SINGAPORE COMPANY INCORPORATION GUIDE

RIKVIN



OVERVIEW



Singapore is the #1 place to do business in the world.

Rikvin provides professional services to assist you through the process.

A foreign company or entrepreneur may find challenges in navigating the incorporation process in Singapore. This guide is designed to illustrate options for a company or anyone interested in setting up a business in Singapore.

Singapore is consistently ranked as Number 1 place to do business in the world. With the economic boom of Asia, Singapore has become the ideal springboard to many of the markets in the Asia Pacific region.

Rikvin provides professional incorporation, accounting, tax, immigration and all other corporate related services in Singapore. We are here to assist you through the incorporation process and to help you succeed in your business venture. Our goal is to make the process as seamless as possible, and affordable too.

The following business guide is for your general information only. We look forward to being of service to you in your new venture or ongoing business in Singapore.

CHOOSING A BUSINESS NAME



Choosing a business name is the first important step in the setting up of a business. Most businesses choose names that identify the products or services they offer. An important thing to note when choosing an appropriate name for your business is that ACRA must first approve the name you have chosen. The approval process usually takes less than an hour, and the approved name can be reserved for 60 days from the date of application.

Your business name must be approved by ACRA. This process usually takes less than an hour.

To ensure a quick and hassle-free name approval, make sure your company name meets the following conditions:

- Not identical or too similar to any existing local company names
- Does not infringe on any trademarks
- Not obscene or vulgar
- Not already reserved

Online Resources

Free Online Name Check

CHOOSE A TYPE OF BUSINESS STRUCTURE

Choosing the right business structure is essential in your development and the eventual success of your company. Rikvin is the business incorporation expert and aims to help business owners choose the best option for their business. This serves as a general information guide. For more information, please speak to our incorporation experts or your attorney.



TYPES OF BUSINESS STRUCTURE

Sole Proprietorship

- A sole proprietorship is the simplest but the riskiest type of business form in Singapore.
- The sole proprietor must be a Singaporean/PR/ EP Holder/DP Holder. If the owner is a foreigner residing overseas, he can appoint a local manager.

General Partnership

- A partnership is a form of business owned by a minimum of two partners and a maximum of 20.
- A partnership is not a legal entity separate from its owners/partners. Each partner is jointly and severally liable for all debts of the partnership.
- Like sole-proprietorship, a local manager must be appointed if none of the partners are Singapore residents.

Limited Liability Partnership

- The LLP is a limited liability company and has the operational flexibility of a partnership.
- It requires a minimum of two partners but there
 is no cap on the maximum number of partners
 allowed for an LLP. Partners can be individuals or
 companies.
- Unlike partnership, an LLP is a legal entity, separate and distinct from its owners/partners.
- It is compulsory for all LLPs to appoint at least one local manager.

Company

• There are four types of companies in Singapore:

Private Limited Company - Not more than 50 corporate or individual shareholders.

Exempt Private Company - Not more than 20 individual shareholders.

Public Company Limited by Shares - It is locally incorporated where the number of shareholders can be more than 50.

Public Company Limited by Guarantee - It is one that carries out non-profit making activities that have some basis of national or public interest, such as for promoting art, charity etc.

 A company is a legal entity, separate and distinct from its owners/shareholders. It can incur obligations and hold property in its own name.
 Consequently, it can sue and be sued in its own name, it has perpetual existence and it can contract with its controlling members.

BUSINESS TYPE COMPARISON CHART

	Sole Proprietorship	General Partnership	Limited Liability Partnership	Private Limited Company
ACRA filing (& filing fee) required for creation	√	√	√	√
Full liability	\checkmark	√		
Limited liability protection			\checkmark	\checkmark
Perpetual duration of the business			√	√
100% foreign ownership	\checkmark	\checkmark	\checkmark	✓
Strict compliance requirements				✓
Flexibility in who manages the business	\checkmark	✓		
Profits taxed at personal income level	\checkmark	√	√	
Business taxed at entity level				✓
Tax incentives and exemptions				\checkmark
Ease of raising capital		Maybe		\checkmark
Ease of adding owners/ transferring ownership interest		Maybe	√	√



Online Resources

Singapore Sole Proprietor | Singapore General Partnership | LLP Singapore | Singapore Private Limited Company

OPTIONS FOR FOREIGN INDIVIDUALS



For incorporation with relocation:

- Employment Pass
- Entreprenuer Pass

For incorporation without relocation:

- Nominee Director

If you are a foreign individual interested in establishing your corporate presence in Singapore, you can choose one of the following options. As a foreign entrepreneur you can freely incorporate a private limited company in Singapore. 100% foreign ownership is allowed.

Company Incorporation with relocation

With Employment Pass: This is our most popular option whereby a foreign entrepreneur, professional, executive, director or employee plans to relocate to Singapore to work in or run a business operation from Singapore. You will need to accomplish the following, incorporate the Singapore Company and obtain work pass visa, commonly known as Singapore Employment Pass.

With EntrePass: The EntrePass is designed to facilitate the entry and stay of entrepreneurs who are ready to start a new business and be actively involved in the operations of the company in Singapore. EntrePass is primarily meant for entrepreneurs that do not have a degree or specialised skills in the relevant field, but have a proven track record of successful business ventures or unique business ideas with potential economic development.

Company Incorporation without Relocation

If relocation is not a possible option, Rikvin provides a Nominee Director Service for your company. Our service will help you meet the statutory requirement of the appointment of at least one individual director who has to be a local resident in Singapore.

OPTIONS FOR FOREIGN COMPANIES

Subsidiary Company

A subsidiary company is a private limited company incorporated in Singapore with the parent company as its shareholder.

Features of a Subsidiary

- A Singapore subsidiary can be wholly owned by the foreign company and is considered a separate legal entity from the foreign company.
- For taxation purposes, the subsidiary may be treated as a Singapore resident company and as such eligible for tax exemptions and incentives available to local companies.
- A subsidiary company, with at least one individual shareholder with minimum of 10 percent shareholding, is entitled to new start up tax incentives - Zero tax on the first \$\$100,000 of chargeable income for the first three consecutive years. A further 50% exemption is given on the next \$\$200,000 of the chargeable income.

Setup Requirements for Singapore Subsidiary

- Minimum 1 Shareholder + 1 Resident Director + 1 Company Secretary
- Minimum initial paid-up capital is \$\$1
- A Singapore registered office address

The Companies Act requires the appointment of at least one director who must be a Singaporean/PR/EP Holder/DP Holder. Alternatively, you can engage our Nominee Agent Service to comply the local director statutory requirements.

Foreign companies that plan to relocate any of the staff members from head office to Singapore can apply for their employment passes after the subsidiary company registration.

Branch Office

A Branch Office in Singapore functions as an extension of a foreign company that is registered outside of Singapore.

Features of Singapore Branch Office

- The name must match that of the parent company.
- It is required to submit its own audited financials accounts, as well as those of its head office.
- From a taxation point of view, a branch office is generally considered a non-resident entity and although it is entitled to enjoy the partial tax exemptions, it is not eligible for the various tax incentives and rebates available to local companies in Singapore.
- It does not have separate legal identity, and therefore the foreign parent company is responsible for all its debts, losses and liabilities.

Setup Requirements for Branch Office

- 2 Resident Agents
- · A Singapore registered office address

Foreign companies that plan to relocate any of the staff members (agent) from head office to Singapore can apply for their employment pass after the Branch office company registration. Alternatively, you can engage our Nominee Agent Service to represent your Branch Office.

Representative Office

A Representative Office provides a foreign company interested in establishing operations in Singapore an avenue to assess business opportunities in Singapore market prior to making any long term or large scale commitment. A Representative Office cannot engage in commercial revenue-generating activities.

Setup Requirements for Representative Office

- 1 Chief Representative Officer
- A Singapore registered office address

You can apply for an Employment Pass for the chief representative officer only after you have succeeded in registering the Representative Office.

Online Resources

Singapore Business Types | Singapore Business Registration | Form a Singapore Company

COMPARISON TABLE - FOREIGN COMPANIES

	Subsidiary Company	Representative Office	Branch Office
Entity Name	Need not be the same as parent company	Must be the same as parent company	Must be the same as the parent company
Activities Allowed	Can conduct all business activities	Can only conduct market research or coordinating activities	Must be the same as the parent company
Suitable For	For local or Foreign Companies who wish to expand their operations in Singapore	For Foreign Companies who wish to set up temporary vehicle in Singapore to conduct research and act as liaison office	For Foreign Companies who wish to expand their operations in Singapore
Disadvantages	Continuing Compliance Obligations eg Financial Reports, Audit, AGMS, etc	It is a temporary vehicle and cannot generate revenue	Continuing Compliance Obligations eg Financial Reports, Audit etc
Ownership	Can be 100% foreign or locally owned	No Ownership	Owned 100% by the head office
Separate Legal Entity	Yes	No	No
Cap on Number of Members	Yes, max 50	Not Applicable	Not Applicable
Minimum Setting up Requirement	Min One shareholder, which can be an Individual or corporate, (100% local or foreign shareholding allowed. Must have at least one resident director	Must appoint a Chief Representative who will relocate from headquarters	Must have two Singapore Resident Agents
Limited Liability	Yes	No	No
Need for Audited Accounts	Yes	No	Yes
Filing of Accounts with ACRA and IRAS	Yes	No	Yes
Annual Filing	Must file audit report subsidiary	Not Applicable	Must file branch office's as well as parent company's audit reports
Tax Treatment	Taxed as Singapore resident entity, local tax benefits available	Not Applicable	Taxed as non-resident entity, local tax benefits not available
Tax Benefits	A subsidiary company, with at least one individual shareholder with minimum of 10 percent shareholding, is entitled to local tax incentives and rebates	No Corporate tax. Employees have to pay personal tax	Partial tax exemption
Cessation of Business upon Death of a Member/Partner	No. Equity shares go on in perpetuity	Not Applicable	No
Validity Period	Perpetually until deregistered	This is a temporary Setup. It is intended not to last more than 3 years	Perpetually until deregistered
Normal Registration Time	3 hours	3-5 days	3 hours
Appointment of Officers	Must appoint at least one local resident director	Must appoint a Chief Representative who will relocate from headquarters	Must appoint two resident agents
Governing Body	ACRA & IRAS	International Enterprise Singapore	ACRA & IRAS

HOW TO INCORPORATE A COMPANY IN SINGAPORE

Most companies that are incorporated in Singapore are private limited liability companies. To form a private limited liability company, incorporation paperwork must be filed with Singapore Accounting and Corporate Regulatory Authority, commonly known as ACRA. This section outlines the procedure and timeline required to successfully complete a company registration with ACRA.



STEP 1:

UNDERSTANDING THE REQUIREMENTS FOR INCORPORATION OF A PRIVATE LIMITED COMPANY IN SINGAPORE



A MINIMUM OF ONE RESIDENT DIRECTOR

A resident director must be a Singaporean Citizen, a Singaporean Permanent Resident, or an Employment Pass holder.



A MINIMUM OF ONE SHAREHOLDER

A minimum of one shareholder is required, and a maximum of 50 allowed. A shareholder can be a local resident, a foreigner individual, or a corporate body. A shareholder can also act as a director.

A COMPANY SECRETARY



Appoint a natural person who is ordinarily resident in Singapore as company secretary.

MINIMUM PAID-UP CAPITAL OF \$\$1



ACRA requires only a minimum paid-up capital of S\$1 to register a company. Additional capital can be added after the company is set up.



A LOCAL REGISTERED OFFICE ADDRESS

A registered corporate address in Singapore is required. A PO Box address is not allowed.

STEP 2:

GATHERING OF DOCUMENTS AND REQUIRED INFORMATION

To file for incorporation with ACRA, the following information and documents are required:

- Company Name
- Brief Description of Business Activities
- Shareholders Particulars
- Directors Particulars
- Registered Address of the Singapore company

Required Identity Documents

Singapore Citizen	Non-Resident	Corporate Shareholders
Singapore Identity Card	Passport Bio Page	Certificate of Incorporation
	Overseas Residential Address	Company profile including list of directors' details

If you are overseas, you can E-mail us the scan copies of the official documents. Upon receiving the required documents and payment we will prepare the incorporation documents to be duly signed either in Singapore before us or overseas before Notary Public or Singapore Embassy.

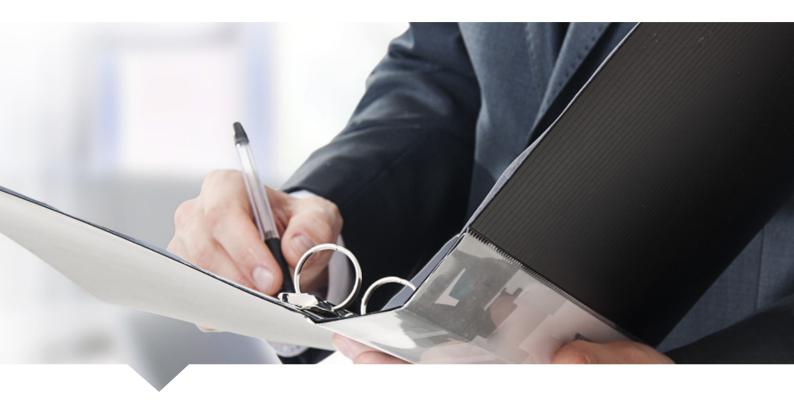
All official documents must be in English or officially translated in English; if you have trouble getting the non English documents translated, we can assist you to do the same for a fee.

Online Resources

Incorporation Documents | Entrepass Documents | Employment Pass Documents

STEP 3:

SUBMISSION PROCEDURE AND TIMEFRAMES



Incorporation of a company through ACRA is a two-step process through an automated system.

Name Approval

The first step requires the submission of the company name to ACRA for approval. It is, therefore, highly advisable to begin the name check process as soon as you have a desired company name. The approval process can be as fast as within an hour.

Submission of Incorporation Documents

Once ACRA approves the company name, incorporation documents may be filed immediately. With all appropriate documents in place, ACRA can approve an incorporation of a company within a few hours. The confirmation, together with the company registration number, is sent via an email notification.

Online Resources

Registration Documents | Incorporation Process

OPENING OF A CORPORATE BANK ACCOUNT

Once you have received incorporation confirmation from ACRA, opening a corporate bank account is the next important step in completing the incorporation process. When you set up your company through Rikvin, we also help you with bank account opening paperwork at our office. In just a couple of hours, you will have your new company and corporate bank account ready for operations!



To open a bank account you will need the following documents:

- Complete and signed Corporate Account Opening Forms
- Board of Directors Resolution sanctioning the opening of the account and the signatories to the account (most of the banks have their own format and you just need to sign it)
- Certified Copy of Certificate of Incorporation
- Certified Copy of Company's Business Profile from ACRA
- Certified Copy of Company's Memorandum and Articles of Association (MAA)
- Certified Copies of Passport (or Singapore IC)
- Proof of residential addresses of Directors, Signatories, and Ultimate Beneficiary Owners.

Online Resources

Singapore Corporate Banking | Corporate Bank Account Opening

BUSINESS COMPLIANCE MATTERS

Companies incorporated in Singapore are mandated to fulfill the responsibility of maintaining compliance with various government agencies.

Company Registration Number

All registered companies in Singapore are required to have a registration number called the Unique Entity Number (UEN) on all business letters, statements of account, invoices, official notices, publications, etc.

Registered Business Address

A registered local business address is required, and the office must be opened to the public for minimum of three hours per day during normal business hours on weekdays.

Central Provident Fund

Employers must contribute to the Central Provident Fund (CPF) for employees who are Singaporean and permanent residents. CPF is a compulsory pension fund scheme in which the employer and employee contribute a percentage of the monthly salary to the fund.

Goods and Service Tax

Goods and Service Tax (GST) is consumption tax on most domestic goods and services in Singapore. The current rate is 7%. Registration of GST: Currently only suppliers of goods and/or services, whose annual revenue exceeds or likely to exceed S\$1 million, are required to register with the Comptroller of GST. Suppliers, whose revenue does not exceed S\$1 million, can voluntarily register with the Comptroller if it is beneficial to the businesses. The approval of such registration is at the discretion of the Comptroller. Once voluntarily registered, the suppliers must comply with the regulatory requirements and stay registered for a minimum of 2 years.

Permits and Licenses

Depending on the type of business you would like to set up in Singapore, it is sometimes necessary to obtain a license and/or permit when you register your business with ACRA. ACRA's automated system will indicate if another approving authority is required to grant a license or permit during the application for name approval. Most businesses do not require licenses or permits to operate. There are a small handful that are required to do so, and some of these are private schools, travel agencies, liquor distributors, moneylenders, banks, childcare centres, importers/exporters, wholesalers and retailers of liquors.

Online Resources

Compliance Matters | Statutory Compliance FAQS | Annual Compliance Services

ACCOUNTING AND CORPORATE REGULATORY AUTHORITY (ACRA)



Annual General Meeting (AGM)

Every Company must hold its AGM every calendar year and its financial statements are to be tabled at the AGM for the shareholders' approval. Singapore Companies Act (Cap.50) states that every company is required to hold the AGM;

- once in every calendar year
- 15 months from the date of the last AGM, whichever is earliest

EXCEPTION: Newly incorporated companies are allowed to hold the first AGM within 18 months from the date of incorporation.

An AGM can be can be physically held anywhere in the world, whereby the shareholders meet, or by way of written resolutions, whereby a meeting is not required.

Annual Returns

Every company must file an Annual Return (AR), which consists of pertinent information of the company and its financial accounts reports within one month of its Annual General Meeting (AGM).

Annual General Meeting | ACRA Compliance

OF SINGAPORE (IRAS)

Estimated Chargeable Income:

Estimated Chargeable Income (ECI) is an estimate of a company's chargeable income for a Year of Assessment (YA). IRAS requires each company to submit an ECI for the Year of Assessment within three months after the financial year ends. It is mandatory to file an ECI regardless of the amount of income. A company with a zero income will file a 'NIL' ECI.

Accounting Records:

All Singapore Company must prepare the accounts which must consist of Profit and Loss Account, Balance Sheet, Cash Flow Statement, and Equity Statement in accordance with the Singapore Financial reporting standard (SFRS). The accounting records must be kept for 5 years.

Tax Return Filing:

The filing deadline for corporate income tax return is 30 November. Documents to be submitted are audited or unaudited Report and tax computation (Form C).

Financial Report:

Every company is required to submit a Financial Report – audited or unaudited, depending on the type of company. The report consists of financial

statements such as balance sheet and income statements; supporting notes and disclosure of significant accounting policies applied by the company; disclosure of company's operations; and shareholders and directors' interests.

Unaudited Report: A company is not required to prepare an audited report if the sales turnover for the financial year does not exceed the \$5 million; it has not more than 20 shareholders and does not have a corporate shareholder.

Audited Reports: A Company must audit its accounts, if the Company has a corporate shareholder and or the, sales turnover exceed S\$5 million and has more than 20 shareholders.

Filing of Financial Statements in XBRL: Companies is required to file their financial statements in XBRL format during the filing of Annual return, if your company is insolvent (Total Assets – Total Liabilities = Negative Value) and has a corporate shareholder for the financial year.



Online Resources

IRAS Annual Filing Requirements | Singapore Tax Filing

CORPORATE TAX



New Startup Companies* For First 3 Years of Assessment



Chargeable Income	Exemption	Effective Tax Rate
First \$100,000	@ 100%	0
Next \$200,000	@ 50%	8.50%
Next \$194,000	Nil	17.00%

* Qualifying conditions:

- No more than 20 individual shareholders throughout basis period for that YA
- All of whom are individuals beneficially and directly holding the shares in their names; OR
- Where there are non-individual shareholders, at least 1 shareholder is an individual holding at least 10% of the shares.
- Companies that do not meet the qualifying conditions would still be eligible for partial tax exemption

Online Resources

Corporate Tax Rates | Corporate Tax Guide | Taxation in Singapore

EMPLOYMENT/WORK VISA

Singapore welcomes foreign talents in order to sustain a vibrant and dynamic talent pool Singapore follows a relatively liberal immigration policy to attract and retain foreigners who fall under various categories such as Qualified and skilled professionals, entrepreneurs, meritorious professionals etc. Foreigners can apply for work passes which are available under the following work pass schemes.

Singapore Employment Pass Scheme

The Employment Pass (EP) is a type of work pass that is granted to foreign professionals with suitable qualifications and experience. Company owners and executives with substantial qualifications are eligible to apply. The application for EP must be submitted via the company that is hiring the foreigner. The EP is based on the applicant's own merit and does not fall under the quota system.

Entrepreneur Pass (commonly known as EntrePass)

Entrepreneur Pass (EntrePass) is an employment pass, granted to foreigners based on the feasibility and growth prospects of the applicants' business. This pass especially encourages foreign entrepreneurs who lack formal educational qualification but exhibit outstanding entrepreneurial traits via track record.

Note: EntrePass has minimum paid up capital and renewal requirements than Employment Pass.



Online Resources

Singapore Employment Pass FAQs | Singapore Work Visa | Relocating to Singapore

COMPARISON - EP VS ENTREPASS

This guide provides a side-by-side comparison of the two passes so you can explore which pass might better suit your unique circumstances. Please note that this is a general guide only. Singapore manpower authorities review each application based on its own merits. We will be able to advice you further once our services are engaged.

	Employment Pass (EP)	Entrepreneur Pass (EntrePass)		
Who is it for?	Professionals, managerial personnel (managing director CEO), executives or specialists who wish to work in Singapore can apply for an Employment Pass.	The Singapore Entrepreneur Pass, widely known as EntrePass, is suitable for foreign entrepreneurs seeking to set up a business in Singapore.		
Eligibility Criteria	To be considered for an Employment Pass, a foreigner must have a fixed monthly salary of at least \$\$2,800, a possess acceptable degrees, professional qualifications specialist skills. Singapore Employment Passes are carefully assessed by the Ministry of Manpower by taking into consideration a number of factors such as the applicant's qualifications, work experience, job profile, economic contribution, employer's track record and the quality of the applicant to complement and supplement Singapore local workforce. Applicant Company Relevant work experience Proposed salary Age Position Proposed salary Age Position Special skill set Company Employer track record Number of local employees Government Industry economic contribution Skill in demand Complement and value add to work force	 business spending. You can incorporate a new company upon your EntrePass approval: or Company must not have been registered for more than six months at the point of application; Applicant to own a minimum of 30% of the shareholding in the company; 		
Pass Type & Eligibility	P1: Fixed monthly salary > \$8,000 Possesses recognized qualifications P2: Fixed monthly salary > \$4,000 Possesses recognized qualifications Q1: Fixed monthly salary > \$2,800 Possesses recognized qualifications; or Specialized skills and a minimum of 5 years of work experience may compensate for the lack of recognized qualifications.	P1: Fixed monthly salary > \$8,000 P2: Fixed monthly salary > \$4,000 Q1: Fixed monthly salary > \$2,800		
Company Paid-up Capital	S\$1.00 (Higher paid-up is one of the reviewing factors considered by MOM.)	S\$50,000		
MOM Processing Time	1 day – 8 weeks	3 weeks – 3 months		
Visa Validity	1 – 2 years	1 – 2 years		
Renewal	Renewable as long as you continue to be employed by the company	Renewal of EntrePass is contingent on achieving goals and objectives outlined in the business plan		
Dependent Pass	Will be granted to immediate family members	Will be granted to immediate family members		
Permanent Residence (PR)	Eligible to apply for Singapore Permanent Residence at 12 months	fter Eligible to apply for Singapore Permanent Residence after 12 months		
When can it be applied?	mployment pass can be applied anytime after incorporation of the company. Entrepreneur Pass can be applied either before company incorporation or within six months of the incorporation.			

OPTIONAL VIRTUAL OFFICE SERVICES

Prestigious Office Address, Telephone Answering, Fax to Email Services	Mail Only	Business	Premium
Registered Address			
We provide a prestigious address, which can be used as registered business address for the registration of your company. The address can be used on business cards, letterheads or any other official documents.	√	√	✓
Mail Notification			
Whenever the mail arrives, we provide an email notification stating details such as date, sender, type of mail, etc.	√	√	\checkmark
Mail Forwarding			
Incoming mail (including courier items and small parcels) will be forwarded based on your instruction. All forwarding postage costs will be charged accordingly to you.		√	\checkmark
* This service will require a S\$100 deposit and will be used to offset the mail forwarding charges.			
Dedicated Phone Line			
A dedicated local telephone number will be assigned to you. Professionally trained staff will personally attend to your calls using your business name. This number may also be automatically diverted to another telephone number specified by you. Do not miss any more calls!		Automated Greeting Service	Personalised Greeting Service
Dedicated Fax to Email			
We'll assign a dedicated fax number to you. Faxes received will be forwarded to your email ID so that you can access them from anywhere.		√	√
MONTHLY FEE (US\$)	50	200	250

Online Resources

Virtual Office Services | Singapore Virtual Office Details

SINGAPORE FACTS & FIGURES



RANKINGS

- on the 'World's Easiest Place to
 Do Business' list; World Bank's
 Doing Business Report, 2010
- in Asia and Number 5 in the world for having the least corruption in its economy
- by foreign talent rank Singapore as Asia's best country to work in

- #2 as 'World's Second Freest Economy' - Index of Economic Freedom, 2010
- worldwide as the city with the best investment potential for 16 consecutive years