

Business Registries Office Kingdom of Tonga

Form 14 | Application for registration of amalgamation proposal

Section 232, Companies Act 1995

Note

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

Place barcode here

The information on this form must be either typewritten or printed legibly.

1. Names and registration numbers of companies participating in amalgamation

Name of company

Registration number

Name of company

Registration number

Name of company

Registration number

Name of company

Registration number

Note | If there are more than four companies participating in the amalgamation please attach a separate sheet containing the information set out in the prescribed format for all such companies. All names should be in BLOCK letter format.

2. Name of amalgamated company

Name of company

Name reservation number, if applicable

Provide if available or attach a name reservation form)

Note: where the amalgamated company is a new company or has a new name, this Form must be accompanied by a name reservation or must supply the name reservation number from a previously filed name reservation.

3. Date of amalgamation (if applicable)

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Note: when applicable insert the effective date upon which the amalgamation is to become effective under the amalgamation proposal. The date must be the date this form is submitted to the Registrar or a later date. Where no date is specified or if the date specified is earlier than the date of submission of this Form to the Registrar, the date the amalgamation is effective will be the date the application for amalgamation was received by the Registrar.

4. Addresses for the amalgamated company

Address of registered office

This must be a physical address in Tonga and must not be a PO Box or Private Bag address.

Island group:

Address for service

This must be a physical address in Tonga and must not be a PO Box or Private Bag address

Island group:

Address for communication

Postal address to which communications from the Registrar may be sent

Postal address:
Island group:
Email address (optional):

5. Directors

The following persons are the directors of the amalgamated company. The Applicant attests that all of the following named directors have consented to act in that capacity.

Note | *If there are more than four directors please attach a separate sheet containing the information set out in the prescribed format. All names should be in BLOCK letter format.*

Full legal name:	Nationality:
Residential address:	Gender:
Full legal name:	Nationality:
Residential address:	Gender:
Full legal name:	Nationality:
Residential address:	Gender:
Full legal name:	Nationality:
Residential address:	Gender:

6. Shareholders

The following persons are the shareholders of the amalgamated company. The Applicant attests that the person(s) shown as shareholder(s) has consented to act in this capacity.

Instructions for completing shareholder information

1. If there are more than three shareholders please attach a separate sheet containing the information set out in the prescribed format. All names should be set out in BLOCK letter format.
2. If the shareholder is a natural person, provide their first name followed by their surname. If the shareholder is a registered entity (such as another company) provide the entity name and registration number.
3. If the shareholder is a natural person, provide their residential address. No address information is required if the shareholder is a registered entity.
4. If shares are jointly held, provide the particulars of each shareholder within a single box below.

Number of shares: Name(s) of shareholder(s): Residential Address (if a natural person):	Registration number (if a registered entity): Gender (if a natural person): Nationality/jurisdiction of shareholder:
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Number of shares: Name(s) of shareholder(s): Residential Address (if a natural person):	Registration number (if a registered entity): Gender (if a natural person): Nationality/jurisdiction of shareholder:
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Number of shares: Name(s) of shareholder(s): Residential Address (if a natural person):	Registration number (if a registered entity): Gender (if a natural person): Nationality/jurisdiction of shareholder:
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Total number of shares:

Is there more than one class of shares for this company?

Yes No

If yes, attach a separate sheet that sets out the particulars of the different classes of shares.

7. Signature and declaration

I certify that the above companies seek amalgamation and the information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.

Signed by proposed director or authorised person of the amalgamated company

Name: Signature:

(Please give first name(s) followed by surname in BLOCK letters)

Designation: Director or Authorised person

Date: / /

8. Lodged by

Name:

Address:

Other contact details:

Telephone:

Email (optional):

9. Checklist

Section 232 of the Companies Act provides that the following must accompany this form:

- (a) the approved amalgamation proposal;
- (b) any certificates required under section 230(2) or section 231(5);
- (c) a certificate signed by the board of each amalgamating company stating that the amalgamation has been approved in accordance with this Act and the constitution of the company;
- (d) if the amalgamated company is a new company or the amalgamation proposal provides for a change of the name of the amalgamated company, a copy of the notice reserving the name of the company;
- (e) a certificate signed by the board, or proposed board, of the amalgamated company stating that, where the proportion of the claims of creditors of the amalgamated company in relation to the value of the assets of the company is greater than the proportion of the claims of creditors of an amalgamating company in relation to the value of the assets of that amalgamating company, no creditor will be prejudiced by that fact.

In addition, please include the prescribed fee of TOP\$80 plus 15% consumption tax - Please make cheques payable to 'Registrar of Companies'.