

Dear Sir/Madam

INCORPORATION OF LIMITED LIABILITY PARTNERSHIP (LLP) IN SINGAPORE

(A) Procedures & Requirements

Definitions

An LLP is a new vehicle for doing business in Singapore. This means that in addition to registering a business or a company in Singapore, interested parties may also choose to register an LLP to carry out their business activities. The LLP Act will commence on 11 April 2005.

The LLP will give the owners the flexibility of operating as a partnership whilst giving them limited liability. It combines the benefits of a partnership with those of private limited companies. However this comes with safeguards in law to minimize abuse and provide protection to parties who deal with the LLP.

The LLP is a body corporate and has a legal personality separate from its partners. The LLP has perpetual succession. Any change in the partners of a LLP shall not affect its existence, rights or liabilities.

An LLP is capable of:

- Suing and being sued in its name;
- Acquiring and holding property in its name;
- Having a common seal in its name; and
- Doing such other acts and things in its name, as bodies corporate may lawfully do and suffer.

The partners of the LLP will not be held personally liable for any business debts incurred by the LLP. However a partner may be held personally liable for claims from losses resulting from his own wrongful act or omission. But a partner shall not be personally liable for such wrongful acts or omissions of any other partner of the LLP.

Name

Every LLP shall have either the words "Limited Liability Partnership" or "LLP" as part of its name. The Registrar may refuse to register a new LLP or allow the LLP to change its name to one that is:

- Undesirable
- Identical to any other LLP, company or business name
- Identical to a name being reserved under the Business Registration Act or the Companies Act
- Of a kind that the Minister has directed the Registrar not to accept for registration.

Requirements

(i) Manager

A manager is defined as any person who is concerned in or takes part in the management of the LLP.

Every LLP must have at least one manager who is ordinarily resident in Singapore. All managers shall be natural persons of full age and capacity. "Ordinarily resident" means the usual place of stay of a person. Managers must be at least 21 years old at the time of submission of the application.

Managers can be either:

- a) Singapore citizens;
- b) Non-Singapore citizens who possess the following:
 - i) Singapore Permanent Resident status;
 - ii) Employment Pass or Approval-In-Principle Employment Pass or
 - iii) Dependent's Pass

The manager of the LLP must not be:

- a) an undischarged bankrupt (unless he has obtained Leave of the High Court or the written permission of the Official Assignee);
- b) disqualified as an unfit manager of insolvent LLPs under section 34 of the LLP Act;
- c) disqualified as a manager of a former LLP wound up on grounds of national security or interest and disqualified to act as a manager;
- d) disqualified as a person who was convicted of offences involving fraud or dishonesty, or other offences connected with formation or management of a LLP;
- e) disqualified under Sections 149, 149A or 154 of the Companies Act.

(ii) Partners

A partner is defined as any person who has been admitted as a partner in the LLP in accordance with the LLP agreement.

Every LLP shall have at least 2 partners. Partners must be at least 21 years old at the time of submission of the application.

The partner in an LLP may be an individual, a local company, a foreign company or another LLP.

Processing Time

It may take between 1 day to 2 months (if the application requires referral to another Government authority).

Obligations

(i) Accounting

A LLP is required to keep such accounting and other records that will sufficiently explain the transactions and financial position of the LLP. This will enable profit and loss accounts and balance sheets to be prepared to give a true and fair view of the state of affairs of the LLP. If the LLP does not do so, the LLP and every partner shall be guilty of an offence. The punishment may be a fine or imprisonment, or both. The LLP is required to keep such records for 7 years. The Registrar may require the LLP to produce the accounting records for inspection.

(ii) Submission of Annual Declaration

Manager is required to submit an Annual Declaration to ACRA stating whether the LLP is able or unable to pay its debts as they become due in the normal course of business. The first Annual Declaration must be lodged within 15 months from the date of registration. Subsequent declarations must be lodged once in every calendar year but not more than 15 months after the date of the last declaration. Such solvency status reported shall be available to the public

(iii) Printing of name and registration number on any documents

LLP should ensure that all its invoices and official correspondence bear the name of the LLP, its registration number and a statement that it is registered with limited liability. In addition a LLP which has converted from a business or a company shall include a statement that it was converted from a business or a company to a LLP and the name and registration number of the former entity. This additional statement shall be displayed for 12 months commencing 14 days from the date of registration of the LLP.

(B) Information Required for Incorporation

Please email / fax / post us the following information:

- (i) Proposed name. Please provide 3 names.
For information, all limited liability partnership in Singapore end with 'LLP.' For example: XXX LLP
- (ii) Principal activities of the proposed LLP (Maximum 2). Please refer to <http://www.acra.gov.sg/general/search.html>
- (iii) Notarized copies of the Identity Card / Passport / Employment Pass / Dependent Pass / Approval-In-Principle letter of Managers. The notarization is to be done by Notary Public.
- (iv) Email of Managers
- (v) The residential address of Managers.
- (vi) The nationality of Managers.
- (vii) Notarised copies of the Identity Card / Passport / Employment Pass / Dependent Pass / Approval-In-Principle letter of Partners.
- (viii) Please provide the residential address of Partners.
- (ix) The nationality of Partners.
- (x) What is the registered address of the proposed LLP?
- (xi) Please confirm that the manager and partners are at least 21 years old at the time of submission of the application.
- (xii) Please confirm that the manager of the LLP are not be:
 - an undischarged bankrupt (unless he has obtained Leave of the High Court or the written permission of the Official Assignee);
 - disqualified as an unfit manager of insolvent LLPs under section 34 of the LLP Act;
 - disqualified as a manager of a former LLP wound up on grounds of national security or interest and disqualified to act as a manager;
 - disqualified as a person who was convicted of offences involving fraud or dishonesty, or other offences connected with formation or management of a LLP;
 - disqualified under Sections 149, 149A or 154 of the Companies Act.

(C) Our fees

To be provided upon request. Please email to LCC@LCCGLOBAL.com or call us at +65 96495068.

(D) Mode of Payment

- **Cash Payment:** Singapore Dollar, United States Dollar and Euro Accepted.
- **Cheque Payment:**
Singapore Dollar Cheque favourable to GLOBAL CORPORATE ADVISORY PTE. LTD.
- **Internet Banking**
GCA accepts Internet Bank Transfer via its account - 066-900822-8 of DBS Bank.
For Internet Banking, please visit <https://internet-banking.dbs.com.sg>
- **Telegraphic / Wire Transfer**

Bank Name:	DBS Bank, 6 Shenton Way, DBS Building, Singapore 068809
Swift Address:	DBSSSGSG
Telex Number:	RS 24455
CHIPS UID Number:	034675
Beneficiary's Name:	GLOBAL CORPORATE ADVISORY PTE. LTD.
Beneficiary's Account No.:	066-900822-8
Special Instructions:	Deposit into account
- **Credit Card via PayPal**
For all payment via PayPal, there is a 10% surcharge. Kindly send all payment to lcc@lccglobal.com

(E) Other Professional Services

- Statutory Audit / Certification
- Accounting
- Taxation
- Corporate Secretarial
- Internal Audit
- Consultancy

Should you have further queries, please do not hesitate to contact us. We are looking forward to providing excellent and reliable services to your organization.

Yours faithfully

Low, Chee Chen
Certified Public Accountant