

Companies Office Kingdom of Tonga

Form 16 | Board certificate concerning consideration for shares

Section 51(5), Companies Act 1997

Notes

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

Place barcode here

Company name

Company number

1. Board Certificate concerning consideration paid for issuance of shares

Section 51 of the Companies Act provides:

- (1) Before the board of a company issues shares under section.46 or section 48, the board shall –
 - (a) decide the consideration for which the shares will be issued and the terms on which they will be issued;
 - (b) if the shares are to be, issued other than for cash, determine the reasonable present cash value of the consideration or the issue;
 - (c) resolve that, in its opinion, the consideration for and terms of the issue are fair and reasonable to the company and to all existing shareholders; and
 - (d) if the shares are to be issued other than for cash, resolve that, in its opinion, the present cash value of the consideration to be provided for the issue of the shares is not less than the amount to be credited for the issue of the shares.
- (2) The directors who vote in favour of a resolution required by subsection (1) shall sign a certificate -
 - (a) stating the consideration for, and the terms of, the issue;
 - (b) describing the consideration in sufficient detail to identify it;
 - (c) where a present cash value has been determined in accordance with subsection (1)(b), stating that value and the basis for assessing it;
 - (d) stating that, in their opinion, the consideration for and terms of issue are fair and reasonable to the company and to all existing shareholders; and
 - (e) if the shares are to be issued other than for cash stating that, in their opinion, the present cash value of the consideration to be provided for the issue of the shares is not less than the amount to be credited for the issue of the shares.

If the company intends to issue shares under Section 46 or 48, attach the applicable Board Certificate to this form that sets forth the particulars as required above.

2. Date Board Certificate was completed

3. Signed by director or authorised person

I certify that the information in this form is true and correct

Name:

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

Signature:

Designation: Director or Authorised person

Date: /

4. Lodged by

Name:

Address:

Other contact details:

Telephone:

Email:

Please deliver documents to: Ministry of Trade & Economic Development, Box 110 Salote Road, Nuku'alofa