to one allotment only, made on one particular date, that date only should be inserted, and the spaces for the second date struck out and the word "made" substituted for the word "from" after the word "allotments".
- (b) Distinguish between preference, ordinary, redeemable preference, etc.

Presented by _____

Names, descriptions and addresses, of the allottees

Name and description	Address	Number of shares allotted		
		Preference	Ordinary	Other kinds
	Total			

(Signature) _____

(State whether director or secretary) _____

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Form No. 15

No. of company _____

VANUATU

COMPANIES ACT

PARTICULARS OF A MORTGAGE OR CHARGE CREATED BY A COMPANY

Pursuant to section 100

LAWS OF THE REPUBLIC OF VANUATU

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Name of company _____ Limited

Presented by _____

Particulars of a mortgage or charge created by _____ Limited.

(1) Date and description of the instrument creating or evidencing the mortgage or charge <i>(a)</i>	(2) Amount secured by the mortgage or charge	(3) Short particulars of the property mortgaged or charged	(4) Names, addresses and descriptions of the mortgagees or persons entitled to the charge	(5) Amount or rate per cent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, of any of the debentures included in this return <i>(b)</i>

(Signature) _____ (Designation of position in relation to the company) _____

Dated the ____ day of _____, 20____.

(a) A description of the instrument, e.g. "trust deed", "mortgage" "debenture", etc., as the case may be, should be given.

(b) The rate of interest payable under the terms of the debentures should not be entered.

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Form No. 16

No. of company _____

VANUATU

COMPANIES ACT

PARTICULARS OF A SERIES OF DEBENTURES CONTAINING, OR GIVING BY REFERENCE TO ANY OTHER INSTRUMENT, ANY CHARGE, TO THE BENEFIT OF WHICH THE DEBENTURE HOLDERS OF THE SAID SERIES ARE ENTITLED PARI PASSU, CREATED BY A COMPANY

Pursuant to section 100

Name of company _____ Limited

This Form (No. 16) is to be used for registration of particulars of the entire series. When more than one issue of debentures in the series is made, particulars of each issue subsequent to the first should be sent to the registrar on Form No. 18.

Presented by _____

Particulars of a series of debentures created by _____ Limited.

(1) Total amount secured by the whole series	(2) Amount of the present issued of the series	(3) Dates of resolutions authorising the issue of the series	(4) Date of the covering deed (if any) by which the security is created or defined; or, if there is no such deed, the date of the first execution of any debenture of the series	(5) General description of the property charged	(6) Names of the trustees (if any) for the debenture holders	(7) Amount or rate percent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return (a)

(Signature) _____ (Designation of position in relation to the company) _____

Dated the ____ day of _____, 20____.

(a) The rate of interest payable under the terms of the debentures should not be entered.

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Form No. 17

No. of company _____

VANUATU
COMPANIES ACT

**PARTICULARS OF A MORTGAGE OR CHARGE SUBJECT
TO WHICH PROPERTY HAS BEEN ACQUIRED BY A COMPANY**

Pursuant to section 102

Name of company _____ Limited

Presented by _____

Particulars of a mortgage or charge subject to which property has been acquired by _____ Limited.

(1) Date and description of the instrument creating or evidencing the mortgage or charge <i>(a)</i>	(2) Date of the acquisition of the property	(3) Amount owing on security of the mortgage or charge	(4) Short particulars of the property mortgaged or charged	(5) Names, addresses and descriptions of the mortgagees of persons entitled to the charge

(Signature) _____ (Designation of position in relation to the company) _____

Dated the ____ day of _____, 20____.

(a) A description of the instrument, e.g., "trust deed", "mortgage", "debenture", etc., as the case may be, should be given.

A copy of the instrument, certified as prescribed in rule 4 of the Companies Rules, must be delivered with these particulars.

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Form No. 18

No. of company _____

VANUATU
COMPANIES ACT

PARTICULARS OF AN ISSUE OF DEBENTURES IN A SERIES BY A COMPANY

Pursuant to section 100(7)

Name of company _____ Limited
(For registration of the entire series Form No. 16 must be used.)

Presented by _____

Particulars of an issue of debentures in a series when more than one issue in the series is made by _____ Limited.

(1) Date of registration of the series (a)	(2) Date of present issue	(3) Amount of present issue	(4) Particulars as to the amount or rate percent of the commission, allowance, or discount (if any) paid, or made, either directly, by the company, to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return (b)

(Signature) _____ (Designation of position in relation to the company) _____

Dated the ____ day of _____, 20 ____.

(a) The date of registration may be confirmed from the certificate of registration.
(b) The rate of interest payable under the terms of the debentures should not be entered.

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Form No. 19

No. of company _____

VANUATU
COMPANIES ACT

**DECLARATION VERIFYING MEMORANDUM OF SATISFACTION
OF A REGISTERED MORTGAGE OR CHARGE**

Pursuant to section 106

Name of company _____ Limited.

Presented by _____

We, _____ of _____ a director of _____ Limited,
and _____ of _____ the secretary thereof do solemnly and sincerely declare
that the particulars contained in the memorandum of satisfaction annexed hereto are true to the best of our knowledge,
information and belief.

Declared at _____ the ____ day }
of _____ two thousand and }
_____ before me. }
A Notary Public

MEMORANDUM OF COMPLETE SATISFACTION OF MORTGAGE OR CHARGE

_____ Limited hereby gives notice that the registered charge being (a) _____
of which particulars were registered with the registrar of companies on the (b) ____ day of _____, 20__ was wholly
satisfied on the ____ day of _____, 20__ the debt for which the charge was given having been paid or satisfied.

In witness whereof the common seal of the company was hereunto affixed the ____ day of _____, 20__.

_____ } Directors

_____ Secretary

- (a) A description of the instrument(s) creating or evidencing the charge, e.g., "mortgage", "charge", "debenture", etc., with the date thereof should be given. If the registered charge was a "series of debentures" or "debenture stock", the words "authorised by resolution", together with the date of the resolution should be added.
- (b) The date of registration may be confirmed from the certificate of registration and (except in the case of a series of debentures) from the registration stamp affixed to the instrument(s) registered.

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Form No. 20

No. of company _____

VANUATU

COMPANIES ACT

DECLARATION VERIFYING MEMORANDUM RELATING TO A REGISTERED MORTGAGE OR CHARGE

Pursuant to section 106

Name of company _____ Limited.

Presented by _____

We, _____ of _____ a director of _____ Limited, and _____ of _____ the secretary thereof do solemnly and sincerely declare that the particulars contained in the memorandum annexed hereto are true to the best of our knowledge, information and belief.

Declared at _____ the ____ day of _____ two thousand and _____ before me. A Notary Public

MEMORANDUM OF

- (1) PARTIAL PAYMENT OR SATISFACTION OF MORTGAGE OR CHARGE
(2) RELEASE OF PART OF PROPERTY OR UNDERTAKING FROM MORTGAGE OR CHARGE

_____ Limited hereby gives notice that the registered charge being (a) _____ of which particulars were registered with the registrar of companies on the (b) _____ day of _____, 20____, to the extent of _____.

- * 1. the debt for which the charge was given having been partly paid or satisfied, and
*2. part of the property or undertaking charged having been released from the charge.

*Short particulars of the property or undertaking no longer charged -

In witness whereof the common seal of the company was hereunto affixed the ____ day of _____, 20____.

_____) Directors
_____)
_____)
_____) Secretary

*Delete as necessary.

- (a) A description of the instrument(s) creating or evidencing the charge, e.g., "mortgage", "charge", "debenture", etc., with the date thereof should be given. If the registered charge was a "series of debentures" or "debenture stock", the words "authorised by resolution", together with the date of the resolution, should be added.
(b) The date of registration may be confirmed from the certificate of registration and (except in the cases of a series of debentures) from the registration stamp affixed to the instrument(s) registered.

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Form No. 21

No. of company _____

VANUATU

COMPANIES ACT

DECLARATION VERIFYING MEMORANDUM RELATING TO A REGISTERED MORTGAGE OR CHARGE

Pursuant to section 106

Name of company _____ Limited.

Presented by _____

We, _____ of _____ a director of _____ Limited, and _____ of _____ the secretary thereof do solemnly and sincerely declare that the particulars contained in the memorandum annexed hereto are true to the best of our knowledge, information and belief.

Declared at _____ the ____ day of _____ two thousand and _____ before me. A Notary Public

MEMORANDUM OF FACT THAT PART OF PROPERTY OR UNDERTAKING MORTGAGED OR CHARGED HAS CEASED TO FORM PART OF PROPERTY OR UNDERTAKING OF COMPANY

_____ Limited hereby gives notice that on the ____ day of _____, 20____, part of the property or undertaking secured by the registered charge being (a) _____ of which particulars were registered with the registrar of companies on the (b) ____ day of _____, 20____ ceased to form part of the company's property or undertaking.

Short particulars of the property -

In witness whereof the common seal of the company was hereunto affixed the ____ day of _____, 20____.

_____ } Directors

_____ Secretary

- (a) A description of the instrument(s) creating or evidencing the charge, e.g., "mortgage", "charge", "debenture", etc., with the date thereof should be given. If the registered charge was a "series of debentures" or "debenture stock", the words "authorised by resolution", together with the date of the resolution, should be added.
(b) The date of registration may be confirmed from the certificate of registration and (except in the case of a series of debentures) from the registration stamp affixed to the instrument(s) registered.

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Form No. 22

No. of company _____

VANUATU

COMPANIES ACT

PARTICULARS OF A CONTRACT RELATING TO SHARES

Pursuant to section 64(2)

Name of company _____ Limited.

(The particulars must be stamped with the stamp duty as would have been payable if the contract had been reduced to writing.)

Presented by _____

Particulars of contract relating to shares allotted as fully or partly paid up otherwise than in cash by _____ Limited.

<p>(1) The number of shares allotted as fully or partly paid up otherwise than in cash</p> <p>(2) The nominal amount of each such share ..</p> <p>(3) The amount to be considered as paid up on each such share otherwise than in cash</p> <p>(4) If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in (5), state the nature of such consideration, and the number of shares so allotted</p> <p>(5) If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give a brief description of such property, and full particulars of manner in which the purchase price is to be satisfied.</p>	<p>(1) Brief description of property.</p> <p>(2) Purchase price VT _____</p> <p>(a) Total amount considered as paid on _____ shares allotted otherwise than in cash VT</p> <p>(b) Cash VT</p> <p>(c) Amount of debt released or liabilities assumed by the purchaser (including mortgages on property acquired VT _____</p> <p>Total purchase price VT _____</p>
--	--

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

(6) Give full particulars, in the form of the following table, of the property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads -

Legal estates in freehold property and fixed plant and machinery and other fixtures thereon (a)	VT
Legal estates in leasehold property (a)	
Fixed plant and machinery on leasehold property (including tenants', trade and other fixtures)	
Equitable interests in freehold or leasehold property (a)	
Local plant and machinery, stock-in-trade and other chattels (b)	VT
Goodwill and benefit of contracts	
Patents, designs, trade marks, licences, copyrights, etc.	
Book and other debts	
Cash in hand and at bank on current account, bills, notes, etc.	
Cash on deposit at bank or elsewhere	
Shares, debentures and other investments	
Other property, viz.	

VT

(Signature) _____ (State whether director or secretary) _____

Dated the ____ day of _____, 20____.

(a) Where such properties are sold subject to mortgage, the gross value should be shown.

(b) No plant and machinery which was not in an actual state of severance on the date of the sale should be included under this head.

Form No. 23

No. of company _____

VANUATU
COMPANIES ACT

NOTICE OF APPOINTMENT OF A RECEIVER OR MANAGER

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

Pursuant to section 108(1)

Name of company _____ Limited.

Presented by _____

To the registrar of companies.

I, _____ of _____ with reference to _____ Limited.

hereby give notice that –

(a) I have obtained an order of the (b) _____ dated the ____ day of _____, 20____ for the appointment of _____ of _____ as (c) _____

*(1) of the whole or substantially the whole of the property of this company

*(2) of part of the property of this company

*(3) of the income arising from the property or part of the property of this company,

on behalf of the holders of (d) _____.

(a) On the ____ day of _____, 20____ I appointed _____ of _____ as (c) _____.

*(1) of the whole or substantially the whole of the property of this company

*(2) of part of the property of this company

*(3) of the income arising from the property or part of the property of this company,

on behalf of the holders of (d) _____ under the powers contained in that instrument.

(Signature) _____ (State whether director or secretary) _____

Dated the ____ day of _____, 20____.

(a) Of these two paragraphs strike out that which does not apply.

(b) Name of court making the order.

(c) "receiver" or "manager" or "receiver and manager" as the case may be.

(d) Describe fully the instrument under which appointment is made, and state whether it is a debenture secured by a floating charge.

*Delete as necessary.

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

Form No. 24

No. of company _____

VANUATU
COMPANIES ACT

**RECEIVER OR MANAGER'S ABSTRACT
OF RECEIPTS AND PAYMENTS**

Pursuant to sections 345(2) and 347(1)

Name of company	}		Limited
Name and address of receiver or manager	}		
Date and description of security containing the powers under which receiver or manager is appointed.	}		
Period covered by the abstract.	}	From _____	
	}	To _____	

Presented by _____

ABSTRACT			
Receipts		Payments	
Brought forward -----	VT	Brought forward -----	VT
The receipts and payments must severally be added up at the foot of each sheet and the totals carried forward from one abstract to another without any intermediate balance, so that the gross totals shall represent the total amounts received and paid by the receiver and paid by the receiver or manager since the date of appointment.			
Carried forward -----		Carried forward -----	

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

(Signature) _____

Dated the ____ day of _____, 20 ____.

Form No. 25

VANUATU

COMPANIES ACT

NOTICE OF CEASING TO ACT AS RECEIVER OR MANAGER

Pursuant to section 108(2)

Name of company _____ Limited.

Presented by _____

To the registrar of companies.

I, _____ of _____ hereby give you notice that I ceased to act as receiver and/or manager of _____ Limited, on the ____ day of _____, 20 ____

(Signature) _____

Dated the ____ day of _____, 20 ____.

Form No. 26

No. of company _____

VANUATU

COMPANIES ACT

**STATEMENT OF THE AMOUNT OR RATE PER CENT OF THE COMMISSION PAYABLE
IN RESPECT OF SHARES AND OF THE NUMBER OF SHARES FOR WHICH PERSONS
HAVE AGREED FOR A COMMISSION TO SUBSCRIBE ABSOLUTELY**

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

Pursuant to section 65(1) (c) (ii) and (d)

Name of company _____ Limited.

Presented by _____

Name of company

{ _____

_____ Limited

Article of association authorising commission

No. _____

Particulars of amount payable as commission
for subscribing, or agreeing to subscribe, or for
procuring or agreeing to procure, subscriptions
for any shares in the company; or, }

VT _____

Rate of such commission

Rate per cent _____

Date of circular or notice (if any), not being a
prospectus, inviting subscriptions for the
shares and disclosing the amount or rate of the
commission. }

Date _____

Number of shares for which persons have
agreed fat a commission to subscribe absolutely

No. _____

(Signatures of all the directors or of their
agents authorised in writing)

Dated the ____ day of _____, 20 ____

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

Form No. 28

VANUATU

COMPANIES ACT

NOTICE TO DISSENTING SHAREHOLDERS

Pursuant to section 215(1)

Re (a) _____ Limited
(hereinafter called "the transferor company")

Notice by (b) _____ Limited
(hereinafter called "the transferee Company")

To (c) _____

Whereas on the ___ day of _____, 20___ the transferee company made an offer to all the holders of (d) ___ shares in the transferor company (state shortly the nature of the offer) _____; and

Whereas up to the ___ day of _____, 20___ being a date within 4 months of the date of the making thereof such offer was approved by the holders of not less than nine-tenths in value of the said (d) ___ shares (other than shares already held at the date of the offer by or by a nominee or the transferee company or its subsidiary).

Now therefore the transferee company in pursuance of the provisions of section 215(1) of the Companies Act hereby gives you notice that it desires to acquire the (d) ___ shares held by you in the transferor company.

And further take notice that unless upon an application made to the court by you the said (c) _____ on or before the ___ day of _____, 20___ being 1 month from the date of this notice the court thinks fit to order otherwise, the transferee company will be entitled and bound to acquire the (d) _____ shares held by you in the transferor company on the terms of the above-mentioned offer approved by the approving (d) _____ shareholders in the said company.

(Signature) _____

for (b) _____
(State whether director or secretary)

Dated the ___ day of _____, 20___

(a) Name of transferor company.

(b) Name of transferee company.

(c) Name(s) and address(es) of dissenting shareholder(s).

(d) If the offer is limited to a certain class or classes of shareholders state description of that class or those classes.

Form No. 29

VANUATU

COMPANIES ACT

NOTICE TO NON-ASSENTING SHAREHOLDERS

Pursuant to section 215(2)

Re (a) _____ Limited
(hereinafter called "the transferor company")

Notice by (b) _____ Limited
(hereinafter called "the transferee company")

To (c) _____

Whereas a scheme or contract involving the transfer of the (d) _____ shares in the transferor company to the transferee company was up to the ____ day of _____, 20__ being a date within 4 months of the making of the offer in that behalf by the transferee company approved by the holders of not less than nine-tenths in value of those shares (other than shares already held at the date of the offer by or by a nominee for transferee company or its subsidiary), and

Whereas in pursuance of that scheme or contract (e) _____ shares were on the ____ day of _____, 20__ transferred to the transferee company or to its nominee.

Now therefore the transferee company in pursuance of section 215(2) of the Companies Act hereby gives you notice that those shares together with such other shares in the transferor company as were held by or by a nominee for the transferee company or its subsidiary on the said date comprise or include nine-tenths in value of the (d) _____ shares in the transferor company.

And further take notice that you may within 3 months from the giving of this notice give notice that you require the transferee company to acquire your holding of (d) shares in the transferor company, and that if you give such notice the transferee company shall be entitled and bound to acquire those shares on the terms on which under the said scheme or contract the shares of the approving shareholders were transferred to it, or on such other terms as may be agreed or as the court on the application of either the transferee company or yourself/yourselfs think fit.

(Signature) _____

for (b) _____
(State whether director or secretary)

Dated the ____ day of _____, 20__

(a) Name of transferor company.

(b) Name of transferee company.

(c) Name(s) and address(es) of non-assenting shareholder(s).

(d) If the offer is limited to a certain class or classes of shareholders state description of that class or those classes.

(e) State amount of shares transferred.

Form No. 30

VANUATU

COMPANIES ACT

NOTICE TO TRANSFEREE COMPANY BY NON-ASSENTING SHAREHOLDER

Pursuant to section 215(2)

Re (a) _____ Limited
(hereinafter called "the transferor company")

Notice by (b) _____

To (c) _____ Limited
(hereinafter called "the transferee company")

Whereas on the ____ day of _____, 20____ (c) _____ gave notice to me/us that on the ____ day of _____, 20____ by reason of the (d) _____ shares in the transferor company having that day been transferred to the transferee company or its nominee in pursuance of a scheme or contract approved in accordance with the provisions of section 215(1) of the Companies Act those shares together with other shares in the transferor company held by or by a nominee for the transferee company or its subsidiary at that date comprised or included nine-tenths in value of the said (d) _____ shares.

Now I/We the said _____ being the holder(s) of (e) _____ shares in the transferor company hereby give notice in accordance with the provisions of section, 215(2) of the Companies Act to the transferee company that I/we require it to acquire the said shares held by me/us.

Dated this ____ day of _____, 20____.

(Signature) _____

Notes

1. Strike out "I" or "we", "me" or "us" as the case may be.
2. If the shares are not acquired on the terms on which, under the scheme or contract, the shares of the approving shareholders were transferred, or on agreed terms, either party may apply to the court to fix the terms.

(a) Name of transferor company.

(b) Name of non-assenting shareholder.

(c) Name of transferee company.

(d) If the offer is limited to a certain class or classes of shareholders state description of that class or the classes.

(e) State the number and description of shares held by the non-assenting shareholder.

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

Form No. 31

No. of company _____

VANUATU
COMPANIES ACT

**NOTICE OF APPLICATION MADE TO THE COURT FOR THE CANCELLATION
OF AN ALTERATION MADE BY SPECIAL RESOLUTION TO THE PROVISIONS
OF THE MEMORANDUM OF THE COMPANY**

Pursuant to section 8(5)

Name of company _____ Limited.

Presented by _____

To the registrar of companies.

_____ Limited hereby gives you notice, pursuant to section 8(5) of the Companies Act, that an application has been made to the court under that section for the cancellation of the alteration made to the provisions of the memorandum of the company by a special resolution dated the ____ day of _____, 20__ of which a copy was forwarded to you on the ____ day of _____, 20__.

(Signature) _____
(State whether director or secretary)

Dated the ____ day of _____, 20__.

Form No. 32

No. of company _____

VANUATU
COMPANIES ACT

**NOTICE OF PLACE WHERE A REGISTER OF HOLDERS OF DEBENTURES OR
A DUPLICATE THEREOF IS KEPT OR OF ANY CHANGE IN THAT PLACE**

Pursuant to sections 93(2) and 114(3)

Name of company _____ Limited.

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

Presented by _____

To the registrar of companies.

_____ Limited hereby gives you notice, in accordance with sections 93(2) and 114(3) of the Companies Act, that a register of holders of debentures of the company is kept at _____.

(Signature) _____
(State whether director or secretary)

Dated the ____ day of _____, 20 ____.

Form No. 33

No. of company _____

VANUATU
COMPANIES ACT

**NOTICE OF PLACE WHERE REGISTER OF MEMBERS IS KEPT
OR OF ANY CHANGE IN THAT PLACE**

Pursuant to section 114(3)

Name of company _____ Limited.

Presented by _____

To the registrar of companies.

_____ Limited hereby gives you notice, in accordance with section 114(3) of the Companies Act, that the register of members of the company is kept at _____.

(Signature) _____
(State whether director or secretary)

Dated the ____ day of _____, 20 ____.

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

Form No. 34

VANUATU

COMPANIES ACT

NOTICE OF APPOINTMENT OF RECEIVER OR MANAGER

Pursuant to section 345(1)(a)

To (a) _____

I _____ of _____ hereby give notice that -

(b) Under an order of the (c) _____ dated the ____ day of _____, 20____ in the matter of (d) _____ I was appointed (e) _____ of (f) _____ of the property of your company.

(b) On the ____ day of _____, 20____ I was _____ appointed (e) _____ of (g) _____ of the property of your company under the powers contained in an instrument dated (h) _____.

(Signature) _____

Dated the ____ day of _____, 20____.

-
- (a) Name of company
 - (b) Of these 2 paragraphs strike out that which does not apply.
 - (a) Name of court making order.
 - (d) Short title of action.
 - (e) "receiver" or "manager" or "receiver and manager" as the case may be.
 - (a) Short recital from the order of the property over which appointed.
 - (b) Short description of the property over which appointed.
 - (h) Describe fully the instrument under which the appointment is made.

Form No. 35

No. of company _____

VANUATU

COMPANIES ACT

STATEMENT AS TO THE AFFAIRS OF * _____ LIMITED

Pursuant to sections 345(1)(b) and 346(2)

IN THE MATTER OF A DEBENTURE (SERIES OF DEBENTURES)

REGISTERED _____, 20____

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

Statement as at the ____ day of _____, 20__ the date of the appointment of the receiver.

We, _____ of _____ a director of _____ Limited and _____ the secretary thereof do solemnly and sincerely declare that the statement made overleaf and the several lists hereunto annexed marked _____ are to the best of our knowledge and belief a full, true and complete statement as to the affairs of the above named company on the ____ day of _____, 20__ the date of the appointment of the receiver.

Declared at _____ }
this ____ day of _____, 20__ } (Signatures) _____
Before me _____ }
A Notary Public

[The notary public is particularly requested, before accepting the declaration, to ascertain that the full name, address and description of each declarant are stated, and to initial all crossings-out or other alterations on the printed form. A deficiency in the declaration in any of the above respects will entail its refusal, and will necessitate its being re-declared.]

Note. - The several lists annexed are not exhibits to the declaration.

*Insert full name of company.

Form No. 36

No. of company _____

VANUATU
COMPANIES ACT

STATEMENT AS TO THE AFFAIRS OF * _____ LIMITED

Pursuant to sections 345(1)(b) and 346(2)

**IN THE SUPREME COURT OF VANUATU
IN THE MATTER OF † _____**

Statement as at the ____ day of _____, 20__ the date of the appointment of the receiver.

We, _____ of _____ a director of _____ Limited and _____ of _____ the secretary thereof make oath and say that the statement made overleaf and the several lists hereunto annexed marked _____ are to the best of our knowledge and belief a full, true and complete statement as to the affairs of the above named company, on the ____ day of _____, 20__ the date of the appointment of the receiver.

Declared at _____ }
this ____ day of _____, 20__ } (Signatures) _____
Before me _____ }
Magistrate

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

[The magistrate is particularly requested, before swearing the affidavit, to ascertain that the full name, address and description of each deponent are stated, and to initial any crossings-out or other alteration in the printed form. A deficiency in the affidavit in any of the above respects will entail its refusal by the court, and will necessitate its being re-sworn.]

Note. - The several lists annexed are not exhibits to the affidavit.

*Insert full name of company.

†Insert title of action.

STATEMENT OF AFFAIRS AND LISTS TO BE ANNEXED TO FORMS 35 AND 36

STATEMENT AS TO THE AFFAIRS OF

LIMITED

ON THE _____, 20____, THE DATE OF THE APPOINTMENT OF THE RECEIVER, SHOWING
ASSETS AT ESTIMATED REALISABLE VALUES AND LIABILITIES EXPECTED TO RANK

ASSETS NOT SPECIFICALLY PLEDGED (as per List "A") Balance at bank Cash in hand Marketable securities Bills receivable Trade debtors Loans and advances Unpaid calls Stock in trade Work in progress _____ Freehold property Leasehold property Plant and machinery Furniture, fittings, utensils, etc Patents, trade marks, etc. Investments other than marketable securities Other property, viz.- _____	Estimated Realisable Values VT												
ASSETS SPECIFICALLY PLEDGED (as per List "B") Freehold Property _____ _____	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 25%;">(a) Estimated Realisable Values VT</th> <th style="width: 25%;">(b) Due to Secured Creditors VT</th> <th style="width: 25%;">(c) Deficiency ranking as Unsecured (see next page) VT</th> <th style="width: 25%;">Surplus carried to last column VT</th> </tr> </thead> <tbody> <tr> <td style="height: 40px;"> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td>VT</td> <td>VT</td> <td>VT</td> <td>VT</td> </tr> </tbody> </table>	(a) Estimated Realisable Values VT	(b) Due to Secured Creditors VT	(c) Deficiency ranking as Unsecured (see next page) VT	Surplus carried to last column VT					VT	VT	VT	VT
(a) Estimated Realisable Values VT	(b) Due to Secured Creditors VT	(c) Deficiency ranking as Unsecured (see next page) VT	Surplus carried to last column VT										
VT	VT	VT	VT										
Estimated surplus from assets specifically pledged -----													

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

ESTIMATED TOTAL ASSETS AVAILABLE FOR PREFERENTIAL CREDITORS, DEBENTURE HOLDERS SECURED BY A FLOATING CHARGE, AND UNSECURED CREDITORS* (carried forward to next page)		(d) VT	Estimated Realisable Values VT
SUMMARY OF GROSS ASSETS Gross realisable value of assets specifically pledged Other assets			
GROSS ASSETS	VT		
ESTIMATED TOTAL ASSETS AVAILABLE FOR PREFERENTIAL CREDITORS, DEBENTURE HOLDERS SECURED BY A FLOATING CHARGE, AND UNSECURED CREDITORS* (brought forward from preceding page)			VT
(e) Gross Liabilities	LIABILITIES (to be deducted from surplus or added to deficiency as the case may be)		
	SECURED CREDITORS (as per list "B") to extent to which claims are estimated to be covered by assets specifically pledged (item (a) or (b) on preceding page, whichever is the less) (Insert in "Gross Liabilities" column only)		
	PREFERENTIAL CREDITORS (as per List "C") Estimated balance of assets available for debenture holders secured by a floating charge, and unsecured creditors* DEBENTURE HOLDERS secured by a floating charge (as per list "D")		VT
	Estimated SURPLUS/DEFICIENCY as regards debenture holders*		VT
	UNSECURED CREDITORS as per list "E" - Estimated unsecured balance of claims of creditors partly secured on specific assets, brought from preceding page (c) ... Trade Accounts Bills Payable Outstanding Expenses _____ _____ Contingent Liabilities (State nature) - _____ _____		VT
VT	ESTIMATED SURPLUS/DEFICIENCY AS REGARDS CREDITORS* being difference between: GROSS ASSETS brought from preceding page (d) And GROSS LIABILITIES as per column (e)		VT
	ISSUED AND CALLED-UP CAPITAL: _____ preference shares of _____ each _____ called-up ----- _____ ordinary shares of _____ each _____ called-up ----- _____		
	ESTIMATED SURPLUS/DEFICIENCY AS REGARDS MEMBERS* (as per list "F")		VT

*These figures must be read subject to the following notes -

- (1) (f) There is no unpaid capital liable to be called-up or
- (g) The nominal amount of unpaid capital liable to be called-up is VT _____ estimated to produce VT _____ which is/is not charged in favour of debenture holders.
- (2) The estimates are subject to costs of the receivership and to any surplus or deficiency on trading pending realisation of the assets.

Strike out (f) or (g)

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

SCHEDULE II - TRADE DEBTORS

Statement of Affairs
Schedule II to List "A"

The names to be arranged in alphabetical order and numbered consecutively

Note: If the debtor to the company is also a creditor, but for a less amount than his indebtedness, the gross amount due to the company and the amount of the contra account should be shown in the third column, and the balance only be inserted under the heading "Amount of Debt" thus-

VT
Due to company _____
Less: Contra account _____

No such claim should be included in List "E"

No.	Name	Residence and Occupation	Amount of Debt			Folio of Ledger on other book where particulars are to be found	When contracted		Estimated to Produce	Particulars of any securities held for debt
			Good	Doubtful	Bad		Month	Year		
			VT	VT	VT			VT		

(Signature) _____

Dated _____, 20____.

SCHEDULE III-UNPAID CALLS

Statement of Affairs
Schedule III to List "A"

The names to be arranged in alphabetical order and numbered consecutively

Consecutive No.	No. in share register	Name of Shareholder	Address	No of shares held	Amount of call per share unpaid	Total amount due	Estimated to realise
					VT	VT	VT

(Signature) _____

Dated _____, 20____.

LAWS OF THE REPUBLIC OF VANUATU

COMPANIES

[CAP. 191.

[Subsidiary]

**LIST "B" - ASSETS SPECIFICALLY PLEDGED AND CREDITORS FULLY
OR PARTLY SECURED (NOT INCLUDING DEBENTURE HOLDERS
SECURED BY A FLOATING CHARGE)**

Statement of Affairs

List "B"

The names of the secured creditors are to be shown against the assets on which their claims are secured, numbered consecutively, and arranged in alphabetical order as far as possible

Particulars of assets specifically pledged	Date when security given	Estimated value of security	No.	Name of Creditor	Address and Occupation	Amount of debt	Date when contracted		Consideration	Balance of debt unsecured carried to List "E"	Estimated surplus from security
							Month	Year			
		VT				VT				VT	VT

(Signature) _____

Dated _____, 20____.

**LIST "C" - PREFERENTIAL CREDITORS FOR RATES, TAXES,
SALARIES, WAGES AND OTHERWISE**

Statement of Affairs

List "C"

The names to be arranged in alphabetical order and numbered consecutively

No.	Name of Creditor	Address and Occupation	Nature of Claim	Period during which claim accrued due	Date when due	Amount of claim	Amount payable in full	Balance not preferential carried to List "E"
						VT	VT	VT

(Signature) _____

Dated _____, 20____.

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

LIST "D" - LIST OF DEBENTURE HOLDERS SECURED BY A FLOATING CHARGE

Statement of Affairs
List "D"

*The names to be arranged in alphabetical order and numbered consecutively
Separate lists must be furnished of holders of each issue of debentures,
should more than one issue have been made*

No.	Name of Holder	Address	Amount	Description of assets over which security extends
			VT	

(Signature) _____ Dated _____, 20____.

LIST "E"-UNSECURED CREDITORS

Statement of Affairs
List "E"

The names to be arranged in alphabetical order and numbered consecutively

Notes: 1. *When there is a contra account against the creditor less than his claim against the company, the amount of the creditor's claim and the amount of the contra account should be shown in the third column and the balance only be inserted under the heading "Amount of Debt" thus -*

VT
Total amount of claim _____
Less: Contra account _____

No such set-off should be included in Schedule I attached to List "A".

2. *The particulars of any Bills of Exchange and Promissory Notes held by a creditor should be inserted immediately below the name and address of such creditor.*

No.	Name	Address and Occupation	Amount of Debt	Date when contracted		Consideration
			VT	Month	Year	
	Unsecured balance of creditors partly secured – brought from List "B" Balance not preferential of preferential creditors – brought from List "C"					

(Signature) _____ Dated _____, 20____.

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

LIST "F"-DEFICIENCY OR SURPLUS ACCOUNT

Statement of Affairs

List "F"

The period covered by this account must commence on a date not less than 3 years before the appointment of the receiver or, if the company has not been incorporated for the whole of that period, the date of formation of the company, unless the receiver otherwise agrees.

<p>ITEMS CONTRIBUTING TO DEFICIENCY (OR REDUCING SURPLUS):</p> <p>1. Excess (if any) of capital and liabilities over assets on the _____, 20____ as shown by balance sheet (copy annexed)</p> <p>2. Net dividends and bonuses declared during the period from _____, 20____ to the date of the statement</p> <p>3. Net trading losses (after charging items shown in note below) for the same period</p> <p>4. Losses other than trading losses written off or for which provision has been made in the books during the same period (give particulars or annex schedule)</p> <p>5. Estimated losses now written off or for which provision has been made for the purpose of preparing the statement (give particulars or annex schedule)</p> <p>6. Other items contributing to deficiency or reducing surplus- _____</p>			VT
<p>ITEMS REDUCING DEFICIENCY (OR CONTRIBUTING TO SURPLUS):</p> <p>7. Excess (if any) of assets over capital and liabilities on the _____, 20____ as shown on the balance sheet (copy annexed)</p> <p>8. Net trading profits (after charging items shown in note below) for the period from the _____, 20____ to the date of the statement</p> <p>1. Profits and income other than trading profits during the same period (give particulars or annex schedule)</p> <p>2. Other items reducing deficiency or contributing to surplus</p>			VT VT
DEFICIENCY/SURPLUS as shown by statement -----			VT
<p>NOTE AS TO NET TRADING PROFITS AND LOSSES -</p> <p>Particulars are to be inserted here (so far as applicable) of the items mentioned below, which are to be taken into account in arriving at the amount of net trading profits or losses shown in this account-</p> <p>Provisions for depreciation, renewals, or diminution in value of fixed assets</p> <p>Interest on debentures and other fixed loans</p> <p>Payments to directors made by the company and required by law to be disclosed in the accounts</p> <p>Exceptional or non-recurring expenditure - _____</p> <p>Less: Exceptional or non-recurring receipts - _____</p> <p>Balance, being other trading profits or losses</p> <p>Net trading profits or losses as shown in deficiency or surplus account above</p>			VT VT VT

(Signature) _____

Dated _____, 20____.

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

LIST "G"

Statement of Affairs
List "G"

In substitution for such of the lists "A" to "F" as will have to be returned blank

List	Particulars	Remarks When no entries are made on anyone or more of the Lists "A" to "F" the word "Nil" should be inserted in this column opposite the list or lists thus left blank
A	Assets not specifically pledged	
B	Assets specifically pledged and creditors fully or partly secured (not including debenture holders secured by a floating charge)	
C	Preferential creditors under section 308 of the Companies Act	
D	Debenture holders secured by floating charge	
E	Unsecured creditors	
F	Deficiency of Surplus Account	

(Signature) _____

Dated _____, 20____.

Form No. 37

No. of company _____

VANUATU

COMPANIES ACT

**LIST AND PARTICULARS OF THE DIRECTORS AND SECRETARY
OF AN OVERSEA COMPANY**

Pursuant to section 359

Name of company _____

Where incorporated _____

Address of proposed place of business in Vanuatu _____

Presented by _____

Particulars of the persons who are directors of the company at the date of this return*

LAWS OF THE REPUBLIC OF VANUATU

COMPANIES

[CAP. 191.

[Subsidiary]

1. Name (In the case of an individual, present full names. In the case of a corporation, the corporate name)	2. Any former full names ‡	3. Nationality	4. Usual residential address (In the case of a corporation, the registered or principal office)	5. Other business occupation or directorships, if any. If none, state so ¶

Particulars of the person who is the secretary of the company at the date of this return

1. Name (In the case of an individual, present full names. In the case of a corporation, the corporate name)	2. Any former full names ‡	3. Usual residential address (In the case of a corporation, the registered or principal office)

Date _____, 20____

Signatures of the person authorised under Section 359(2)(c) and (d) of the Companies Act, or of some other person in Vanuatu duly authorised by the company.

Notes

* “director” includes any person who occupies the position of a director by whatsoever name called, and any person in accordance with those directions or instructions the directors of the company are accustomed to act.

‡ “Former full names” do not include –

- (a) in the case of any person, a former name or surname where that name or surname was changed or disused before the person bearing the name attained the age of 18 years or has been changed or disused for a period of not less than 20 years; or
- (b) in the case of a married woman the name or surname by which she was known previous to the marriage.

¶ In the case of an individual who has no business occupation but holds any other directorship or directorships, particulars of that directorship or some one of those directorships must be entered.

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

Form No. 38

No. of company _____

VANUATU

COMPANIES ACT

**LIST OF THE NAMES AND ADDRESSES OF PERSONS RESIDENT IN VANUATU
AUTHORISE TO ACCEPT SERVICE ON BEHALF OF AN OVERSEA COMPANY**

Pursuant to section 359(2) (c) and (d)

Name of company _____

Presented by _____

List of persons resident in Vanuatu authorised to accept on behalf of the company service of process and any notices required to be served on _____ a company incorporated in (a) _____ and which desires to establish a place of business in Vanuatu at _____.

Surname	Full Names	Address	Nationality
(1)			
(2)			

Signatures of the person authorised under Section 359(2)(c) and (d) of the Companies Act, or of some other person in Vanuatu duly authorised by the company. } _____

Dated the ____ day of _____, 20____.

(a) Country of origin.

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

Form No. 39

No. of company _____

VANUATU

COMPANIES ACT

**RETURN OF ALTERATION IN THE CHARTER, STATUTES, MEMORANDUM
OR ARTICLES OF ASSOCIATION OR OTHER INSTRUMENT CONSTITUTING
OR DEFINING THE CONSTITUTION OF AN OVERSEA COMPANY**

Pursuant to section 360

Name of company _____

Presented by _____

Return of alteration in the (a) _____ constituting or defining the constitution of _____
a company incorporated in (b) _____ which has been registered under section 359(7) of the
Companies Act and which has established a place of business in Vanuatu at _____.

(c) Certified copy of alteration or certified copy of new deed, if one has been executed, and certified translation of
alteration or deed, if not in English or French languages, must accompany this return and be shortly referred to
here.

Signatures of the person authorised under
Section 359(2)(c) or (d) of the Companies
Act, or of some other person in Vanuatu
duly authorised by the company. } _____

Dated the ____ day of _____, 20____.

(a) "Charter", "Statutes", "Memorandum or Articles of Association" or other instrument as the case may be.

(b) Country of origin.

(c) The copy and translation (if any) must be certified in the manner prescribed in rules 3 and 5 of the Companies Rules.

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

Form No. 40

No. of company _____

VANUATU

COMPANIES ACT

**RETURN OF ALTERATION IN THE LIST OR PARTICULARS OF
DIRECTORS AND THE SECRETARY OF AN OVERSEA COMPANY**

Pursuant to section 360

Name of company _____

Where incorporated _____

Address of place of business in Vanuatu _____

Presented by _____

**RETURN OF ALTERATION IN THE LIST OR PARTICULARS
OF DIRECTORS AND THE SECRETARY**

Particulars of the persons who are directors of the company*

1. Name (In the case of an individual, present full names. In the case of a corporation, the corporate name)	2. Any former full names‡	3. Nationality	4. Usual residential address. (in the case of a corporation, the registered or principal office)	5. Other business occupation or directorships if any. If none, state so §	6. Remarks as to the alteration¶

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

Particulars of the person who is the secretary of the company

1. Name (In the case of an individual, present full names. In the case of a corporation, the corporate name)	2. Any former full names‡	3. Usual residential address. (In the case of a corporation, the registered or principal office)	4. Remarks as to the alteration¶

Date _____, 20_____.

Signatures of the persons authorised under Section 359(2)(c) and (d) of the Companies Act, or of some other person in Vanuatu duly authorised by the company.

}

Notes

* “director” includes any person who occupies the position of a director by whatsoever name called, and any person in accordance with whose directions or instructions the directors of the company are accustomed to act.

‡ “Former full names” do not include -

- (a) in the case of any person, a former name or surname where that name or surname was changed or disused before the person bearing the name attained the age of 18 years or has been changed or disused for a period of not less than 20 years; or
- (b) in the case of a married woman the name or surname by which she was known previous to the marriage.

§ In the case of an individual who has no business occupation but holds any other directorship or directorships, particulars of that directorship or of some one of those directorships must be entered.

¶ A complete list of the directors and secretary shown as existing in the last return must always be given. A note of the changes since the last list was filed should be made in this column, e.g. by placing against a new director's name the words “in place of,” and by writing against any former director's name the words “dead”, “resigned”, or as the case may be.

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.]

[Subsidiary]

Form No. 41

No. of company _____

VANUATU

COMPANIES ACT

**RETURN OF ALTERATION IN THE NAMES OR ADDRESSES OF THE PERSONS
RESIDENT IN VANUATU AUTHORISED TO ACCEPT SERVICE ON BEHALF
OF AN OVERSEA COMPANY**

Pursuant to section 360

Name of company _____

Presented by _____

Return of alteration in the names or addresses of the persons resident in Vanuatu authorised to accept on behalf of the company service of process and any notices required to be served on _____ a company incorporated in (a) _____ which has been registered under section 359(7) of the Companies Act and which has established a place of business in Vanuatu at _____.

Signatures of the persons authorised under Section 359(2)(c) and (d) of the Companies Act, or of some other person in Vanuatu duly authorised by the company. }

Dated the ____ day of _____, 20____.

(a) Country of origin.

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

Form No. 41

No. of company _____

VANUATU

COMPANIES ACT

**PARTICULARS OF A MORTGAGE OR CHARGE ON PROPERTY IN VANUATU
CREATED BY A COMPANY INCORPORATED OUTSIDE VANUATU**

Pursuant to sections 100 and 111

Name of company _____

Presented by _____

Particulars of a mortgage or charge created by _____ a company incorporated in (a) _____ which has been registered under section 359(7) of the Companies Act, and which has established a place of business in Vanuatu at _____.

(1) Date and description of the instrument creating or evidencing the mortgage or charge (b)	(2) Amount secured by the mortgage or charge	(3) Short particulars of the property mortgaged or charged	(4) Names, addresses and descriptions of the mortgagees or persons entitled to the charge	(5) Amount or rate percent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return (c)

Signatures of the persons authorised under Section 359(2)(c) and (d) of the Companies Act, or of some other person in Vanuatu duly authorised by the company. } _____

Dated the ____ day of _____, 20 ____.

(a) Country of origin.

(b) A description of the instrument, e.g. "trust deed", "mortgage", "debenture", etc., as the case may be, should be given.

(c) The rate of interest payable under the terms of the debentures should not be entered.

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

Form No. 43

No. of company _____

VANUATU

COMPANIES ACT

**PARTICULARS OF A MORTGAGE OR CHARGE SUBJECT TO WHICH
PROPERTY IN VANUATU HAS BEEN ACQUIRED BY A COMPANY
INCORPORATED OUTSIDE VANUATU**

Pursuant to sections 103 and 111

Name of company _____

Presented by _____

Particulars of a mortgage or charge subject to which property in Vanuatu has been acquired by _____
a company incorporated in (a) _____ which has been registered under section 359(7) of the
Companies Act, and which has established a place of business in Vanuatu at _____.

(1) Date and description of the instrument creating or evidencing the mortgage or charge (b)	(2) Date of the acquisition of the property	(3) Amount secured by the mortgage or charge	(4) Short particulars of the property mortgaged or charged	(5) Names, addresses and descriptions of the mortgagees or persons entitled to the charge

Signatures of the persons authorised under
Section 359(2)(c) and (d) of the Companies
Act, or of some other person in Vanuatu duly
authorised by the company. } _____

Dated the ____ day of _____, 20 ____.

(a) Country of origin.

(b) A description of the instrument, e.g. "trust deed", "mortgage", "debenture", etc., as the case may be, should be given.

A copy of the instrument certified as prescribed in rule 4 of the Companies Rules, must be delivered with these particulars.

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

Form No. 44

No. of company _____

VANUATU

COMPANIES ACT

PARTICULARS OF A SERIES OF DEBENTURES CONTAINING, OR GIVING BY REFERENCE TO ANY OTHER INSTRUMENT, ANY CHARGE ON PROPERTY IN VANUATU, TO THE BENEFIT OF WHICH THE DEBENTURE HOLDERS OF THE SAID SERIES ARE ENTITLED PARI PASSU, CREATED BY A COMPANY INCORPORATED OUTSIDE VANUATU

Pursuant to sections 100(7) and 111

Name of company _____

[This Form (No. 44) is to be used for registration of particulars of the entire series. When more than one issue of debentures in the series is made, particulars of the date and amount of each issue subsequent to the first should be sent to the registrar on Form No. 45.]

Presented by _____

Particulars of a series of debentures created by _____ a company incorporated in (a) _____ and which has been granted a permit to establish a place of business in Vanuatu at _____.

(1) Total amount secured by the whole series	(2) Amount of the present issue of the series	(3) Dates of resolutions authorizing the issue of the series	(4) Date of the covering deed (if any) by which the security is created or defined; or, if there is no such deed, the date of the first execution of any debentures of the series	(5) General description of the property charged	(6) Names of the trustees (if any) for the debenture holders	(7) Amount or rate percent, of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return (b)

Signatures of the persons authorised under section 359(2)(c) or (d) of the Companies Act, or of some other person in Vanuatu duly authorised by the company. } _____

Dated the ____ day of _____, 20 ____.

(a) Country of origin.

(b) The rate of interest payable under the terms of the debenture should not be entered.

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

Form No. 45

No. of company _____

VANUATU

COMPANIES ACT

**PARTICULARS OF AN ISSUE OF DEBENTURES IN A SERIES BY A
COMPANY INCORPORATED OUTSIDE VANUATU**

Pursuant to sections 100(7) and 111

Name of company _____

[For registration of particulars of the entire series Form No. 44 must be used.]

Presented by _____

Particulars of an issue of debentures in a series where more than one issue in the series is made by _____ a company incorporated in (a) _____ and which has established a place of business in Vanuatu at _____.

(1) (b) Date of registration in the series	(2) Date of present issue	(3) Amount of present issue	(4) Particulars as to the amount or rate percent of the commission, allowance or discount (if any) paid or made, either directly or indirectly by the company, to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally, or procuring or agreeing to procure subscriptions whether absolute or conditional, for any of the debentures included in this return (c)

Signatures of the persons authorised under section 359(2)(c) or (d) of the Companies Act, or of some other person in Vanuatu duly authorised by the company. } _____

Dated the ____ day of _____, 20____.

- (a) Country of origin.
(b) The date of registration may be confirmed from the certificate of registration.
(c) The rate of interest payable under the terms of the debentures should not be entered.

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

Form No. 46

No. of company _____

VANUATU

COMPANIES ACT

**DECLARATION VERIFYING MEMORANDUM OF SATISFACTION OF
A REGISTERED MORTGAGE OR CHARGE BY A COMPANY
INCORPORATED OUTSIDE VANUATU**

Pursuant to section 106

Name of company _____

Presented by _____

I, _____ of _____, the person authorised under section 359(2)(c) or (d) of the Companies Act by (a) _____ do solemnly and sincerely declare that the particulars contained in the memorandum of satisfaction annexed hereto are true to the best of my knowledge, information and belief.

Declared at _____ the ____ day
of _____ two thousand and _____
_____ before me.
A Notary Public. }

MEMORANDUM OF COMPLETE SATISFACTION OF MORTGAGE OR CHARGE

Name of company _____

I, _____, hereby give notice that the registered charge being (b) _____ of which particulars were registered with the registrar of companies on the (c) ____ day of _____, 20____, was wholly satisfied on the ____ day of _____, 20____, the debt for which the charge was given having been paid or satisfied.

Signatures of the persons authorised
under section 359(2)(c) or (d) of the
Companies Act } _____

Dated the ____ day of _____, 20____.

(a) Name of company.

(b) A description of the instrument(s) creating or evidencing the charge, e.g. "mortgage", "charge", "debenture", etc., with the date thereof should be given. If the registered charge was a "series of debentures" or "debenture stock", the words "authorised by resolution", together with the date of the resolution should be added.

(c) The date of registration may be confirmed from the certificate of registration and (except in the case of a series of debentures) from the registration stamp affixed to the instrument(s) registered.

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COMPANIES

[CAP. 191.

[Subsidiary]

Form No. 47

No. of company _____

VANUATU
COMPANIES ACT

DECLARATION VERIFYING MEMORANDUM RELATING TO A REGISTERED
MORTGAGE OR CHARGE BY A COMPANY INCORPORATED OUTSIDE VANUATU

Pursuant to section 106

Name of company _____

Presented by _____

I, _____ of _____, the person authorised under section 359(2)(c) or (d) of the
Companies Act, by (a) _____ do solemnly and sincerely declare that the particulars contained in
the memorandum annexed hereto are true to the best of my knowledge, information and belief.

Declared at _____ the ____ day
of _____ two thousand and ____
_____ before me.
A Notary Public.

MEMORANDUM OF

(1) PARTIAL PAYMENT OR SATISFACTION OF MORTGAGE OR CHARGE

(2) RELEASE OF PART OF PROPERTY OR UNDERTAKING FROM MORTGAGE OR CHARGE

Name of company _____

I, _____, hereby give notice that the: registered charge being (b) _____ of
which particulars were registered with the registrar of companies on the (c) ____ day of _____, 20____, was
satisfied on the ____ day of _____, 20____, to the extent of _____.

- *1. the debt for which the charge was given having been partly paid or satisfied and
*2. part of the property or undertaking charged having been released from the charge.

*Short particulars of the property or undertaking no longer charged -

Signatures of the persons authorised
under section 359(2)(c) or (d) of the
Companies Act. } _____

Dated the ____ day of _____, 20____.

*Delete as necessary.

- (a) Name of company.
(b) A description of the instrument(s) creating or evidencing the charge, e.g. "mortgage", "charge", "debenture", etc., with the date thereof should be given. If
the registered charge was a "series of debentures" or "debenture stock", the words "authorised by resolution", together with the date of the resolution, should
be added.
(c) The date of registration may be confirmed from the certificate of registration and (except in the case of a series of debentures) from the registration stamp
affixed to the instrument(s) registered.

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

Form No. 48

No. of company _____

VANUATU

COMPANIES ACT

**DECLARATION VERIFYING MEMORANDUM RELATING TO A REGISTERED
MORTGAGE OR CHARGE BY A COMPANY INCORPORATED OUTSIDE VANUATU**

Pursuant to section 106

Name of company _____

Presented by _____

I, _____, of _____ the person authorised under section 359(2)(c) or (d) of the Companies Act, by (a) _____ do solemnly and sincerely declare that the particulars contained in the memorandum annexed hereto are true to the best of my knowledge, information and belief.

Declared at _____ the _____ day
of _____ two thousand and _____
_____ before me. }
A Notary Public.

**MEMORANDUM OF FACT THAT PART OF PROPERTY OR UNDERTAKING MORTGAGED OR
CHARGED HAS CEASED TO FORM PART OF PROPERTY OR UNDERTAKING OF COMPANY**

Name of company _____

I, _____, hereby give notice that on the ____ day of _____, 20____, part of the property or undertaking secured by the registered charge being (b) _____ of which particulars were registered with the registrar of companies on the (c) ____ day of _____, 20____, ceased to form part of the company's property or undertaking.

Short particulars of such property -

Signatures of the persons authorised
under section 359(2)(c) or (d) of the
Companies Act } _____

Dated the ____ day of _____, 20____.

(a) Name of company.

(b) A description of the instrument(s) creating or evidencing the charge, e.g. "mortgage", "charge", "debenture", etc., with the date thereof should be given. If the registered charge was a "series of debentures" or "debenture stock", the words "authorised by resolution", together with the date of the resolution should be added.

(c) The date of registration may be confirmed from the certificate of registration and (except in the case of a series of debentures) from the registration stamp affixed to the instrument(s) registered.

SUBSIDIARY LEGISLATION

COMPANIES FEES ORDERS

3 October 1983

ARRANGEMENT OF ORDERS

ORDER

1. Interpretation
2. Winding-up fees
3. Fees to be taken in cash
4. Reduction in fees

SCHEDULE

SUBSIDIARY LEGISLATION

COMPANIES FEES ORDERS

INTERPRETATION

1. The Interpretation Act shall apply to the interpretation of these Orders as it applies to an Act of Parliament.

WINDING-UP FEES

2. The fees and percentages to be charged for and in respect of proceedings in the winding-up of companies shall be those set out in the Schedule.

FEES TO BE TAKEN IN CASH

3. (1) All fees and percentages in the Schedule shall be taken in cash.
(2) Where any fee is paid to an officer of the court the person paying the fee shall inform the officer that the fee relates to a proceeding for the winding-up of a company.

REDUCTION IN FEES

4. Where the court has sanctioned a reconstruction of the company or a scheme of arrangement of its affairs or where for any other reason the Official Receiver or liquidator is satisfied that the fees would be excessive, such reduction may be made in the said fees as may, on the application of the Official Receiver or liquidator, be sanctioned by the court.

LAWS OF THE REPUBLIC OF VANUATU

COMPANIES

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[Subsidiary]

SCHEDULE

No. of Fee	Description of Proceedings	Amount
1.	On the insertion in the Gazette of a notice relating to a company which is being wound up by the court.	VT2,500
2.	Where the Official Receiver acts as provisional liquidator under section 240 of the Companies Act where no winding-up order is made, or where a winding-up order is rescinded, or all further proceedings are stayed prior to the statutory meetings of creditors and contributories - <i>[Such amount as the court may consider reasonable to be paid by the petitioner or by the company, as the court may direct.]</i>	
3.	Where a winding-up order is made, but the Official Receiver does not continue as liquidator after the statutory meetings of creditors and contributories -	
	(a) for all official stationery, printing, photocopying, postages, telephones, telexes (including notices to creditors and contributories of meetings and court sittings) -	
	(i) for a number of creditors and members not exceeding 25	VT10,000
	(ii) for every additional 10 creditors or members or part thereof	VT2,500
	(This fee does not include the charge made by the Official Receiver or liquidator calling a meeting of creditors or contributories for which provision is made in Rule 121 of the Companies (Winding-up) Rules).	
	(b) such further amount as the court may consider reasonable to be paid by the company.	
4.	Where a winding-up order is made on any amount brought to credit by the Official Receiver (including amounts received for secured creditors for debenture holders and amounts brought to credit by the Official Receiver acting as liquidator under Section 241(l)(e) of the Companies Act, but excluding amounts spent in carrying on the business of the company) -	
	(i) on the first VT500,000 or fraction thereof	per cent VT20
	(ii) on the next VT1,500,000 or fraction thereof	per cent VT15
	(iii) on the next VT8,000,000 or fraction thereof	per cent VT10
	(iv) on all further amounts	per cent VT5
	(Subject to a minimum fee of VT50,000)	
5.	At the due date for liquidators (including the Official Receiver when he is liquidator) sending accounts of their receipts and payments as liquidator to the Minister responsible for commerce under Section 250 of the Companies Act, a fee according to the following scale on the amount brought to credit, including the produce of calls on contributories but after deducting (1) amounts spent out of the money received in carrying on the business of the company and (2) amounts paid by the Official Receiver or liquidator to secured creditors (other than debenture holders) -	

**LAWS OF THE REPUBLIC OF VANUATU
COMPANIES**

[CAP. 191.

[Subsidiary]

-
- | | | | |
|----|---|----------|---------|
| | (i) on the first VT1,000,000 or fraction thereof | per cent | VT5 |
| | (ii) on the next VT9,000,000 or fraction thereof | per cent | VT3.5 |
| | (iii) on the next VT90,000,000 or fraction thereof | per cent | VT2 |
| | (iv) on all further sums | per cent | VT1 |
| | (Subject to a minimum fee of VT25,000) | | |
| 6. | For travelling, accommodation, keeping possession, legal costs, advertisement and other reasonable expenses of the Official Receiver, the amount disbursed. | | |
| 7. | Where a liquidator (including the Official Receiver when he is liquidator) at the request of a secured creditor or a receiver appointed by a secured creditor, transfers or conveys property subject to any charge created there- on by the company - | | |
| | on the sale price of the property | per cent | VT10.50 |
| 8. | Where the Official Receiver performs any duty not provided for in this Schedule, such amount as the court, on the application of the Official Receiver, may consider reasonable. | | |
-