

**User Guide** 

**Incorporating a Public Company** 

### **PURPOSE**

This user guide acts as a reference for applicants who wish to incorporate a Public Company.

### **GLOSSARY**

The following acronyms are used frequently:

Term	Meaning	
OCP	One Common Portal	
ROCBN	Registry of Companies and Business Names	

# **FURTHER ASSISTANCE**

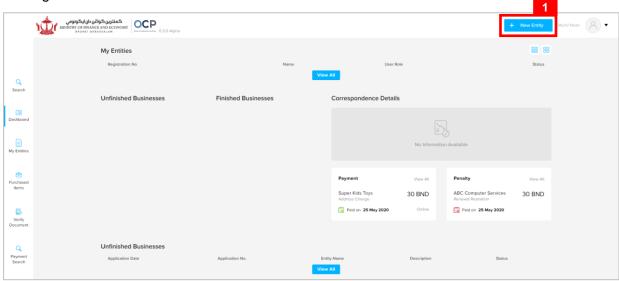
If you have any questions or issues while using OCP, please call us at +673-2380505 or send an email to <a href="mailto:info.rocbn@mofe.gov.bn">info.rocbn@mofe.gov.bn</a>

# **Table of Content**

Topics	Page
Incorporate a Public Company	4
View Company Details	<u>43</u>

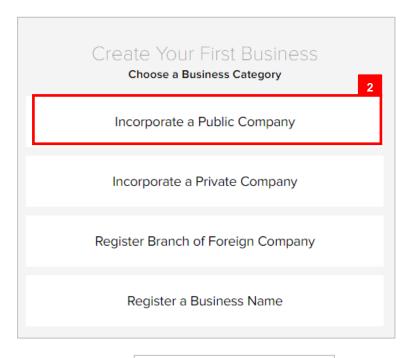
# INCORPORATE A PUBLIC Applicant COMPANY Online User

Navigate to the OCP dashboard.



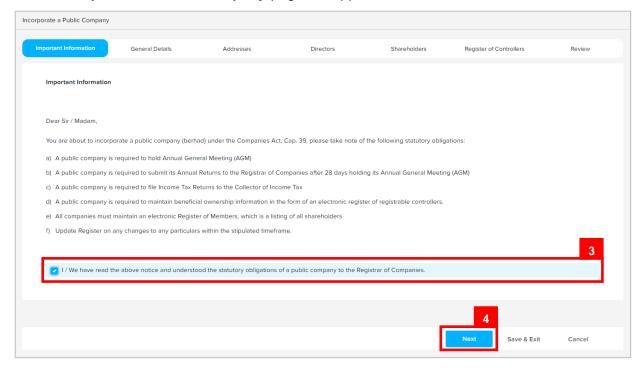
1. Click on the + New Entity button.

The Choose a Business Category page will appear.



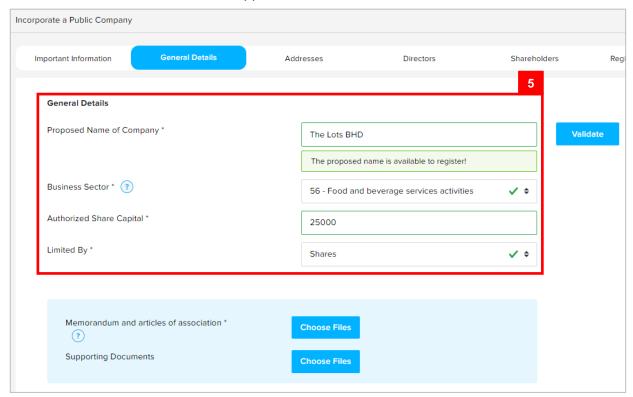
2. Click on the Incorporate a Public Company button.

#### The Incorporate a Public Company page will appear.



- 3. Read through the important information and click on the
  - ☑ I / We have read the above notice and understood the statutory obligations of a public company to the Registrar of Companies. Checkbox.
- 4. Click on the Next button.

#### The **General Details** section will appear.



5. Enter the details for **General Details** section as per the example below.

Field	Example
Proposed Name of Company	The Lots BHD
Business Sector	56 – Food and beverage services activities
Authorized Share Capital	25000
Limited By	Shares

#### Note:

- For more information regarding the Business Sector, click on the icon and refer to the link provided.
- · Companies are only allowed to have one Business Sector.
- Companies in Brunei Darussalam must have a minimum of 25000 Authorised Share Capital.

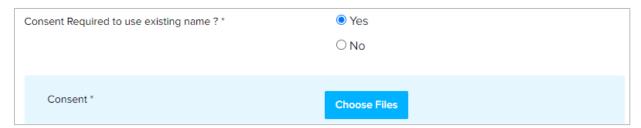


 The system will auto-validate Proposed Name of Company and will display one of the following messages:

Message	Meaning
The proposed name is available to register!	The proposed name is available.
A Public company must include at the end of	The proposed name does not indicate that it is a public company
its name the word "BERHAD" (or its abbreviation "BHD" or "Bhd.")	Add BERHAD / Berhad / BHD / Bhd at the end of the proposed Company Name.
The proposed name you have entered contains restricted word. Your application	The proposed name user have entered contains restricted word.
may be rejected due to the use of this word.	Advised to change proposed Company Name.
The proposed name is similar or identical to an existing proposed / registered Company Name. Please note that the proposed name	The proposed name is similar or identical to an existing registered / proposed Company Name.
will be subject to Registrar review and may be subsequently rejected.	Need to provide proof of consent for using proposed Company Name.

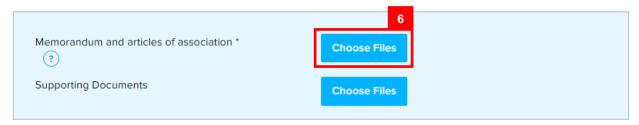
### For Authorized Share Capital:

- If selected Limited By = Shares, value must be a whole number greater than or equal to 7.
- If selected Limited By = Guarantee, value must be a whole number greater than or equal to 0.
- If the proposed name is similar or identical to an existing registered / proposed Company Name, the following section will appear:



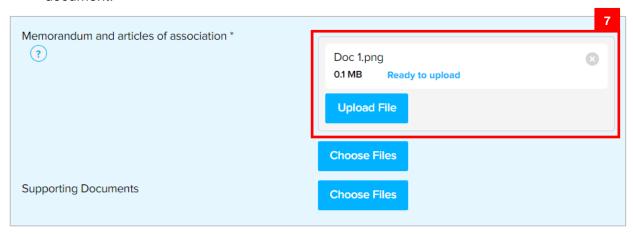
User is advised to upload a proof of consent from the owner of the registered company that the applicant has consent to use the proposed company name.

It is compulsory to upload the Memorandum and Articles of Association.



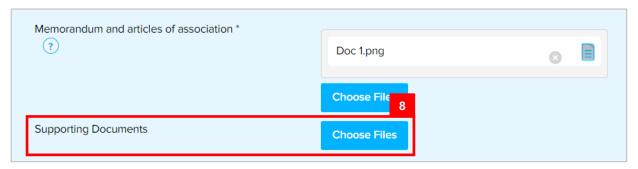
6. Click on the document.

Choose Files button and select the memorandum and articles of association



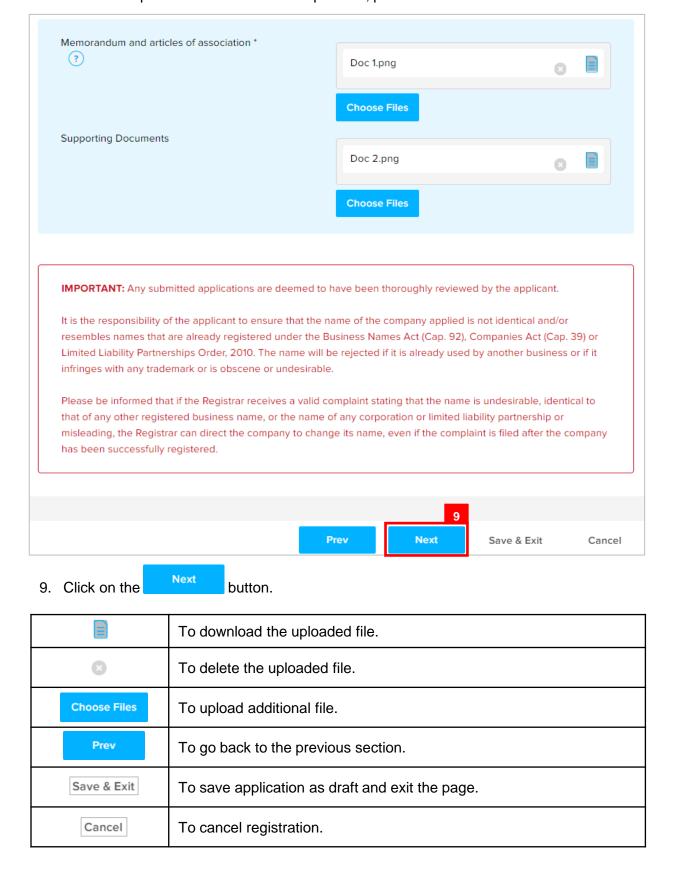
7. Click on the Upload File button to upload the file.

The file will be uploaded.

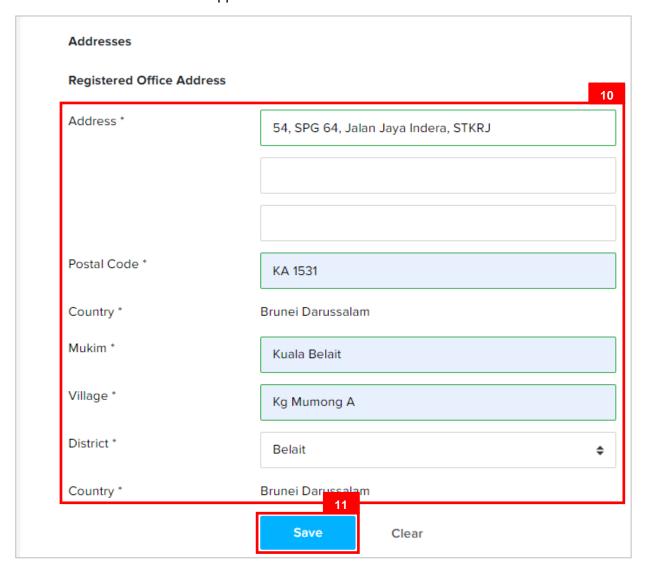


8. Repeat steps 6 – 7 to upload **Supporting Documents** (if any).

Once all the required details are entered/uploaded, proceed to the next section.



The Addresses section will appear.

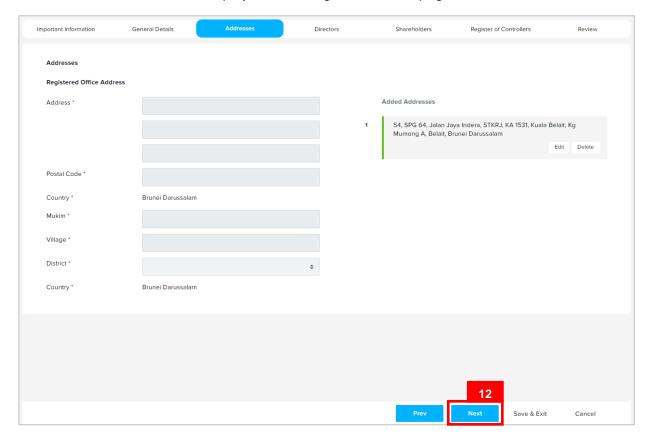


10. Enter the details for **Registered Address Details** section as per the example below.

Field	Example
Address	54, SPG 64, Jalan Indera Jaya, STKRJ
	KA1531
Postal Code	Filling in the postal code will auto populate the Mukim and Village field.
Mukim	Kuala Belait
Village	Kg Mumong A
District	Belait

11. Click on the Save button.

The added address will be displayed on the right side of the page.



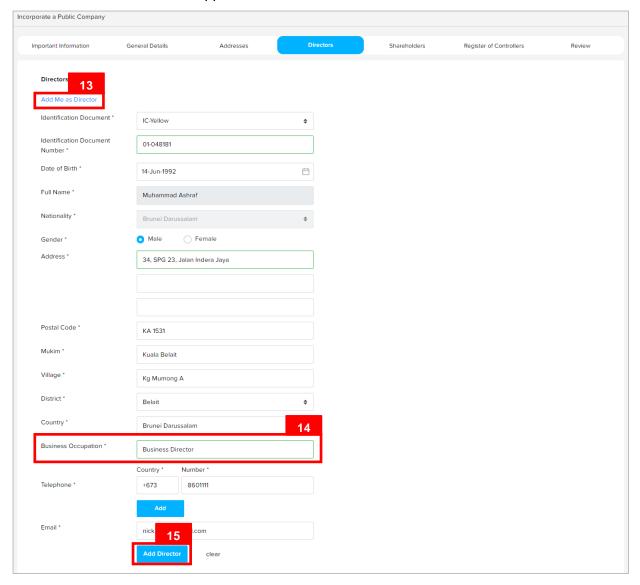
Note: Only one Registered Office Address can be saved at a time.

Once the address is saved, proceed to the next section.

12. Click on the Next button.

Edit	To edit the added address.	
Delete	To delete the added address.	
Prev	To go back to the previous section.	
Save & Exit	To save application as draft and exit the page.	
Cancel	To cancel registration.	

#### The **Directors** section will appear.



#### Note:

- · At least 2 directors must be entered for a public company.
- · There is no limit to the number of directors that can be specified.
- · Directors must be individuals.
- If there are 2 directors in the company, then at least one must be a Brunei Ordinarily Resident.
- If there are more than 2 directors in the company, then at least 2 directors must be Ordinarily Resident.
- If there are 2 foreign directors without any Local director, then at least 1 Ordinarily Resident must be provided.
- If there are 3 or above foreign director without any Local director, then at least 2 Ordinarily Resident must be provided.
- Directors must be 18 years of age or above.
- · Director must not be bankrupt.

13. Click on the Add Me as Director if you are one of the Directors of the company.

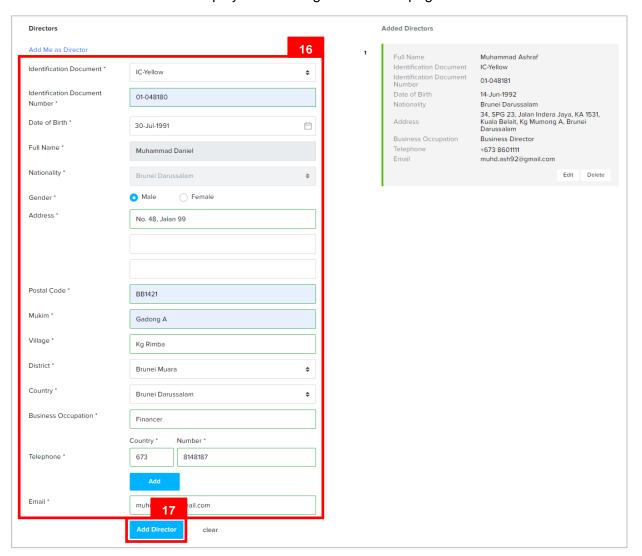
**Note:** If the user has updated the user's profile, clicking on the Add Me as Director link will enter the user's details in all the fields except for the **Business Occupation** field.

14. Enter the details for Business Occupation section as per the example below.

Field	Example
Business Occupation	Business Director

15. Click on the Add Director button.

The added director will be displayed on the right side of the page.



Add a second director for the company.

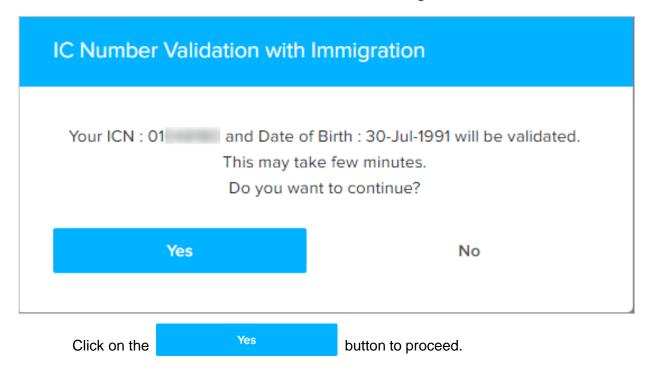
16. Enter the details for **Directors** section as per the example below.

Field		Example
Identification Document		IC Yellow
Identification Do	cument Number	01048181
Date of	of Birth	30-Jul-1991
		Muhammad Daniel
Full Name		For Brunei IC, system will auto populate the name by extracting data from Immigration database using the Identification Document Number and Date of Birth information
Gender		Male
Address		No. 48, Jalan 99
Postal Code		BB 1421
		Filling in the postal code will auto populate the Mukim and Village field.
Mukim		Gadong A
Village		Kg Rimba
District		Brunei Muara
Country		Brunei Darussalam
Business Occupation		Flnancer
Tolophone	Country Code	+673
Telephone	Number	8148187
Email		muhd.daniel@gmail.com

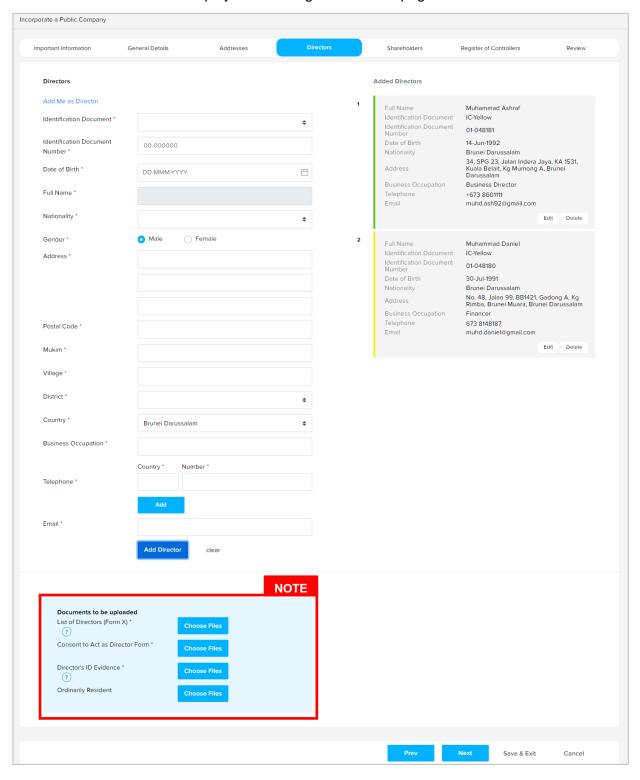


Add		To add additional telephone number.
-----	--	-------------------------------------

**Note:** When entering the details for **Identification Document Number** and **Date of Birth**, there will be **IC Number Validation with Immigration.** 

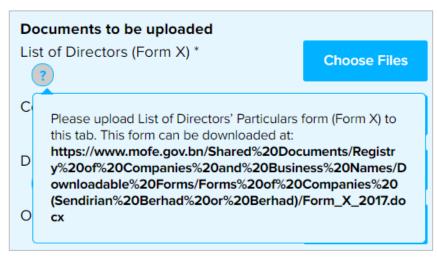


The added owner will be displayed on the right side of the page.



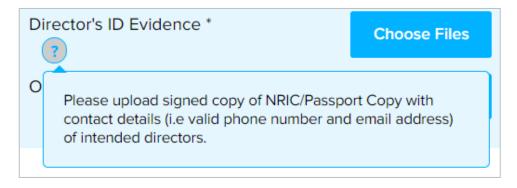
#### Note:

Director must upload the List of Directors (Form X).

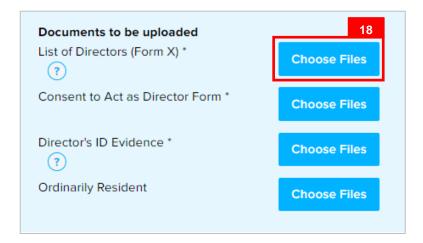


Click on the icon and refer to the link provided.

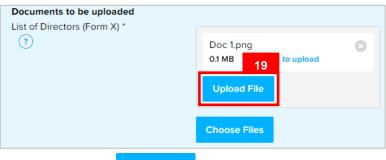
- Director must provide Consent to act as Director Form. Form can be found under Downloadable Forms via OCP Main Menu > Companies.
- ID Evidence must be supplied. Click on the icon for more information.



Upload the required documents for the directors.

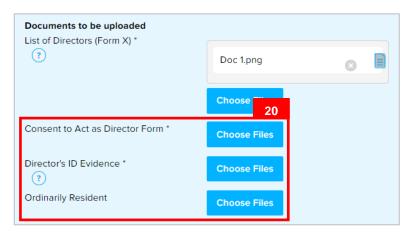


18. Click on the Choose Files button and select the Form X document.

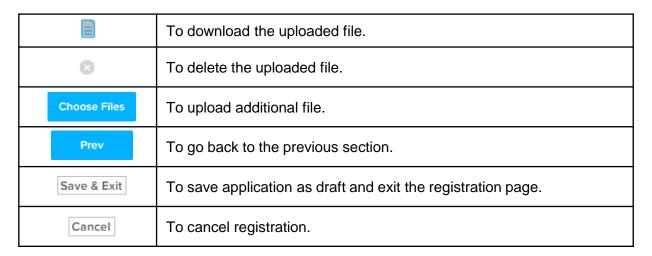


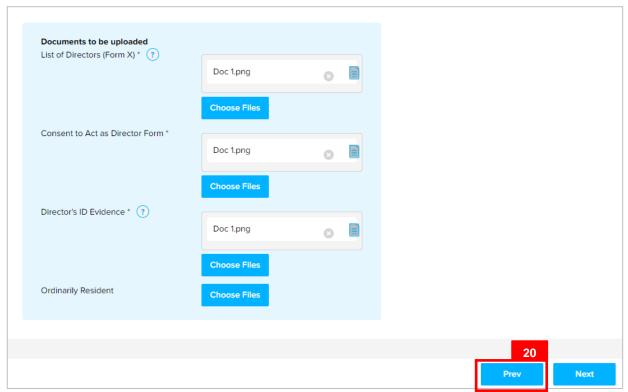
19. Click on the Upload File button to upload the file.

The file will be uploaded.



20. Repeat steps 18 – 19 to upload **Consent to Act as Director Form, Director's ID Evidence** and **Ordinarily Resident** (if director has green IC).

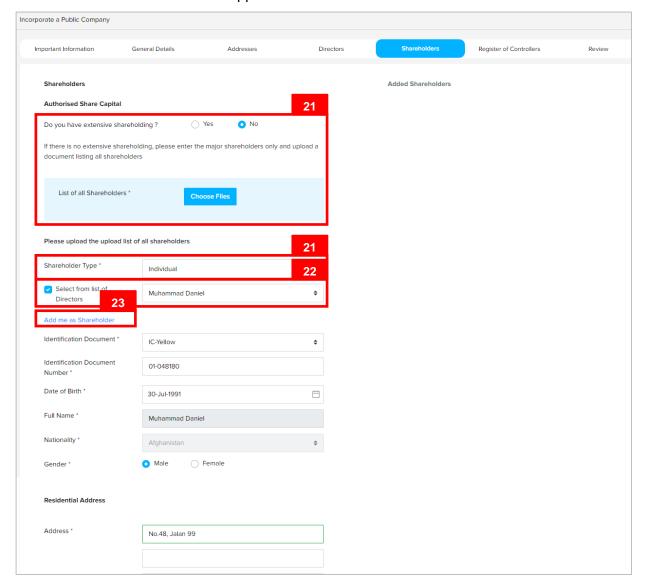




Once the directors are added and all required documents are uploaded, proceed to the next section.

20. Click on the Next button.

#### The Shareholders section will appear.



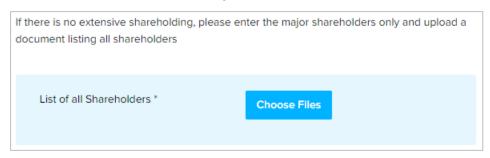
#### Note:

- At least 7 shareholders must be entered.
- No maximum number of shareholders.
- · Include the option to select shareholders from the list of Directors.
- · Include the "Add Me as Shareholder" option.
- · Shareholder must not be a bankrupt.
- Extensive shareholdings are allowed.

21. Click on the radio button if the user has extensive shareholding

Click on the No radio button if the user does not have extensive shareholding.

Note: If there is no extensive shareholding, please enter the major shareholders only and upload a document listing all shareholders.



Repeat steps 18 – 19 to upload **List of all Shareholders**.

22. Enter the details for **Shareholder Type** field as per the example below.

22. Enter the details for <b>Gharchelder Type</b> held as per the example selow.		
Field		Example
Shareholder Type		Individual
23. Click on the Directors check shareholder.		heckbox to select the existing director(s) as a
<b>Note:</b> Clicking on the Add me as Shareholder link or selecting an existing director as a shareholder will enter the user's details in all the fields except for the <b>Number</b>		

of Shares field.

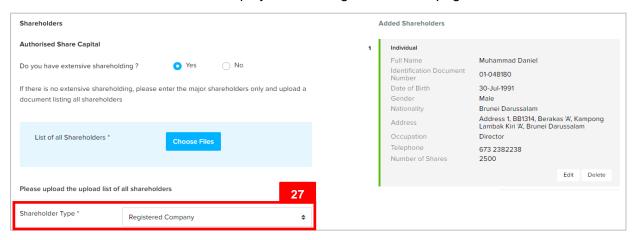


25. Enter the details for Number of Shares section as per the example below.

Field	Example
Number of Shares	2500
Add Shareholder	

26. Click on the button.

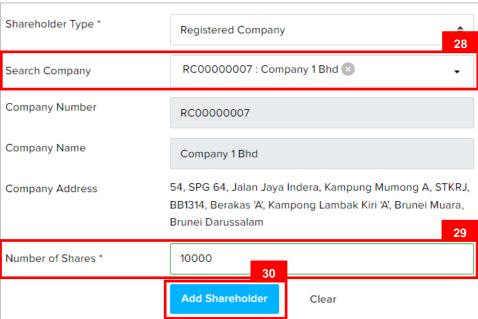
The added shareholder will be displayed on the right side of the page.



27. Shareholder Types can be Registered Company as well.

Enter the details for **Shareholder Type** field as per the example below.

Field	Example
Shareholder Type	Registered Company



28. Enter the details for Search Company field as per the example below.

Field	Example
Search Company	RC000000007

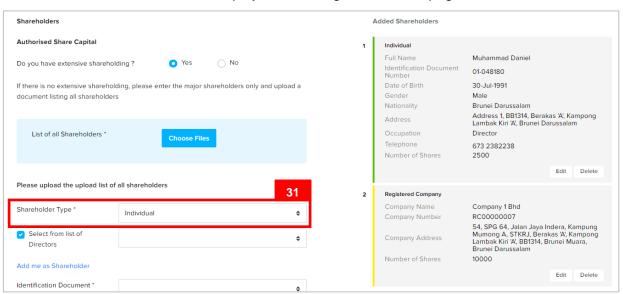
*Note:* Company must be registered in OCP before adding Company as a shareholder.

29. Enter the details for Number of Shares section as per the example below.

Field	Example
Number of Shares	10000

30. Click on the Add Shareholder button.

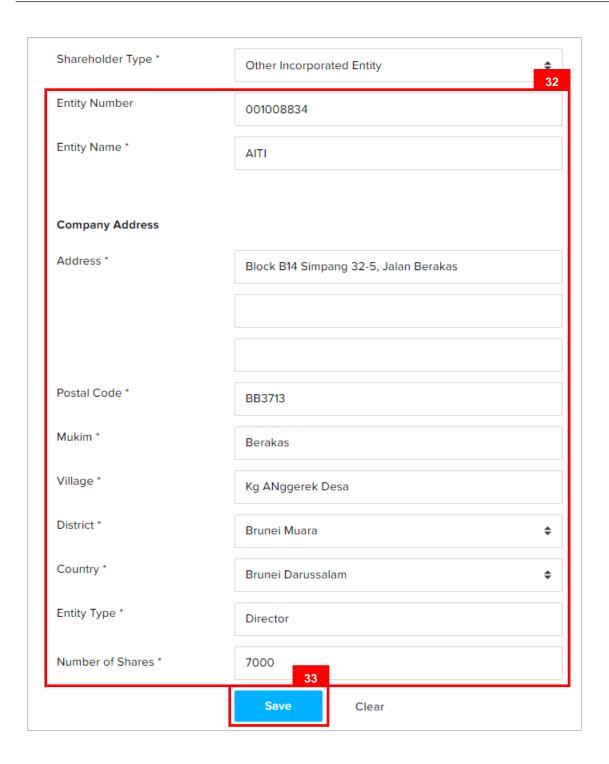
The added shareholder will be displayed on the right side of the page.



31. Shareholder Types can be **Other Incorporated Entity / Other Incorporated Entity (Foreign)** as well.

Enter the details for **Shareholder Type** field as per the example below.

Field	Example
Shareholder Type	Other Incorporated Entity

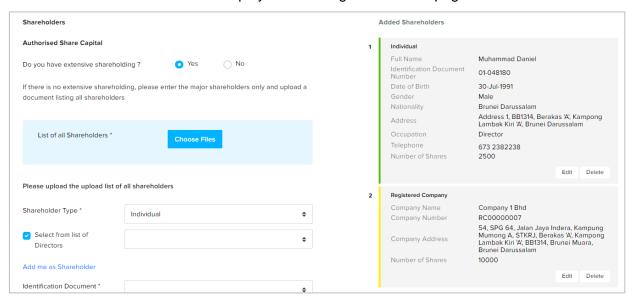


32. Enter the details for **Other Incorporated Entity** section as per the example below.

Field	Example
Entity Number	001008834
Entity Name	AITI
Address	Block B14 Simpang 32-5, Jalan Berakas
Postal Code	BB3713
	Filling in the postal code will auto populate the Mukim and Village field.
Mukim	Berakas
Village	Kg Anggerek Desa
District	Brunei Muara
Country	Brunei Darussalam
Entity Type	Corporation
Number of Shrares	7000

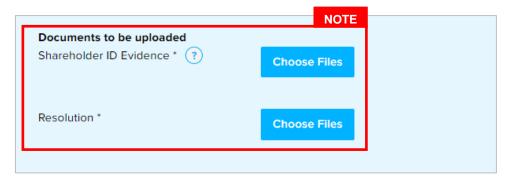
33. Click on the Add Shareholder button.

The added shareholder will be displayed on the right side of the page.



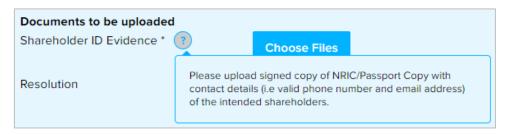
34. Repeat steps 22 – 26 to add the remaining shareholders.

User must upload the **Shareholder ID Evidence / Resolution**.



#### Note:

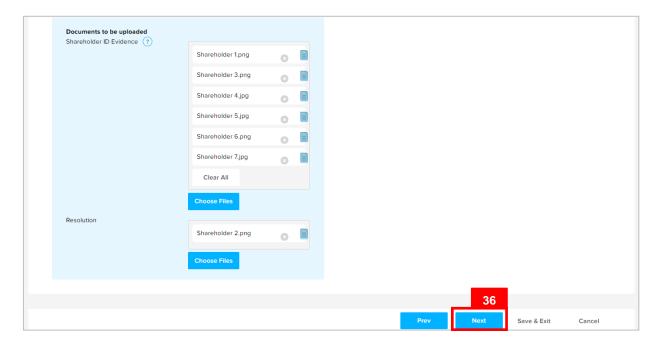
· Shareholder ID Evidence is compulsory for Individual shareholders.



Click on the icon for more information.

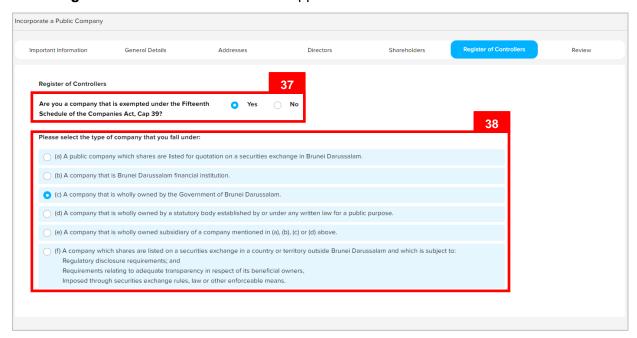
- Resolution is compulsory for Registered Company / Other Entities shareholders.
- 35. Repeat steps 18 19 to upload **Shareholder ID Evidence / Resolution**.

Once the directors are added and all required documents are uploaded, proceed to the next section.



36. Click on the Next button.

#### The Register of Controllers section will appear.



- 37. If the company is exempted under the Fifteenth Schedule of the Companies Act, Cap 39, click on the Yes radio button.
- 38. Select the details per the example below.

Field	Example
Please select the type of company that you fall under:	A company that is wholly owned by the Government of Brunei Darussalam.

39. If the company is <u>not</u> exempted under the Fifteenth Schedule of the Companies Act, Cap 39, click on the radio button.

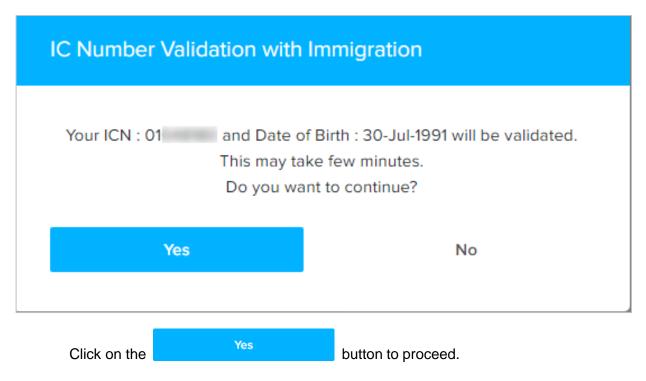
Register of Controllers		
Are you a company that is exempted under the Fifteenth  Schedule of the Companies Act, Cap 39?		
Please fill in the details of the company's beneficial owner/s below:		
Identification Document *	IC-Yellow	<b>\$</b>
Identification Document Number *	01-048181	
Date of Birth *	14-Jun-1992	<u></u>
Full Name *	Muhammad Ashraf	
Aliases (if any)		
Nationality *	Brunei Darussalam	\$
	Add Controllers Clear	

40. Enter the details for Register of Controllers section as per the example below.

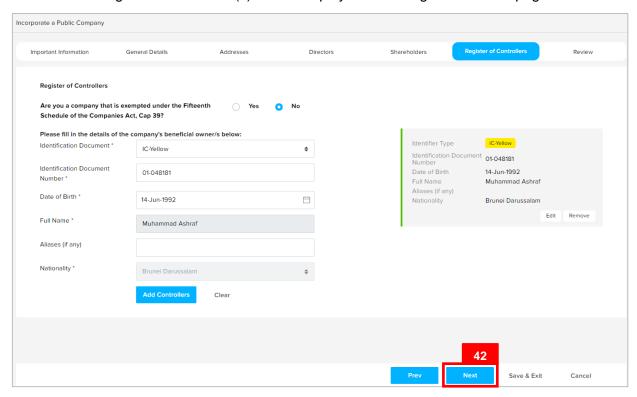
Field	Example
Identification Document	IC-Yellow
Identification Document Number	01-048181
Date of Birth	14-Jun-1992
Full Name	Muhammad Ashraf
	For Brunei IC, system will auto populate the name by extracting data from Immigration database using the Identification Document Number and Date of Birth information

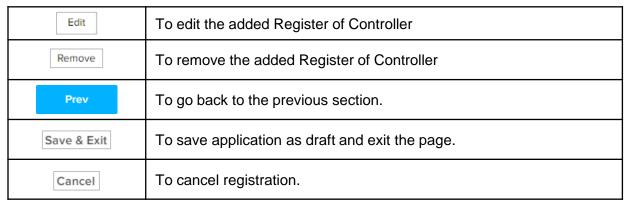
41. Click on the Add Controllers button.

**Note:** When entering the details for **Identification Document Number** and **Date of Birth**, there will be **IC Number Validation with Immigration.** 



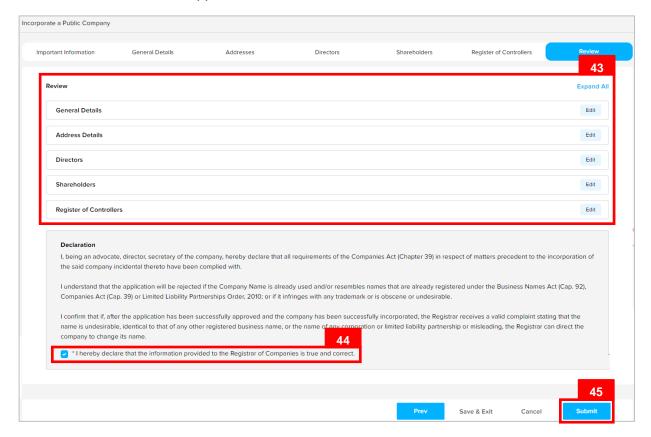
The added Register of Controller(s) will be displayed on the right side of the page.





42. Click on the Next button.

#### The **Review** section will appear.

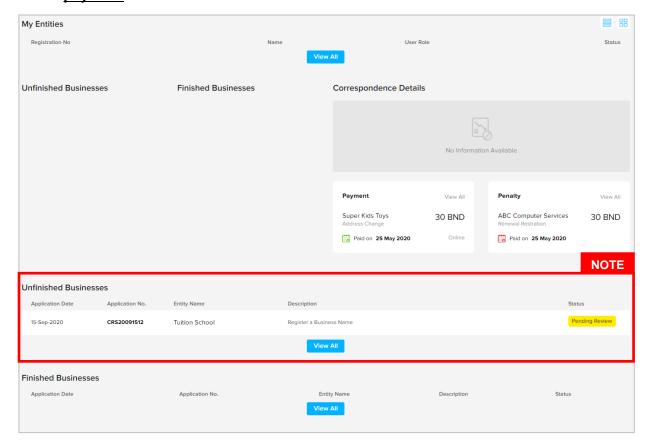


- 43. Click on the individual sections to view the separate sections or click on the Expand All button to view all the sections.
  - Click on the Edit button edit the specific sections.
- 44. Click on the \*I hereby declare that the information provided to the Registrar of Companies is true and correct.
  - checkbox after all the sections have been reviewed.
- 45. Click on the Submit button.

#### The **Payment** page will appear.

- · For payment via credit card, refer to User Guide Payment.
- For payment over the counter, take note of the <u>Application ID</u> and <u>total payment</u>
   and visit the ROCBN counter to make the payment.

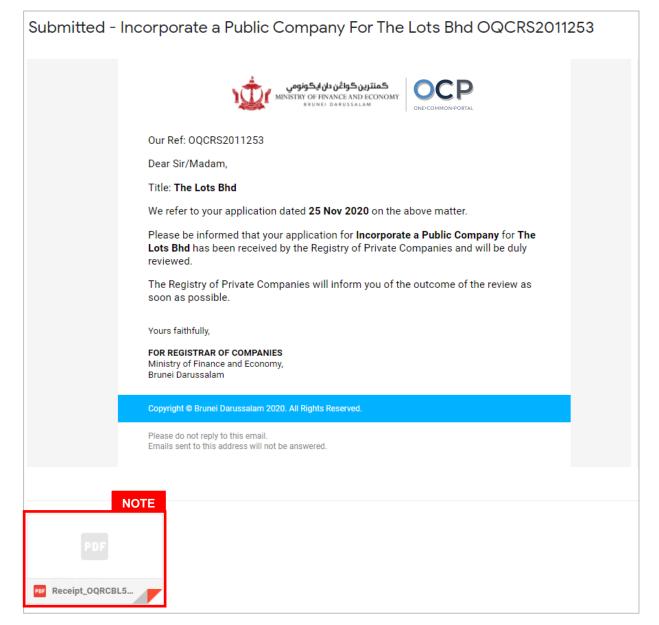
#### After payment has been made:



#### Note:

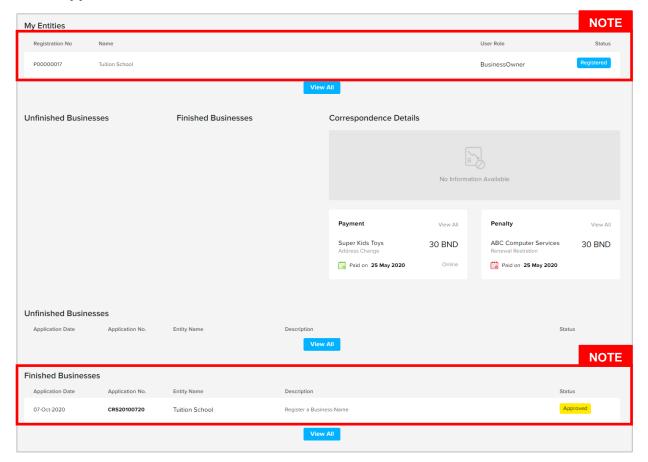
- After payment has been made, the icon will become Pending Review
- This indicates that the application has been paid and has been submitted for review/approval to ROCBN.

After <u>payment</u> has been made, applicant will receive an email **Submitted - Incorporate a Public Company** 



Note: Receipt of the payment will also be attached in the email.

#### After approval has been made:



#### Note:

- After approval has been made, the company will be displayed under the My
   Entities section with the status Registered.
- After approval has been made, the company will be displayed under the Finished
   Business section with the status Approved.

After <u>approval</u> has been made, applicant will receive an email **Incorporation of a Public Company.** 

#### Incorporation of a Public Company The Lots Bhd RC00000044





Our Ref:

RC00000046

Dear Sir/Madam,

Title: The Lots Bhd

We refer to your application dated 25 Nov 2020, together with enclosures, if any.

Please be informed that the company, **The Lots Bhd**, is now registered under the Companies Act (Chapter 39) with the registration number **RC00000046** 

Attached is the Certificate of Incorporation of a Public Company for your safekeeping.

Note: The AGM for Company **The Lots Bhd** (RC00000046) needs to be held by **25** May 2022.

Please also note that the 2022 annual return is due to be filed within 28 days of the  $\Delta GM$ 

We are pleased to inform you also that your business entity has been registered automatically to e-Amanah, Tabung Amanah Pekerja (TAP). You will then receive your Tabung Amanah Pekerja (TAP) & Supplemental Contributory Pension (SCP) account number via email/sms.

In this regard, The Registry of Companies and Business Names Division (ROCBN) is also pleased to inform that you may be contacted via email by other government agencies (such as Fire & Safety Division, Fire & Rescue Department and Food Quality Control and Safety Division, Ministry of Health) to obtain further information regarding your business. This information will be used for the purpose of ascertaining your business premise (if any).

All businesses are required to comply to the Competition Order, 2015; the Consumer Protection (Fair Trading) Order, 2011; and the Price Control Act, Chapter 142 and its regulations, including the Price Control (Display of Prices) Order and the Price Control (Cheap Sale Price) Regulations. For more information, please visit the JPKE website at <a href="https://www.depd.gov.bn/cad">www.depd.gov.bn/cad</a> or call JPKE at 2230223.

Yours faithfully,

#### FOR REGISTRAR OF COMPANIES

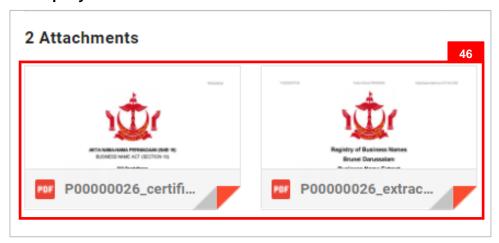
Ministry of Finance and Economy, Brunei Darussalam

Copyright © Brunei Darussalam 2020. All Rights Reserved.

Please do not reply to this email.

Emails sent to this address will not be answered

Also attached in the email will be the **Certificate of Incorporation of Limited Company** and **Company Extract.** 



46. Click on the attachments to view the documents.

The Certificate of Incorporation of Limited Company.



RC00000046

#### PERAKUAN PENUBUHAN SYARIKAT BERHAD

CERTIFICATE OF INCORPORATION OF LIMITED COMPANY

#### Saya dengan ini memperakui bahawa

I hereby certify that

### THE LOTS BHD

#### Adalah, pada 25 Haribulan November 2020 ditubuhkan

Is, on this 25 Day of November 2020 incorporated

#### di bawah Akta Syarikat-Syarikat, Penggal 39, dan bahawa

Under the Companies Act, Chapter 39, and that

#### Syarikat ini adalah sebuah syarikat BERHAD menurut syer

The company is a company LIMITED by shares

#### Dan bahawa syarikat ini adalah syarikat berhad

And that the company is a limited company

HAJAH NORLIAH BINTI HAJI KULA

Pendaftar Syarikat-Syarikat REGISTRAR OF COMPANIES NEGARA BRUNEI DARUSSALAM



The validation code for this Certificate of Incorporation is 251120202011148. To check the validity of this certificate, enter https://qa.ocp.mofe.gov.bn/VerifyDocument?code=251120202011148 in your browser.

#### The Company Extract.

2511202020111149

The Lots Bhd RC00000046

Extract generated as at 25-Nov-2020



# Registry of Companies Brunei Darussalam Company Extract

#### **General Details**

Registration Number : RC00000046
Company Name : The Lots Bhd
Company Type : Public Company
Entity Status : Registered
Incorporation Date : 25-Nov-2020

Business Sector 01 Crop and animal production, hunting and related services

activities

AGM Due Date : 25-May-2022

Latest Annual Returns : N/A

Filed

#### **Addresses**

Registered Office 54, SPG 64, Jalan Jaya Indera, Kampung Mumong A, STKRJ, Kampong Mumong A, Kuala Belait, Belait, KA1531, Brunei

Darussalam

#### Directors

#### Director

Full Name : Nationality : Brunei Darussalam

Identification : IC-Yellow

Identification

Document Number

Gender : Male

54, SPG 64, Jalan Jaya Indera, Kampung Mumong A, STKRJ,

Residential Address : Kampong Mumong A, Kuala Belait, Belait, KA1531, Brunei

Darussalam

Appointment Date : 25-Nov-2020

2511202020111149

The Lots Bhd RC00000046

Extract generated as at 25-Nov-2020



#### Director

Full Name :

Nationality : Brunei Darussalam

Identification : IC-Yellow

Identification

Document Number

Gender : Male

54, SPG 64, Jalan Jaya Indera, Kampung Mumong A, STKRJ, Residential Address : Kampong Mumong A, Kuala Belait, Belait, KA1531, Brunei

Kampong Mumong A, Kuala Belait, Belait, KA1531, Brunei Darussalam

Appointment Date : 25-Nov-2020

#### Shareholders

Authorised Share

Capital

: 25000.00

#### Individual(s)

#### Individual Shareholder

Number of Shares : 2000.00

Full Name

Nationality : Brunei Darussalam

Identification : IC-Yellow

Document

Identification

Document Number

Gender : Male

54, SPG 64, Jalan Jaya Indera, Kampung Mumong A, STKRJ,

Residential Address : Kampong Mumong A, Kuala Belait, Belait, KA1531, Brunei

Darussalam

Appointment Date : 25-Nov-2020

#### Individual Shareholder

Number of Shares : 2000.00

Full Name

Nationality : Brunei Darussalam

Identification : IC-Yellow

Document

Identification

2511202020111149

The Lots Bhd RC00000046

Extract generated as at 25-Nov-2020



Document Number Gender

Male

Residential Address

54, SPG 64, Jalan Jaya Indera, Kampung Mumong A, STKRJ, Kampong Mumong A, Kuala Belait, Belait, KA1531, Brunei

Darussalam

Appointment Date 25-Nov-2020

#### Registered Entity(s)

#### Registred Company Shareholder

Number of Shares

: 2000.00

Company Number

Company Name

Registered Office

54, SPG 64, Jalan Jaya Indera, Kampung Mumong A, STKRJ, Kampong Mumong A, Kuala Belait, Belait, KA1531, Brunei

Address

Darussalam

Appointment Date : 14-Nov-2020

#### Registred Company Shareholder

Number of Shares

: 2500.00

Company Number

Company Name Registered Office

54, SPG 64, Jalan Jaya Indera, Kampung Mumong A, STKRJ, Kampong Mumong A, Kuala Belait, Belait, KA1531, Brunei

Address

Darussalam

: 12-Jan-2015 Appointment Date

#### Registred Company Shareholder

Number of Shares

2000.00

Company Number

Company Name

Registered Office

54, SPG 64, Jalan Jaya Indera, Kampung Mumong A, STKRJ,

Address

Kampong Mumong A, Kuala Belait, Belait, KA1531, Brunei Darussalam

Appointment Date : 13-Jan-2015

#### Registred Company Shareholder

2511202020111149

2511202020111149

The Lots Bhd RC00000046

Extract generated as at 25-Nov-2020



Number of Shares

: 2000.00

Company Number

:

Company Name Registered Office

Address

54, SPG 64, Jalan Jaya Indera, Kampung Mumong A, STKRJ, Kampong Mumong A, Kuala Belait, Belait, KA1531, Brunei

Darussalam

Appointment Date

: 15-Jan-2015

#### **Registred Company Shareholder**

Number of Shares : 2000.00

Company Number :

- :

Company Name Registered Office

54, SPG 64, Jalan Jaya Indera, Kampung Mumong A, STKRJ, Kampong Mumong A, Kuala Belait, Belait, KA1531, Brunei

Address

Darussalam

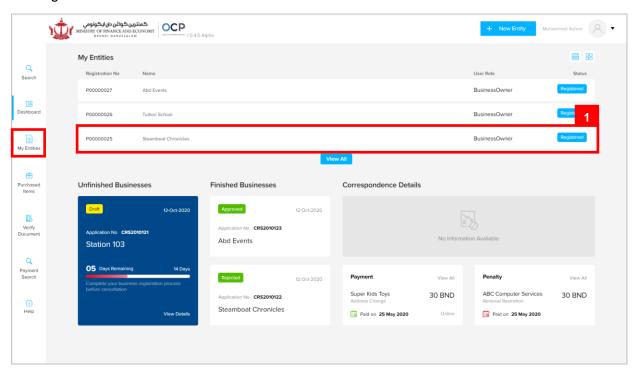
Appointment Date

: 09-Feb-2015

2511202020111149



Navigate to the OCP dashboard.

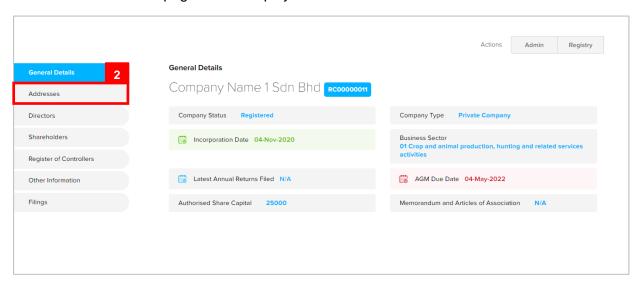


Registered company will be displayed under the My Entities section or by clicking on



1. Click on a registered Company Name.

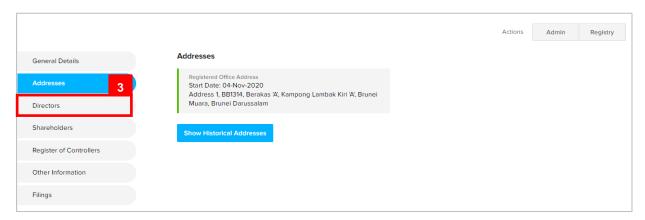
The **General Details** page will be displayed.



Note: The General Details page will display the following information -

- Company Number
- · Company Name
- Company Type
- · Incorporation Date
- · Business Sector
- · Latest Annual Returns Filed
- · AGM Due Date
- · Authorised Share Capital
- 2. Click on the Addresses section.

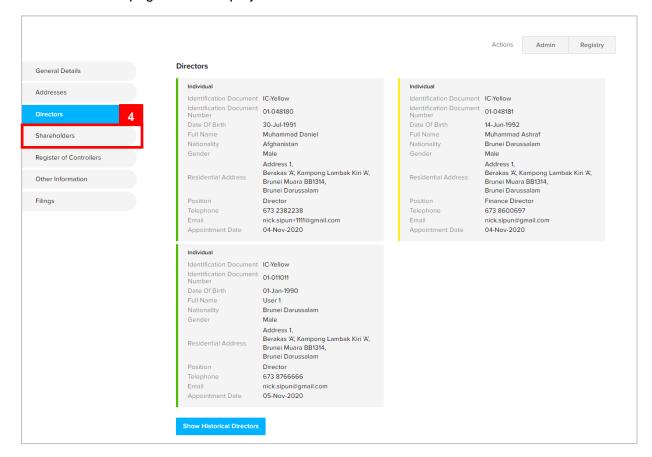
## The Addresses page will be displayed.



Note: The Addresses page will display the following information -

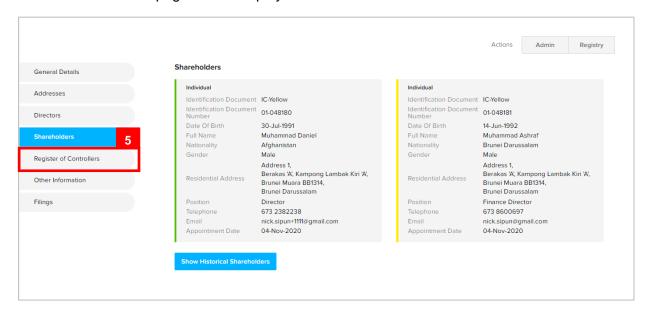
- Principal Place of Business
- Secondary Place of Business (if available)
- Click on the Show Historical Addresses button to display historical addresses (if available).
- 3. Click on the Directors section.

The **Directors** page will be displayed.



- The **Director** page will display the information of the <u>current</u> directors.
- Click on the Show Historical Directors button to display historical directors (if available).
- 4. Click on the Shareholders section.

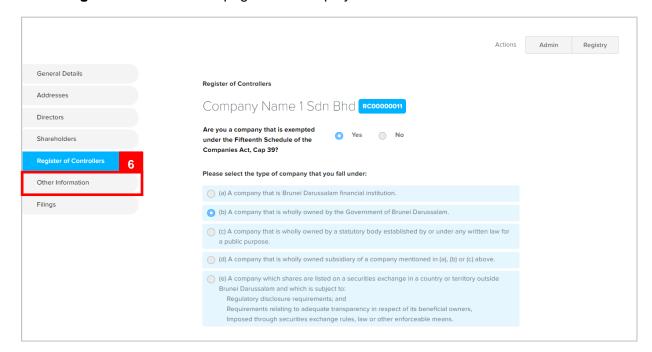
#### The **Shareholders** page will be displayed.



- The **Shareholders** page will display the information of the <u>current</u> shareholders.
- Click on the available).

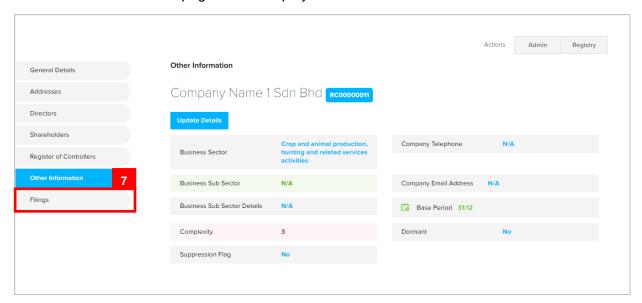
  Show Historical Shareholders button to display historical shareholders (if available).
- 5. Click on the Shareholders section.

#### The **Register of Controllers** page will be displayed.



- The Register of Controllers page will display the information of the <u>current</u> register of controller information.
- 6. Click on the Other Information section.

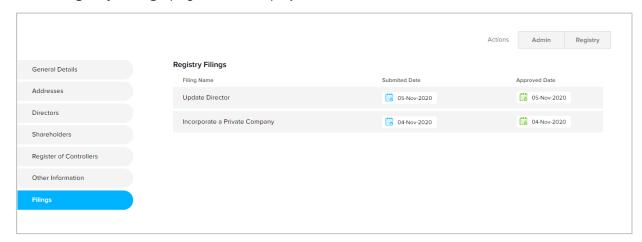
#### The **Other Information** page will be displayed.



Note: The General Details page will display the following information –

- · Business Sector
- Business Sub-Sector
- · Business Sub-Sector Details
- Basic Period
- Company Telephone
- Dormant
- Complexity
- Suppression Flag
- Click on the Update Details button to update the details.
- Updates can be made without any fee and approval requirement from ROCBN team
- 7. Click on the Filings section.

## The Registry Filings page will be displayed.



- The Registry Filings page will display the list of applications that have been submitted and paid.
- Click on the individual application to view the filing details.