

SINGAPORE BRANCH OFFICE REGISTRATION REQUIREMENTS



The Singapore Companies Act defines a foreign company as a company, corporation, society, association or other body incorporated outside Singapore or an unincorporated society, association or other body that does not have its head office or principal place of business in Singapore, and that may, under the law of its place of origin, sue or be sued; alternately, the company may hold property in the name of the secretary or other officer of the body or association duly appointed for that purpose.

Checklist: Singapore Branch Office Characteristics

	The branch office is considered as an extension of the foreign company. As such, it is not a separate legal entity.
	A branch does not have its own Memorandum and Articles of Association (MAA). Its structure, shareholders, and the business activities a branch carries out are directed by the MAA of its parent company.
	The branch office must have the same name as the foreign company.
	It must also carry out the same business activities.
	It must have a registered office address in Singapore.
	The foreign company will be held responsible for any liabilities incurred by its branch office.
	An Employment Pass must be secured for any foreign staff relocating to Singapore.

Checklist: Key Requirements for Singapore Branch Office Setup

	A certified copy of the certificate of incorporation in the foreign country;
	A certified copy of the instrument defining its constitution;
	A list of the directors with their respective professional profiles;
	If any of the directors are a Singapore resident and member of the local board of directors, then a memorandum stating the powers of the local directors must be furnished;
	A Memorandum of Appointment or Power of Attorney of two or more local agents who are authorised to accept notices served on the branch on its behalf. The local agents must be natural persons residing in (not necessarily citizens of) Singapore;
	A statutory declaration in prescribed form made by the agent confirming particulars of the branch;
	A notice of location of the registered office in Singapore;
	Original documents of the foreign corporation must be certified translated copies in English to be filed with the ROC

Notes

Advantages of Setting up a Singapore Branch Office

- A branch office allows foreign corporations to expand their business operations in Singapore and explore the Singaporean market.
- Establishing direct connection with local agents and distributors is also possible.
- Having a Singapore location can provide a good platform for brand building.

Disadvantages of Setting up a Branch Office

- For tax purposes, a branch office is considered a non-resident. Therefore, it will not be eligible for any tax exemptions or incentives usually allowed for new startups in Singapore.
- Since the branch office is not considered as a separate legal entity, the foreign parent company will be held responsible for all incurred liabilities.

At Richmond, we are able to provide you with a cost-effective and credible Central Business District registered office address. Our service includes the receipt and collection of all business correspondences on your behalf. You may also use this address in your company stamps, business cards, letterheads, and other corporate correspondences. At your request, the mail can be couriered to you once a month for a minimum handling fee of S\$12.

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