

LABUAN LIMITED PARTNERSHIPS AND LIMITED
LIABILITY PARTNERSHIPS ACT 2010

LABUAN LIMITED PARTNERSHIPS AND LIMITED LIABILITY PARTNERSHIPS
REGULATIONS 2010

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ARRANGEMENT OF REGULATIONS
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LABUAN LIMITED PARTNERSHIPS AND LIMITED LIABILITY
PARTNERSHIPS ACT 2010

LABUAN LIMITED PARTNERSHIPS AND LIMITED LIABILITY PARTNERSHIPS
REGULATIONS 2010

IN exercise of the powers conferred by section 89 of the Labuan Limited Partnerships and Limited Liability Partnerships Act 2010 [Act 707], the Minister, on the recommendation of the Authority, makes the following regulations:

Citation and commencement

1. (1) These regulations may be cited as the **Labuan Limited Partnerships and Limited Liability Partnerships Regulations 2010**.

(2) These Regulations come into operation on 15 December 2010.

Interpretation

2. In these Regulations, unless the context otherwise requires—

“agent” means a Labuan trust company appointed and authorized to act as the agent to a Labuan limited partnership or Labuan limited liability partnership or recognized limited liability partnership acting on behalf of such partnership for the purpose of ensuring compliance to the provisions of the Act and these Regulations;

“trust officer” means the authorized officer of the Labuan trust company acting as an agent to act on behalf of the agent for the purpose of verification and submission of forms under these Regulations.

General requirements for documents filed with the Authority

3. (1) Subject to subregulation (2), a document to be filed with the Authority pursuant to the Act or these Regulations shall be filed in the office of the Authority in Labuan and shall comply with the following requirements:

- (a) the document shall be on paper of medium weight, good quality and of international standard A4 size;
- (b) the document shall be clearly printed or typewritten or otherwise produced in a manner that is permanent and is possible to be reproduced by photographic means; and
- (c) except with the consent of the Authority, the document shall not be a facsimile, carbon or photo copy.

(2) A person may file the document required by the Authority under these Regulations through electronic means as may be provided by the Authority.

Verification and certification of documents

4. (1) For the purposes of the Act or these Regulations, a copy of any document which requires verification shall be verified by a statutory declaration by a person authorized to file the form with the Authority declaring that he has compared the copy of the document with the original document and that it is a true copy of the document of which it purports to be a copy.

(2) For the purposes of the Act or these Regulations, a copy of any document filed electronically and requires verification shall be verified by the trust officer authorized to make such filing declaring that he has compared the copy of the document with the original document executed by the proper signatory.

(3) For the purposes of paragraph 48(2)(a) of the Act, a certified copy of a document referred to in that paragraph is a copy that has, within the period of three months immediately preceding the day on which it is filed with the Authority or within such longer period as the Authority may allow, been certified to be a true copy by an official holding or purporting to hold an office corresponding to that of the Authority in the country or part thereof in which the foreign limited liability partnership concerned is formed or incorporated.

(4) For the purposes of paragraph 48(2)(b) of the Act, a certified copy of a document referred to in that paragraph is a copy that has, within the period of three months immediately preceding the day on which it is filed with the Authority or within such longer period as the Authority may allow, been certified to be a true copy—

- (a) by an official holding or purporting to hold an office corresponding to that of the Authority in the country or part thereof in which the foreign limited liability partnership concerned is formed or incorporated;
- (b) by a notary public; or
- (c) by a designated partner or agent of the foreign limited liability partnership by affidavit or, in the case of a foreign limited liability partnership formed or incorporated within the Commonwealth countries, by statutory declaration made by a designated partner or agent of the foreign limited liability partnership.

(5) For the purposes of paragraph 48(2)(e) of the Act, a memorandum of appointment or power of attorney shall be verified by an affidavit or, in the case of a foreign limited liability partnership formed or incorporated within the Commonwealth countries by statutory declaration, by a person verifying that he was present and did see—

- (a) the seal of the foreign limited liability partnership duly affixed to the memorandum of appointment or power of attorney; or
- (b) the memorandum of appointment or power of attorney duly executed on behalf of the foreign limited liability partnership in such manner as to be binding on the foreign limited liability partnership.

(6) For the purposes of subsection 48(5) of the Act, a copy of the deed or document referred to in that subsection shall be verified by statutory declaration by a designated partner or the agent of the foreign limited liability partnership declaring that he has compared the copy with the original deed or document and that it is a true copy of the deed or document of which it purports to be a copy.

Affidavit and statutory declaration

5. (1) Except as otherwise provided in the Act or these Regulations, an affidavit or a statutory declaration sworn or declared for the purposes of the Act or these Regulations shall—

- (a) on behalf of a Labuan limited partnership or Labuan limited liability partnership, be made by a general partner of the Labuan limited partnership or a designated partner of the Labuan limited liability partnership; and
- (b) on behalf of a recognized limited liability partnership, be made by a designated partner of the recognized limited liability partnership or a trust officer of the agent of the recognized limited liability partnership.

(2) Where an affidavit or a statutory declaration prescribed by the Act or these Regulations purports to be sworn or declared at a place outside Malaysia, the affidavit or statutory declaration shall be sufficient for the purposes of the Act and these Regulations if it purports to be sworn or declared in accordance with the requirements of the law of that place.

Signature of documents filed with the Authority

6. Except as otherwise provided in the Act or these Regulations, a document to be filed with the Authority under the Act or these Regulations shall—

- (a) in relation to a Labuan limited partnership or a Labuan limited liability partnership, be signed or authenticated by a general partner of the Labuan limited partnership or a designated partner of the Labuan limited liability partnership; and
- (b) in relation to a recognized limited liability partnership, be signed or authenticated by a designated partner of the recognized limited liability partnership, or a trust officer of the agent appointed by the recognized limited liability partnership.

Documents to be filed where a change or alteration is made in respect of a recognized limited liability partnership

7. For the purposes of subsection 51(1) of the Act, the document which a recognized limited liability partnership is required to file with the Authority are as follows:

- (a) where any change or alteration is made in the partnership agreement or any other instrument embodied as the constituent document of the recognized limited liability partnership or other instrument relating to

the recognized limited liability partnership, a copy of the instrument effecting the change or alteration or a copy of the partnership agreement or similar instrument embodied as its constituent document or other instrument as changed or altered, in either case being a copy certified to be a true copy in the same manner as a certified copy referred to in paragraph 48(2)(b) of the Act is certified under subregulation 4(4) to be a true copy;

- (b) where any change or alteration is made in the name of the recognized limited liability partnership, a copy of the certificate of its incorporation or registration in its place of incorporation or origin or a document of similar effect (being a certificate or document evidencing the change or alteration) or where there is no such certificate or document, a copy of the instrument effecting the change or alteration, in either case being a copy certified to be a true copy in the same manner as a certified copy referred to in paragraph 48(2)(a) of the Act is certified under subregulation 4(3) to be a true copy; and
- (c) where the change is in respect of the Labuan trust company acting as the agent of the recognized limited liability partnership, a copy of the memorandum of appointment or power of attorney appointing a Labuan trust company in its place under the seal of the recognized limited liability partnership verified in accordance with subregulation 4(1).

Forms for receivership and winding-up of a Labuan limited liability partnership

8. Where a Labuan limited liability partnership is placed under receivership or is to be wound-up, the prescribed forms contained in the Companies Regulations 1996 [P.U. (A) 173/1966] and the Companies (Winding-Up) Rules 1972 [P.U. (A) 289/1972] in relation to receivership and winding-up of a company limited by shares shall, subject to such modifications and adaptations prescribed under subsection 67(2) of the Act as may be necessary, apply to the receivership or winding-up of such Labuan limited liability partnership.

Time for filing of documents

9. Where a document is required by the Act to be filed with the Authority, and no time period within which the document is to be filed is prescribed, the document shall be filed within thirty days or within such further period as the Authority in special circumstances may allow after the happening of the event to which the document relates.

Particulars to be provided in the forms

10. (1) Subject to these Regulations, the forms as referred to in the third column of the First Schedule and set out in the Second Schedule shall be the forms to be used for the purposes described in the First Schedule.

(2) A form shall be completed in accordance with the instructions stated in the form.

(3) Where there is no form prescribed under these Regulations in respect of any application provided under the Act, the application shall be made in such manner as may be provided by the Authority from time to time.

(4) Where a form requires completion by the insertion, or the attachment to the form, of a document containing particulars or other matters referred to in the form, those particulars or other matters are prescribed as the particulars or other matters required under the provisions of the Act or these Regulations for the purposes for which the form is prescribed.

(5) Where a form requires the insertion of—

- (a) a name of a person, the name of that person shall be the name, in respect of a Malaysian citizen, that appears on his identity card and, in respect of a non-citizen, that appears on his passport;
- (b) the particulars of the identification card number in respect of a Malaysian citizen, as appears on his identification card; or
- (c) the particulars of the passport number in respect of a non-citizen, as appears on his passport.

Payment of fees

11. (1) The fees to be paid to the Authority pursuant to section 72 of the Act shall be as prescribed in the Third Schedule.

(2) The fees payable to the Authority in respect of the filing of a document shall be paid at the time the document is filed.

(3) The Authority may by notice in writing specify the mode of payment for electronic filing of the document.

(4) Where a fee is payable for or in respect of the filing of a document and the document is filed without payment of the fee, the document is deemed not to have been filed until the fee has been paid.

(5) Where a fee is payable for or in respect of any matter involving the doing of any act or thing by the Authority, the Authority has the power to refuse to do that act or thing until the fee has been paid.

Procedure in liquidation of a recognized limited liability partnership

12. Where a recognized limited liability partnership goes into liquidation, the recognized limited liability partnership shall, for the purposes of subsection 54(2) of the Act, nominate an approved liquidator to be appointed by the Authority within thirty days of the lodgement of the notice of liquidation under paragraph 54(1)(a) of the Act, and the recognized limited liability partnership shall bear all costs and expenses relating to such appointment.

Repeal, savings and transitional

13. (1) The Labuan Offshore Limited Partnerships Regulations 1999 [P.U. (A) 165/1999] are repealed (referred to in these Regulations as the "Repealed Regulations").

(2) Notwithstanding subregulation (1)—

- (a) all fees paid or received under the repealed Regulations shall be deemed to have been paid or received under these Regulations;
- (b) any application made under the repealed Regulations for a license or registration to contravene the acceptable conditions, renewal, transfer or changes of such licence or registration, which are pending immediately before the date of the coming into operation of these Regulations shall, after the date of the coming into operation of these Regulations, be dealt with under the repealed Regulations and for such purposes it shall be treated as if these Regulations have not been made;
- (c) all licences, registration or approval issued or granted under the repealed Regulations shall, after the date of the coming into operation of these Regulations, continue to remain in full force and effect until the licence, registration or approval expires, amended, suspended or cancelled under the repealed Regulations and for such purposes it shall be treated as if these Regulations has not been made; and
- (d) all transactions or dealings lawfully executed or entered into, and all business lawfully done, under or in accordance with the repealed Regulations by a person who is approved or registered under the repealed Regulations, with any other person, shall be deemed to have been lawfully and validly executed, entered into, or done, under and in accordance with these Regulations, and accordingly, any rights or liability under such transactions or dealings, immediately before the coming into operation of these Regulations, shall be deemed to continue to be lawful and valid under these Regulations.

FIRST SCHEDULE

(Regulation 10)

FORMS

(1) <i>Section No.</i>	(2) <i>Description of Form</i>	(3) <i>Form No.</i>
subsection 5(1)	Application for registration of a Labuan limited partnership	1
subsection 5(4)/ subsection 30(3)	Certificate of registration of Labuan limited partnership/Labuan limited liability partnership	2
subsection 6(1)	Notice of changes to Labuan limited partnership agreement	3

(1) <i>Section No.</i>	(2) <i>Description of Form</i>	(3) <i>Form No.</i>
subsection 6(2)/ subsection 31(2)	Certificate of registration of notice of changes to the Labuan limited partnership/limited liability partnership agreement	4
subsection 8(3)/ subsection 33(3)/ section 51	Certificate of registration of change of name of a *limited partnership, limited liability partnership/ recognized limited liability partnership	5
subsection 9(2)/ subsection 63(2)	Notice of change of the address of the registration office	6
subsection 21(5)	Application for registration of an assignment	7
subsection 21(6)	Certificate of registration of an assignment	8
subsection 24(1)	Notice of dissolution	9
subsection 30(1)	Application for registration of a Labuan limited liability partnership	10
subsection 31(1)	Notice of changes to Labuan limited liability partnership agreement	11
subsection 36(1)	Application for conversion to a Labuan limited liability partnership	12
subsection 37(1)	Certificate of conversion to a Labuan limited liability partnership	13
subsection 48(1)	Application for registration of a Labuan recognized limited liability partnership	14
subsection 48(3)	Certificate of registration of a Labuan recognized limited liability partnership	15
subsection 51(1)	Notice of changes to a Labuan recognized limited liability partnership agreement	16
section 53	Notice by a Labuan recognized limited liability partnership of cessation of business	17
paragraph 54(1)(a)	Notice of liquidation or dissolution of a Labuan recognized limited liability partnership	18
paragraph 54(1)(b)	Notice of appointment of a foreign liquidator	19
subsection 66(1)	Annual solvency certificate	20
subsection 68(6)/ subsection 68(7)	Declaration of dissolution of Labuan limited liability partnership	21

(1) <i>Section No.</i>	(2) <i>Description of Form</i>	(3) <i>Form No.</i>
subsection 68(8)	Declaration of distribution of surplus assets of Labuan limited liability partnership	22
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SECOND SCHEDULE

(Regulation 10)

FORM 1

Labuan Limited Partnerships and Limited Liability Partnerships Act 2010

(Subsection 5(1))

APPLICATION FOR REGISTRATION OF A LABUAN LIMITED PARTNERSHIP

To
 Director General
 Labuan Financial Services Authority
 Labuan, Malaysia

1. I, the undersigned, an officer of
 (name of Labuan trust company) whose registered address is at, a
 Labuan trust company duly appointed to undertake the registration of a Labuan limited partnership,
 hereby apply for registration of a Labuan limited partnership.

2. The particulars of the partnership are as follows:

(i) The name of the partnership is:

.....

(ii) The address of the registered office of the partnership is:

.....

(iii) The principal place of business is:

.....

- (iv) The full name and address of each of the general partners are as follows (and in the case of a body corporate, its place of incorporation and its registered or principal office):

<i>Name</i>	<i>Address/ Registered or Principal Office</i>	<i>Nationality/Place of Incorporation</i>	<i>NRIC. No./ Passport No./ Registration No.</i>	<i>Resident of Malaysia (Yes/No)</i>

- (v) The term (if any) for which the partnership is to exist:

.....

- (vi) The nature of the business to be undertaken:

.....

- (vii) The amount of contribution by each partner:

<i>Name of partner (state general or limited)</i>	<i>Contribution</i>

- (viii) Any additional information considered relevant to this application:

.....

3. A copy of the Labuan limited partnership agreement dated day of in the year of duly executed by the partners is attached.

I declare that all information given in this application and in the attached annexure(s) (if any) is true and correct.

Dated this day of in the year of

.....
Trust Officer

Filed in the office of Labuan Financial Services Authority by— Name: Address: Telephone No.: Facsimile No.:	<i>For Office Use</i> Date of Registration: Receipt No.: Checked by:
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FORM 2

Labuan Limited Partnerships and Limited Liability Partnerships Act 2010
(Subsection 5(4)/subsection 30(3))

Registration No.:

[Empty registration number box]

CERTIFICATE OF REGISTRATION OF A *LABUAN LIMITED PARTNERSHIP/LABUAN LIMITED LIABILITY PARTNERSHIP

This is to certify that (name of *Labuan limited partnership/ Labuan limited liability partnership) and having its registered office address at is registered under the Labuan Limited Partnerships and Limited Liability Partnerships Act 2010 on and from the day of in the year of shall be deemed to be a *Labuan limited partnership/Labuan limited liability partnership.

Given under my hand and seal on this day of in the year of

.....
*For Labuan Financial Services Authority
Federal Territory of Labuan
Malaysia*

* Delete whichever is inapplicable

FORM 3

Labuan Limited Partnerships and Limited Liability Partnerships Act 2010
(Subsection 6(1))

Registration No.:

[Empty registration number box]

NOTICE OF CHANGES TO LABUAN LIMITED PARTNERSHIP AGREEMENT

To
Director General
Labuan Financial Services Authority
Labuan, Malaysia

The Labuan Limited Partnership registered as (name of the Labuan limited partnership) hereby gives notice that the changes specified below have been made to its partnership agreement:

- 1. Change in the name of the partnership:

Previous name:

New name:

2. Change in the nature of the business
 Nature of business as previously carried on:
 Nature of business as carried on now:
3. Change in the principal place of business
 Previous place of business:
 New place of business:
4. Change in the partners, or the name of any partners:

<i>Name</i>	<i>Address/ Registered or Principal Office</i>	<i>Nationality/ Place of Incorporation</i>	<i>NRIC. No./ Passport No./ Registration No.</i>	<i>Resident of Malaysia (Yes/No)</i>	<i>Nature of Change and Effective Date</i>

5. Change in the term or character of the partnership:
 Previous term (if any) but if no definite term, then the conditions under which the partnership was constituted:
 New term (if any) but if no definite term, then the conditions under which the partnership is constituted:
6. Change in the sum contributed by any partner:

<i>Name of partner (state general or limited)</i>	<i>Contribution</i>

7. Change in the liability of any partner by reason of his becoming a general partner instead of a limited partner (or vice versa):

8. Others (please specify):

Dated this day of in the year of

.....
General Partner

Filed in the office of Labuan Financial Services Authority by— Name: Address: Telephone No.: Facsimile No.:	<i>For Office Use</i> Date of Registration: Receipt No.: Checked by:
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FORM 4

Labuan Limited Partnerships and Limited Liability Partnerships Act 2010
(Subsection 6(2)/subsection 31(2))

Registration No.:

[Empty box for Registration No.]

CERTIFICATE OF REGISTRATION OF NOTICE OF CHANGES TO THE *LABUAN
LIMITED PARTNERSHIP/LABUAN LIMITED LIABILITY PARTNERSHIP AGREEMENT

This is to certify that (name of *Labuan limited partnership/
Labuan limited liability partnership) whose registered office address is at
has filed a notice dated on day of, in the year of
specifying the nature of the changes to the *Labuan limited partnership/limited liability partnership
agreement.

Given under my hand and seal this day of in the year of

.....
*For Labuan Financial Services Authority
Federal Territory of Labuan
Malaysia*

* Delete whichever is inapplicable

FORM 5

Labuan Limited Partnerships and Limited Liability Partnerships Act 2010
(Subsection 8(3)/subsection 33(3)/section 51)

Registration No.:

[Empty box for Registration No.]

CERTIFICATE OF REGISTRATION OF CHANGE OF
NAME OF A *LABUAN LIMITED PARTNERSHIP/LABUAN LIMITED LIABILITY
PARTNERSHIP/RECOGNIZED LIMITED LIABILITY PARTNERSHIP

This is to certify that which was, on the
day of, in the year of registered as a *Labuan limited partnership/Labuan
limited liability partnership/recognized limited liability partnership under Labuan Limited Partnerships
and Limited Liability Partnerships Act 2010 did on the day of, in the year
of change its name to

Given under my hand and seal this day of in the year of

.....
*For Labuan Financial Services Authority
Federal Territory of Labuan
Malaysia*

* Delete whichever is inapplicable

FORM 6

Labuan Limited Partnerships and Limited Liability Partnerships Act 2010
(Subsection 9(2)/subsection 63(2))

Registration No.:

NOTICE OF CHANGE OF THE ADDRESS OF THE REGISTERED OFFICE

To
Director General
Labuan Financial Services Authority
Labuan, Malaysia

Notice is hereby given that the address of the registered office of (name of the *Labuan limited partnership/Labuan limited liability partnership) has been changed from to with effect from the day of, in the year of

Dated this day of in the year of

.....
* General Partner/Designated Partner

* Delete whichever is inapplicable

<p>Filed in the office of Labuan Financial Services Authority by—</p> <p>Name:</p> <p>Address:</p> <p>Telephone No.:</p> <p>Facsimile No.:</p>	<p><i>For Office Use</i></p> <p>Date of Registration:</p> <p>Receipt No.:</p> <p>Checked by:</p>
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FORM 7

Labuan Limited Partnerships and Limited Liability Partnerships Act 2010
(Subsection 21(5))

Registration No.:

APPLICATION FOR REGISTRATION OF AN ASSIGNMENT

To
Director General
Labuan Financial Services Authority
Labuan, Malaysia

Notice is hereby given that under an arrangement entered into on the day of in the year of (name of the Labuan limited partner) of the firm of (name of the Labuan limited partnership) has assigned (state the portion of the share assigned) his share of the business as a limited partner in the firm to (name of assignee).

Except expressly provided herein, the remaining provisions of the partnership agreement of the Labuan limited partnership shall remain valid and enforceable.

Dated this day of in the year of

.....
General Partner

Filed in the office of Labuan Financial Services Authority by— Name: Address: Telephone No.: Facsimile No.:	<i>For Office Use</i> Date of Registration: Receipt No.: Checked by:
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FORM 8

Labuan Limited Partnerships and Limited Liability Partnerships Act 2010
(Subsection 21(6))

Registration No.:

CERTIFICATE OF REGISTRATION OF AN ASSIGNMENT

This is to certify that + a limited partner of (name of the Labuan limited partnership) has registered *his/her assignment of *his/her interest in the Labuan limited partnership to + with effect from day of in the year of

Given under my hand and seal this day of in the year of

.....
*For Labuan Financial Services Authority
Federal Territory of Labuan
Malaysia*

+ Insert name of the limited partner
* Delete whichever is inapplicable

FORM 9

Labuan Limited Partnerships and Limited Liability Partnerships Act 2010

(Subsection 24(1))

Registration No.:

NOTICE OF DISSOLUTION

To
 Director General
 Labuan Financial Services Authority
 Labuan, Malaysia

Notice is hereby given that a Labuan limited partnership registered as
 and having its registered office address at is dissolved
 with effect from the day of in the year of

Dated this day of in the year of

.....
General Partner

Filed in the office of Labuan Financial Services Authority by—	<i>For Office Use</i>
Name:	Date of Registration:
Address:	Receipt No.:
Telephone No.:	Checked by:
Facsimile No.:	

FORM 10

Labuan Limited Partnerships and Limited Liability Partnerships Act 2010

(Subsection 30(1))

APPLICATION FOR REGISTRATION OF A LABUAN LIMITED LIABILITY PARTNERSHIP

To
 Director General
 Labuan Financial Services Authority
 Labuan, Malaysia

I, the undersigned, the person authorized to be a designated partner and who is duly appointed to undertake the registration of the proposed Labuan limited liability partnership, hereby apply for such registration through a Labuan trust company, (name of trust company) whose address at (address of Labuan trust company).

2. The particulars of the partnership are as follows:

(i) The name of the partnership is:

(ii) The address of the registered office of the partnership is:
.....

(iii) The principal place of business is:
.....

(iv) The full name and address of the designated partner(s) is/are as follows (and in the case of a body corporate, its place of incorporation and its registered or principal office):

<i>Name</i>	<i>Address/ Registered or Principal Office</i>	<i>Nationality</i>	<i>NRIC. No./ Passport No./ Registration No.</i>	<i>Resident of Malaysia (Yes/No)</i>

(v) The full name and address of each of the limited partners are as follows (and in the case of a body corporate, its place of incorporation and its registered or principal office):

<i>Name</i>	<i>Address/ Registered or Principal Office</i>	<i>Nationality/ Place of Incorporation</i>	<i>NRIC. No./ Passport No./ Registration No.</i>	<i>Resident in Malaysia (Yes/No)</i>

(vi) The term (if any) for which the partnership is to exist:
.....

(vii) The nature of the business to be undertaken:
.....

(viii) The amount of contribution by each partner:
.....

<i>Name of partner (state designated or limited)</i>	<i>Contribution</i>

(ix) Any additional information considered relevant to this application:
.....

3. A copy of the Labuan limited liability partnership agreement dated day of, in the year of duly executed by the partners is attached.

I declare that all information given in this application and in the attached annexure(s) (if any) is true and correct.

Dated this day of in the year of

.....
Authorized Person

Filed in the office of Labuan Financial Services Authority by— Name: Address: Telephone No.: Facsimile No.:	<i>For Office Use</i> Date of Registration: Receipt No.: Checked by:
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FORM 11

Labuan Limited Partnerships and Limited Liability Partnerships Act 2010

(Subsection 31(1))

Registration No.:

NOTICE OF CHANGES TO LABUAN LIMITED LIABILITY PARTNERSHIP AGREEMENT

To
 Director General
 Labuan Financial Services Authority
 Labuan, Malaysia

The Labuan Limited Liability Partnership registered as (name of the Labuan limited liability partnership) hereby gives notice that the changes specified below have been made to its partnership agreement:

1. Change in the name of the partnership:
 Previous name:
 New name:
2. Change in the nature of the business
 Nature of business as previously carried on:
 Nature of business as carried on now:
3. Change in the principal place of business
 Previous place of business:
 New place of business:

4. Change in the partners, or the name of any partners:

<i>Name</i>	<i>Address/ Registered or Principal Office</i>	<i>Nationality/ Place of Incorporation</i>	<i>NRIC. No./ Passport No./ Registration No.</i>	<i>Resident of Malaysia (Yes/No)</i>	<i>Nature of Change and Effective Date</i>

5. Change in the term or character of the partnership:

Previous term (if any) but if there are no definite term, then the conditions under which the partnership was constituted:

New term (if any) but if there are no definite term, then the conditions under which the partnership is constituted:

6. Change in the sum contributed by any partner:

<i>Name of partner (state designated or limited)</i>	<i>Contribution</i>

7. Others (please specify):

8. A copy of the supporting document(s) evidencing the changes above is attached.

Dated this day of in the year of

.....
Designated Partner

Filed in the office of Labuan Financial Services Authority by— Name: Address: Telephone No.: Facsimile No.:	<i>For Office Use</i> Date of Registration: Receipt No.: Checked by:
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FORM 12

Labuan Limited Partnerships and Limited Liability Partnerships Act 2010
(Subsection 36(1))

APPLICATION FOR CONVERSION TO A LABUAN LIMITED LIABILITY PARTNERSHIP

To
 Director General
 Labuan Financial Services Authority
 Labuan, Malaysia

1. I, the undersigned, an officer of
 (name of Labuan trust company) whose registered address is at

a Labuan trust company duly appointed to undertake the registration of a Labuan limited liability partnership, hereby apply for conversion of (state type of entity being converted), registered on under Part III of the Labuan Limited Partnerships and Limited Liability Partnerships Act 2010 or the Labuan Offshore Limited Partnerships Act 1997, or incorporated on under the Labuan Companies Act 1990 to a Labuan limited liability partnership.

2. The particulars of the partnership are as follows:

(i) The name of the partnership is:

.....

(ii) The address of the registered office of the partnership is:

.....

(iii) The principal place of business is:

.....

(iv) The full name and address of each of the designated partners are as follows (and in the case of a body corporate, its place of incorporation and its registered or principal office):

<i>Name</i>	<i>Address/Registered or Principal Office</i>	<i>Nationality</i>	<i>NRIC. No./ Passport No./ Registration No.</i>

(v) The term (if any) for which the partnership is to exist:

.....

(vi) The nature of the business to be undertaken:

.....

(vii) The amount of contribution by each partner:

.....

<i>Name of partner (state designated or limited)</i>	<i>Contribution</i>

(viii) Any additional information considered relevant to this application:

.....

3. A copy of a statutory declaration* confirming the following is attached—

- (i) where the applicant is a Labuan limited partnership, that the partners of the Labuan limited liability partnership to which the limited partnership is to be converted, comprises all the partners of the Labuan limited partnership and no one else; and
- (ii) where the applicant is a Labuan company, that there is no security interest in its assets subsisting or in force at the time of application and the partners of the Labuan limited liability partnership to which it is to be converted comprises all the shareholders of the Labuan company and no one else.

4. A copy of the Labuan limited liability partnership agreement dated day of, in the year of duly executed by the partners is attached.

I declare that all information given in this application and in the annexure(s) (if any) is true and correct.

Dated this day of in the year of

.....
Trust Officer

* Given by the general partner in the case of a Labuan limited partnership and by a director in the case of a Labuan company

Filed in the office of Labuan Financial Services Authority by— Name: Address: Telephone No.: Facsimile No.:	<i>For Office Use</i>
	Date of Registration:
	Receipt No.:
	Checked by:

FORM 13

Labuan Limited Partnerships and Limited Liability Partnerships Act 2010
(Subsection 37(1))

Registration No.:

CERTIFICATE OF CONVERSION TO A LABUAN LIMITED LIABILITY PARTNERSHIP

This is to certify that is converted under the Labuan Limited Partnerships and Limited Liability Partnerships Act 2010 on and from the day of, in the year of..... into a Labuan limited liability partnership, to be known as

Given under my hand and seal this day of in the year of

.....
*For Labuan Financial Services Authority
Federal Territory of Labuan
Malaysia*

FORM 14

Labuan Limited Partnerships and Limited Liability Partnerships Act 2010

(Subsection 48(1))

APPLICATION FOR REGISTRATION OF A RECOGNIZED LIMITED LIABILITY PARTNERSHIP

To
 Director General
 Labuan Financial Services Authority
 Labuan, Malaysia

1. We, (name of Labuan trust company), the undersigned, whose registered address is at, a Labuan trust company, hereby apply for registration of (name of foreign limited liability partnership) registered or established in (country of origin) on (date of establishment) as a recognized limited liability partnership in Labuan.

2. The particulars of the partnership are as follows:

(i) The name of the partnership is:

(ii) The address of the registered office of the partnership is:

(iii) The principal place of business is:

(iv) The full name and address of each of the partners are as follows (and in the case of a body corporate, its place of incorporation and its registered or principal office):

<i>Name</i>	<i>Address/Registered or Principal Office</i>	<i>Nationality</i>	<i>NRIC. No./ Passport No./ Registration No.</i>

(v) The term (if any) for which the partnership is to exist:

(vi) The nature of the business to be undertaken:

(vii) The amount of contribution by each partner:

<i>Name of partner (state designated or limited)</i>	<i>Contribution</i>

(viii) Any additional information considered relevant to this application:

3. A copy of the limited liability partnership agreement dated day of, in the year of duly executed by the partners is attached.

I declare that all information given in this application and in the attached annexure(s) (if any) is true and correct.

Dated this day of in the year of

.....
Agent in Labuan

Filed in the office of Labuan Financial Services Authority by— Name: Address: Telephone No.: Facsimile No.:	<i>For Office Use</i> Date of Registration: Receipt No.: Checked by:
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FORM 15

Labuan Limited Partnerships and Limited Liability Partnerships Act 2010
(Subsection 48(3))

Registration No.:

CERTIFICATE OF REGISTRATION OF
A RECOGNIZED LIMITED LIABILITY PARTNERSHIP

This is to certify that a foreign limited liability partnership which was registered or established in was on the day, in the year of duly registered as a recognized limited liability partnership pursuant to subsection 48(3) of the Labuan Limited Partnerships and Limited Liability Partnerships Act 2010.

Given under my hand and seal this day of in the year of

.....
*For Labuan Financial Services Authority
Federal Territory of Labuan
Malaysia*

FORM 16

Labuan Limited Partnerships and Limited Liability Partnerships Act 2010

(Subsection 51(1))

Registration No.:

NOTICE OF CHANGES TO A RECOGNIZED LIMITED LIABILITY PARTNERSHIP
AGREEMENT

To
Director General
Labuan Financial Services Authority
Labuan, Malaysia

The recognized limited liability partnership registered as (name of the recognized limited liability partnership) hereby gives notice that the changes specified below have been made to its partnership agreement:

1. Change in the name of the partnership:
Previous name:
New name:
2. Change in the nature of the business
Nature of business as previously carried on:
Nature of business as carried on now:
3. Change in the principal place of business
Previous place of business:
New place of business:
4. Change in the partners, or the name of any partners:

<i>Name</i>	<i>Address/ Registered or Principal Office</i>	<i>Nationality/ Place of Incorporation</i>	<i>NRIC. No./ Passport No./ Registration No.</i>	<i>Resident of Malaysia (Yes/No)</i>	<i>Nature of Change and Effective Date</i>

5. Change in the term or character of the partnership:
Previous term (if any) but if there are no definite term, then the conditions under which the partnership was constituted:
New term (if any) but if there are no definite term, then the conditions under which the partnership is constituted:
6. Change in the sum contributed by any partner:

<i>Name of partner (state designated or limited)</i>	<i>Contribution</i>

- 7. Others (Please specify):
- 8. A copy of the supporting documents evidencing the above is attached.

Dated this day of in the year of

.....
Designated Partner

Filed in the office of Labuan Financial Services Authority by— Name: Address: Telephone No.: Facsimile No.:	<i>For Office Use</i> Date of Registration: Receipt No.: Checked by:
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FORM 17

Labuan Limited Partnerships and Limited Liability Partnerships Act 2010
(Section 53)

Registration No.:

[Empty box for Registration No.]

NOTICE BY A RECOGNIZED LIMITED LIABILITY PARTNERSHIP ON CESSATION OF BUSINESS

..... (NAME OF RECOGNIZED LIMITED LIABILITY PARTNERSHIP)

To
Director General
Labuan Financial Services Authority
Labuan, Malaysia

The above-named recognized limited liability partnership gives notice that as from the day of, in the year of it has not had a place of business in Labuan and has ceased to carry on business in Labuan.

Dated this day of in the year of

.....
Agent in Labuan

Filed in the office of Labuan Financial Services Authority by— Name: Address: Telephone No.: Facsimile No.:	<i>For Office Use</i> Date of Registration: Receipt No.: Checked by:
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FORM 18

Labuan Limited Partnerships and Limited Liability Partnerships Act 2010
(Paragraph 54(1)(a))

Registration No.:

NOTICE OF LIQUIDATION OR DISSOLUTION OF A RECOGNIZED LIMITED LIABILITY
PARTNERSHIP

..... (NAME OF A RECOGNIZED LIMITED LIABILITY
PARTNERSHIP)

To
Director General
Labuan Financial Services Authority
Labuan, Malaysia

We, +..... (name of trust company) acting as an
agent to the above-named recognized limited liability partnership in Labuan, give notice that
on the day of in the year of the recognized limited liability
partnership *has commenced liquidation/has been dissolved in #
on

We were the Labuan trust company of the recognized limited liability partnership in Labuan
immediately prior to the commencement of the *liquidation/dissolution proceedings.

.....
Agent in Labuan

+ Insert name of Labuan trust company
Insert name of place of incorporation of company
* Delete whichever is inapplicable

Filed in the office of the Labuan Financial Services Authority in Labuan by— Name: Address: Telephone No.: Facsimile No.:	<i>For Office Use</i> Date of Registration: Receipt No.: Checked by:
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FORM 19

Labuan Limited Partnerships and Limited Liability Partnerships Act 2010
(Paragraph 54(1)(b))

Registration No.:

[Empty box for Registration No.]

NOTICE OF APPOINTMENT OF A FOREIGN LIQUIDATOR

..... (NAME OF A RECOGNIZED LIMITED LIABILITY PARTNERSHIP)

To
Director General
Labuan Financial Services Authority
Labuan, Malaysia

We, +..... a Labuan trust company, give notice that on the day of, in the year of, a foreign liquidator, (name of foreign liquidator), whose registered office at has been appointed as the liquidator to the recognized limited liability partnership in its place of incorporation, establishment or origin, which is registered as a limited liability partnership under the name of

We were the agent of the Labuan recognized limited liability partnership in Labuan immediately prior to the commencement of the *liquidation/dissolution proceedings.

.....
Agent in Labuan

* Delete whichever is in applicable
+ Insert name of Labuan trust company

<p>Filed in the office of the Labuan Financial Services Authority in Labuan by—</p> <p>Name:</p> <p>Address:</p> <p>Telephone No.:</p> <p>Facsimile No.:</p>	<p><i>For Office Use</i></p> <p>Date of Registration:</p> <p>Receipt No.:</p> <p>Checked by:</p>
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FORM 20

Labuan Limited Partnerships and Limited Liability Partnerships Act 2010
(Subsection 66(1))

Registration No.:

[Empty box for Registration No.]

ANNUAL SOLVENCY CERTIFICATE

To
Director General
Labuan Financial Services Authority
Labuan, Malaysia

I, of
NRIC/Passport No. do certify as follows:

- 1. I am the Designated Partner of (name of the Labuan limited liability partnership).
- 2. I have made due inquiries and confirm as follows:
 - (a) the accounts of the Labuan limited liability partnership made up to +..... show that it was solvent at such date;
 - (b) I am unaware of any circumstances which render those accounts untrue; and
 - (c) no circumstances have occurred since the date that the accounts are made up which would render the Labuan limited liability partnership insolvent.

Dated this day of in the year of

.....
Designated Partner

* Delete whichever is inapplicable
+ Insert date of accounts

FORM 21

Labuan Limited Partnerships and Limited Liability Partnerships Act 2010
(Subsection 68(6)/Subsection 68(7))

Registration No.:

[Empty box for Registration No.]

DECLARATION OF DISSOLUTION OF A LABUAN LIMITED LIABILITY PARTNERSHIP

This is to declare that the (name of Labuan limited liability partnership) and having its registered office address at is hereby dissolved.

..... (name of Labuan limited liability partnership) shall be entitled to distribute its surplus assets among its partners according to their respective rights and interests.

Given under my hand and seal on the day of in the year of

.....
For Labuan Financial Services Authority
Federal Territory of Labuan
Malaysia

FORM 22

Labuan Limited Partnerships and Limited Liability Partnerships Act 2010
(Subsection 68(8))

Registration No.:

[Empty box for Registration No.]

DECLARATION OF DISTRIBUTION OF SURPLUS ASSETS OF A LABUAN LIMITED LIABILITY PARTNERSHIP

To
Director General
Labuan Financial Services Authority
Labuan, Malaysia

We (name of the Labuan limited liability partnership) of (registered office address) hereby notify the Authority that pursuant to the Declaration of Dissolution by a Labuan Limited Liability Partnership given by the Authority onday of, in the year of, our surplus assets have been distributed.

Dated this day of in the year of

.....
* Designated Partner/Liquidator

* Delete whichever is in applicable

Filed in the office of Labuan Financial Services Authority by— Name: Address: Telephone No.: Facsimile No.:	For Office Use Date of Registration: Receipt No.: Checked by:
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FORM 23

Labuan Limited Partnerships and Limited Liability Partnerships Act 2010
(Subsection 81(1))

Registration No.:

APPLICATION TO RESTORE THE NAME OF THE *LABUAN LIMITED
PARTNERSHIP/ LABUAN LIMITED LIABILITY PARTNERSHIP WHICH HAS BEEN
STRUCK OFF FROM THE REGISTER

To
Director General
Labuan Financial Services Authority
Labuan, Malaysia

Application is now made to have (name of the *Labuan
limited partnership/Labuan limited liability partnership) of
(registered office address) which was struck off from the register on the day of
....., in the year of be restored.

Dated this day of in the year of

.....
* General Partner/Designated Partner/
Limited Partner/Liquidator

* Delete whichever is inapplicable

Filed in the office of Labuan Financial Services Authority by— Name: Address: Telephone No.: Facsimile No.:	<i>For Office Use</i> Date of Registration: Receipt No.: Checked by:
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FORM 24

Labuan Limited Partnerships and Limited Liability Partnerships Act 2010
(Subsection 69(4))

Registration No.:

REVOCATION OF DISSOLUTION

To
Director General
Labuan Financial Services Authority
Labuan, Malaysia

This is to notify you that the dissolution of (name of the Labuan limited liability partnership) of (registered office address) has been revoked via an order of the High Court dated the day of, in the year of, a sealed copy which is hereby attached.

Dated this day of in the year of

.....
Designated Partner

Filed in the office of Labuan Financial Services Authority by— Name: Address: Telephone No.: Facsimile No.:	<i>For Office Use</i> Date of Registration: Receipt No.: Checked by:
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