

Metapro Associates Limited 弘普有限公司

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Metapro Associates Limited

Management & Accounting Professional

Member of MA Group

Handbook for MA Clients

Date: 15 October 2015

Presented by:

Metapro Associates Limited

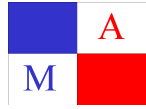
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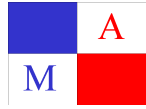
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Contents

Introduction

- 1. Accounting Records**
- 2. Confirmation of Financial Statement – accounting and audit**
- 3. Profits Tax Return and Audit Report**
- 4. Annual Services Fee, Accounting Fee, Audit Fee, Submission of Profits Tax Return, Employer's Return, Annual Return, Corporate Services Fee, Trade Service, Government Fee**
- 5. Lost of Contact and Termination of Services**
- 6. Bank Monthly Service Fee and Fee for Bank Overdraft**
- 7. HSBC debit card**
- 8. Taxation and Offshore Claim**
- 9. Company Deregistration**
- 10. Bank Authorized Signature**
- 11. Courier Services and Scanned Services**

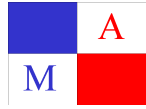


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Introduction

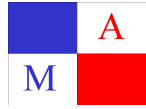
Firstly, welcome to our valued clients for using our professional services. In order to let our clients have a better view and understanding of running a Hong Kong company., we enclose the following important notices to the attention of our clients. Our consultants are ready to answer all the questions you may have.



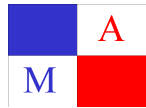
1. Accounting Records

We always request our clients to keep the following documents properly. It will not only save a lot of time for accounting and audit works but also reflect an accurate financial statement of the Company. In general, we advise our clients to keep the following documents properly.

1.1	Bank Statements	<p>Without the special arrangement, the bank will send the Electronic Bank Statements (eStatement) to account holders by email directly. The bank only keep the eStatement for the latest 12 months. So our clients are always reminded to keep all the bank statements in an electronic folder or print out the hard copies and keep those bank statements in a plastic folder or in a box file.</p> <p><u>Important Notice</u> If the account holders lost or misplaced the said bank statements, the account holders are requested to apply the re-printed bank statements from the bank. The bank will charge the handling fee of each bank statement. For example, if there are 3 monthly bank statements are missing, then the bank will charge the fees for 3 months. Furthermore, the length of re-printed bank statements may require at least ONE to TWO months or even longer period. So our clients are always reminded to keep all the bank statements safely and properly.</p>
1.2	Bank Debit and Credit Advice	<p>Please print out all the debit advices when you make the payment via internet. The bank will not issue any payment record when the payment is made by internet banking. Our clients are also reminded to attach the supporting documents for any debit or credit advice, such as the invoice copies to customers and invoice or Purchase Order copies from suppliers. A simple description on bank debit or credit advice is useful for future checking.</p> <p><u>Important Notice</u> If the account holders lost or misplaced the said bank debit and credit advice, the account holders are requested to apply the re-printed bank debit and credit advice from the bank. The bank will charge the handling fee of each bank debit and credit advice. For example, if there are 3 bank debit (or credit) advices are missing, then the bank will charge the fees of each bank debit (or</p>



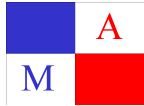
		credit) advice. Furthermore, the length of re-printed bank debit or credit advice may require at least ONE to TWO months or even longer period. So our clients are always reminded to keep all the bank debit and credit advices safely and properly.
1.3	Incoming Invoice log (invoices from suppliers or service providers)	Please keep all the incoming invoices, purchase orders (either original or copy) in a plastic folder. It is most helpful if those incoming invoices are recorded in an excel file and attached with the hard copies. In connection with bank debit advice, we are able to identify the breakdown in the accounts payable.
1.4	Outgoing invoice log (invoices to customers)	Please keep all the outgoing invoices, Sale Confirmation (either original or copy) in a plastic folder. It is most helpful if those outgoing invoices are recorded in an excel file and attached with the hard copies. In connection with bank credit advice, we are able to identify the breakdown in the accounts receivable.
1.5	Break down of each payment and receipt in connection with bank debit / credit advices and reconcile with bank statement	<p>The clients are requested to provide the break down of each payment and receipt. According to our experience and the practice of our clients, the payment made by our clients to their suppliers would involve several invoices (say settlement of invoice A, B and C by one payment). Some invoices are even partial payment, say 30% deposit of invoice A, 50% of invoice B and/or 70% balance payment of Invoice C.</p> <p>So as the payment from the buyers to our clients, the payment would involve several invoices (say settlement of invoice X, Y and Z by one payment). Some invoices are even partial payment, say 30% deposit of invoice X, 50% of invoice Y and/or 70% balance payment of invoice Z.</p> <p><u>Important Notice</u> It is the solely responsibility of our clients to provide the break down of each payment or receipt. Without the break down made by our clients, our accounting staffs are not able to identify the payment made to suppliers and/or payment made by buyers. Consequently, we cannot complete the final accounts and meet the deadline for submission of profits tax return and/or audit reports to the Inland Revenue Department on time.</p>



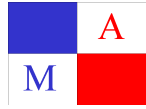
1.6	Payment and Receipt vouchers	If the payment or receipt are transacted other than bank transactions and those payment or receipt are paid or received by the director of the Company, then please keep those vouchers in a separate file. Such expenses (related to business purpose) may include the hotel bill, air ticket, telephone bill, traveling, entertainment etc.
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2. **Confirmation of Financial Statement – accounting and audit**

2.1	Preparation Stage - accounting	We will collect all the documents (please see the above items 1.1 to 1.6) and/or information from our clients. We will analyze all the data and post all the transactions into appropriate accounts.
2.2	Operation Stage – accounting and audit	During the course of accounting or audit (in a later stage), we may request our clients to provide more information and/or supporting documents. It may involve a lot of time for documents flow and clarification. We are not able to complete the final accounts if our clients do not provide all the information and/or documents that we required.
2.3	Final Stage - audit	Upon completion of final accounts, we will send the draft accounts to our clients by email for approval. It is a very important procedure, we want to ensure if all the financial information are properly recorded in the accounts and confirmed by our clients. Once we have got the proper approval from clients, then we will send the final accounts to our audit division for audit.
2.4	Signing the Audit Report	<p>When the audit reports are issued, then we will send the audit reports together with profits tax return (if any), tax computation, other statutory documents to our clients for signing. Our clients are requested to sign back ALL the ORIGINAL documents to us by courier.</p> <p>In order to protect the interest of our clients, we always request our clients to confirm the latest address and telephone no. so that we can send those documents to the right place and right person.</p>
2.5	Deadline for submission of profits tax return and audit reports	Our clients are always reminded to provide all the required information and/or documents for accounting and audit purpose on time. If we do not receive all the information and/or documents, we cannot complete the works of accounting and audit, then we cannot submit the profits tax

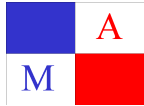


		<p>return to the Inland Revenue Department before the deadline. Subsequently, our clients may be subject to penalty for late submission of profits tax return and audit reports. The Company may finally be prosecuted by Court if there is no response from clients despite of several reminders by the Inland Revenue Department.</p> <p>Important Notice: In general, we need at least 2.5 months for accounting works and 1.5 month for audit works subject to our clients can provide all the required information and/or documents for accounting and audit purpose. Therefore we need <u>at least 4 months working time before the deadline of submission of audit report and profits tax return.</u></p>
2.6	Essential Documents	<p>If the clients <u>cannot provide</u> the following documents, our audit division <u>may not</u> issue the audit reports or qualify the related items when we express the opinion in the auditor's report.</p> <ol style="list-style-type: none">1. Bank Confirmation issued by the banks2. The supporting documents showing the break down and/or opening balance.(if the accounts are conducted by previous accountant or by clients.) of each ledger.3. The supporting documents for accounts receivable or accounts payable4. The supporting documents for sale, purchase, payment, receipt etc.5. The Employer's Return (if any)6. The MPF statement (if any)

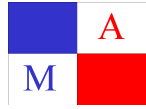


3. **Profits Tax Return and Audit Report**

3.1	1 st Profits Tax Return	<p>In general, the Inland Revenue Department will issue the 1st Profits Tax Return on/before the 18th month since incorporation. The Company is requested to complete and submit the 1st profits tax return with audit reports, tax computation within 3 months against the issue date of the 1st profits tax return. Please note that the Company is required to conduct statutory audit no matter the Company is running on shore business or offshore business. <i>The Company is still required to complete and submit the Profits Tax Return with NIL figure even though the Company has not yet commenced on business.</i> The Inland Revenue Department will determine if the Company is subject to tax or not.</p>												
3.2	2 nd profits tax return and thereafter	<p>The Inland Revenue Department (IRD) will issue the 2nd and thereafter the profits tax return on 1 April of every year. And the deadline for submission profits tax return will depend on the fiscal year ended of our clients. For example:</p> <table border="1" data-bbox="625 1070 1409 1478"> <thead> <tr> <th data-bbox="625 1070 858 1178">Fiscal year ended</th> <th data-bbox="858 1070 1145 1178">IRD Deadline for submission of profits tax return</th> <th data-bbox="1145 1070 1409 1178">Our Deadline for accounting and audit works</th> </tr> </thead> <tbody> <tr> <td data-bbox="625 1178 858 1285">30th June, 30th Sep</td> <td data-bbox="858 1178 1145 1285">Next 4th May</td> <td data-bbox="1145 1178 1409 1285">On/before 31st December of the same year</td> </tr> <tr> <td data-bbox="625 1285 858 1393">31st Dec</td> <td data-bbox="858 1285 1145 1393">Next 15th August</td> <td data-bbox="1145 1285 1409 1393">On/before 31st March of the following year</td> </tr> <tr> <td data-bbox="625 1393 858 1478">31st Mar</td> <td data-bbox="858 1393 1145 1478">Coming 15th November</td> <td data-bbox="1145 1393 1409 1478">On/before 30th June of the same year</td> </tr> </tbody> </table>	Fiscal year ended	IRD Deadline for submission of profits tax return	Our Deadline for accounting and audit works	30 th June, 30 th Sep	Next 4 th May	On/before 31 st December of the same year	31 st Dec	Next 15 th August	On/before 31 st March of the following year	31 st Mar	Coming 15 th November	On/before 30 th June of the same year
Fiscal year ended	IRD Deadline for submission of profits tax return	Our Deadline for accounting and audit works												
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31 st Mar	Coming 15 th November	On/before 30 th June of the same year												
3.3	Running loss for the 1 st year or thereafter	<p>It is the practice of the Inland Revenue Department not to call for the annual submission of Profits Tax Returns by Companies in circumstances where:-</p> <ol style="list-style-type: none"> a. The Company has not yet commenced business since incorporation. (after the submission of 1st profits tax return with NIL figure) b. The Company is running loss <p>However, the Inland Revenue Department will review the Company's position and may issue a Profits Tax Return at any time she may think fit.</p> <p>So our client is strongly requested to prepare the accounting and audit report <u>ANNUALLY</u>.</p>												

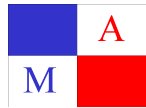


		<p><u>Advantage of annual accounting and audit</u></p> <ol style="list-style-type: none"> 1. Ensure our clients can submit the profits tax return and audit report on time if the accounting and audit reports are properly drawn every year. 2. Ensure all the data (vouchers) are properly sorted out 3. Ensure all the <u>balance of accounts are properly brought forward and carried forward</u>. For example, if the Company is running loss on 2000/2001, the Inland Revenue Department will not issue the profits tax return for 2001/2002. However, the Inland Revenue Department may issue the profits tax return for 2005/2006. Then the Company MUST conduct the accounting and audit (if there are any business transactions) for 2001/2002, 2002/2003, 2003/2004 and 2004/2005. In this respect, we definitely require a longer time and additional effort to figure out the opening balance and closing balance for all the fiscal year ended. 4. In fact, the accounting and audit fees are <u>charged</u> for <u>each fiscal year ended</u>, There is <u>no advantage</u> to conduct the accounting and audit works for 3 or more fiscal years ended in ONE time. Furthermore, the <u>accounting and audit fee are based on the latest yearly rate</u> in order to reflect the latest fee structure to compensate the yearly inflation rate on office rent, staff salaries and other cost.
3.4	Penalty and legal action against the company if the company does not furnish the profits tax return together with audit report	<p>The Inland Revenue Department (IRD) reserves the following rights against the company if the company does not furnish the profits tax return together with audit reports on/before the specific date.</p> <ol style="list-style-type: none"> 1. Estimated Assessment of profits tax based on last year audit report and last year tax computation. The company is required to pay the tax on/before the specific date. The tax is not refundable even though the actual tax is overstated by the IRD. The company can lodge the objection provided that the company can furnish the profits tax return together with the audit report within ONE month against the date of estimated assessment of profits tax notice. 2. Reminder and penalty notice 3. Summon 4. Detained tax payer leaving Hong Kong <p>Remarks: No matter what actions (1) to (4) it may take by the IRD, the company is still required to submit the profits tax return within the specific date</p>



4. Annual Service Fee, Accounting Fee, Audit Fee, Submission of Profits Tax, Submission of Employer's Return, Annual Return, Corporate Service Fee, Trade Service, Government Fee

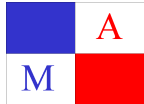
4.1	Annual Service Fee	<p>Our annual service fees include the following items:</p> <ul style="list-style-type: none"> a. Provision of Company Secretary b. Provision of Virtual Office (package B and C) c. Provision of Registered Office <p>We reserve the right to review and adjust the next coming annual service fee in order to compensate for the yearly inflation rate on office rent, staff salaries and other cost.</p>
4.2	Accounting and Audit Fee	The accounting and audit fee will depend on the time consumption and the complexity of the case. The fees are charged for each fiscal year ended (if any).
4.3	Submission of Profits Tax Return	The fee has been already included in the audit fee. But it excludes the service of offshore claim (if any).
4.4	Submission of Employer's Return	The fee will be charged annually (if any).
4.5	Submission of Annual Return	The fee has been included in the Provision of Company Secretary
4.6	Corporate Service Fee	<p>It may include:</p> <ul style="list-style-type: none"> - Change of Company Name - Share Transfer - Increase in Share Capital - Return and Allotment of Share - Company Deregistration - Notarization and Apostil - Trade Mark Registration - Others <p>All the fees will be quoted upon request</p>
4.7	Trade Service	<ul style="list-style-type: none"> - LC submission - CO application - Change of Bill of Lading <p>The fees are based on fee structure table of Trade Service. The fees are subject to change without prior notification.</p>



4.8	Government Fee, Profits Tax (if any)	<p>All the government fees are charged at cost and subject to change (by Government) without prior notice.</p> <p>All the government fees include Business Registration Certificate, Filing fee of annual return, profits tax demand notes must be paid on/before the due date. Penalty will be imposed on late renewal of Business Registration Certificate, payment of annual return, payment of profits tax etc. We will revise the debit note for the additional penalty made by the Government if the payment are made after the specific payment due date.</p> <p>Remarks: Besides the penalty for late renewal of Business Registration Certificate and late submission of Annual Return. The Inland Revenue Department and Companies Registry may take legal action against late renewal of Business Registration Certificate and late submission of Annual Return.</p>
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5. Lost of Contact and Termination of Services

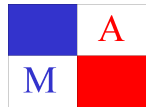
5.1	Lost of Contact	<p>The clients are responsible to notify us (Metapro Associates Limited) if there are any changes of contact details, such as the latest email address, residential address, telephone no., fax no. We need the up-date information in order to provide the annual service based on item 4.1</p>
5.2	Termination of Service	<p>We (Metapro Associates Limited) will terminate the annual services under the following circumstances:</p> <ol style="list-style-type: none"> 1. Lost of contact based on 5.1 2. Not yet paid our annual services on time 3. Not yet paid the government fee on time 4. Not yet paid the profits tax demand note 5. Not yet paid the penalty to Government 6. Not yet renewed the Business Registration Certificate 7. Not yet filed any profits tax return, annual return and/or other statutory documents at Companies Registry and the Inland Revenue Department in comply with legal requirement <p>We are forced to take the following actions if we do not hear any feedback or response from our clients despite our several reminders by email, telephone etc. under our existing contact record.</p> <ol style="list-style-type: none"> a. Resign as the post of Company Secretary of the Company b. Ceased to provide a registered office c. Inform the bank that we do not provide the correspondence address of the Company



		<p>Important Notice The Companies Registry may strike off the Company if the Company cannot provide a registered office, the post of a Company Secretary, filing the annual return and holding a valid (up-dated) business registration certificate. The bank may close the company bank account as well.</p> <p>It is illegal to maintain a company without holding a valid business registration certificate.</p>
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6 **Bank Monthly Service Fee and fee for Bank Overdraft**

6.1	Monthly Service Charge	<p>If the average total relationship balance is below the level required by the bank, the bank will charge the monthly service fee. Since the monthly service fee and the required average total relationship balance may vary from time to time, our client is advised to check the tariff periodically. Hereunder is the web site of HSBC http://www.commercial.hsbc.com.hk/1/2/commercial/customer-service/tariffs/tariffs-index Select B. Business Integrated Account</p>
6.2	Bank Overdraft	<p>Per 6.1, the monthly service fee will be debited from the <u>Hong Kong Dollars Saving Account</u>. So our clients are reminded to keep sufficient fund in the Hong Kong Dollars Saving Account for bank monthly service fee (if any). If the said bank account balance cannot cover the monthly service fee, then the Bank will regard the outstanding balance fee as bank overdraft. The additional fee (overdraft interest) will be imposed.</p> <p>Always bear in mind that the bank will regard as bank overdraft if the bank balance of Hong Kong Dollars Saving Account cannot cover the monthly service fee even though our client may maintain US\$1,000,000 or Euro1,000,000 or GBP1,000,000 in the other foreign currencies accounts. So our clients are advised to transfer some fund from foreign currency account to Hong Kong Dollars Saving account in order to pay the monthly service fee (if any).</p> <p>Important Notices: The bank reserves the right to close the bank account if there are no responses from client to cover the monthly service fee despite of several reminders by emails or letters.</p> <p>After the closure of bank account, the clients are requested to re-submit all the latest supporting documents (if our clients wish to open the bank account again) in person for a new bank account opening. It is a brand new account number and subject to approval by the senior management of the bank.</p>



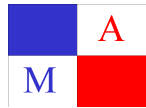
6.3	Total Relationship Balance (consolidated balance)	The total relationship balance is calculated based on all the currency accounts maintained by the same company account. (please see the tariff issued by HSBC) If the total relationship balance is over the requested level, there is no monthly service fee even though the Hong Kong Dollars Saving Account is Zero balance.
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7 HSBC debit card

7.1	Debit Card	If our client withdraw cash in any Automatic Teller Machine (ATM) outside Hong Kong. All the cash will be debited from the Hong Kong Dollars Saving Account. So our clients are advised to keep sufficient fund in the Hong Kong Dollars Saving Account for cash withdraw (if any). Otherwise, the ATM will not accept the cash withdraw even though our client may maintain a lot of fund in other currency accounts.
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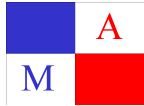
8. Taxation and Offshore Claim

8.1	Taxation	Hong Kong adopts a territorial source principle of taxation. Only profits which have a source in Hong Kong are taxable here. The existing profits tax rate is 16.5% on net profit.
8.2	Offshore Claim	Per item 8.1, the Profits Tax is only charged on profits which arise in or are derived from Hong Kong. If not, the company may have chance to claim offshore business. Of course, the Company is requested to provide a lot of information and documents to prove that all the business are conducted outside Hong Kong. For details, we will provide more information upon request.

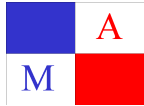


9 Company Deregistration

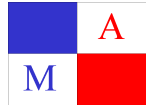
9.1	Reasons	<ul style="list-style-type: none"> - The company has not yet commenced the business since incorporation and the shareholders have no interest to run the Company. - There are no business transactions since last audit and the shareholders have no interest to run the Company
9.2	Preliminary Works	<ol style="list-style-type: none"> 1. Resolution in writing of shareholders 2. Resolution in writing of directors 3. Appointment of a nominee person (Metapro) to company deregistration 4. Declaration made to Metapro by client for the purpose of deregistration of the Hong Kong Company.
9.3	Legal Requirement	<p>The Commissioner of Inland Revenue will not allow the Company to deregister if:-</p> <ol style="list-style-type: none"> i. The company is still running ii. There are still outstanding amount due to creditors and due from debtors iii. Not yet provided the latest audited report iv. The company has outstanding tax liabilities (including Profits Tax, property Tax, Stamp Duty, Business Registration fee, fines and penalties thereof and court fees) v. Whether there is any tax return not yet submitted vi. Whether there are unanswered enquiries from the Department vii. Whether there are unsettled objections or appeals in respect of assessments raised
9.4	Procedure	<ol style="list-style-type: none"> 1. If there are no outstanding tax issues (tax clearance), the Inland Revenue Department will issue the "Notice of No Objection to a Company being deregistered. 2. Then we will lodge the application at the Companies Registry. 3. The Companies Registry will notice the applicant that the company is being deregistered. Arrangement will be made for the publication of the notice of the proposed deregistration of the Company in the Gazette. If no object is received by CR within 3 months after the date of publication of the notice, another notice will be published in the Gazette declaring the Company to be deregistered. It normally takes about 5 months to deregister a company.



		<p>4. Then we will lodge an application of Notification of Cessation of Business at the Inland Revenue Department.</p> <p>5. The Inland Revenue Department will cancel the Business Registration Certificate in due course.</p> <p>6. In this respect, the company is deregistered.</p> <p>Important Notices: If our clients wish to close the business, a proper legal procedures would be followed (see item 9.2, 9.3 and 9.4). Otherwise, the Company, the directors or officials are held liabilities for penalty and prosecution.</p>
9.5	When to lodge the application of company deregistration before the next renewal of annual business registration certificate	<p>In addition to the legal requirement per item 9.3 (sub clause i to vii)</p> <ul style="list-style-type: none"> a. The latest audit report up to the proposed date of business cessation. b. At least THREE months are dormant before the application of company deregistration c. At least THREE months before the next renewal of annual business registration certificate <p>For Example:</p> <ol style="list-style-type: none"> 1. The fiscal year end of Company A is 31st Dec 2014 2. The next renewal of annual business registration certificate is 1 October 2015 3. The proposed date of business cessation is 31st March 2015 <p>Then the best time and procedures for application of company deregistration before the next annual business registration certificate will be:</p> <ol style="list-style-type: none"> 1. We need the audit report for the period from 1st January 2015 to 31st March 2015 2. The company is dormant between 1 April 2015 to 30 September 2015 (the last valid date of business registration certificate)

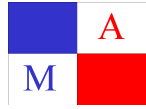


		<p>3. We will lodge the application of company deregistration on/before 30 June 2015 (3 months before the next renewal of annual business registration certificate). Then the company is not required to pay the coming business registration certificate fee.</p> <p>Remarks: If the application of company deregistration is made on/after 30 June 2015, the company is still required to pay the coming business registration certificate.</p> <p>If there are no business transaction on/after 1 January 2015, then we assume the cessation date of business is 1 January 2015, no audit report is required for the period from 1 January 2015 to 30 June 2015 (date of application of company deregistration, 3 months before the next renewal of business registration certificate).</p> <p>Of course, company A can lodge the application of company deregistration on/after 1 July 2015 but the company is subject to pay the coming annual business registration certificate.</p> <p>Remarks: Our clients are advised to contact our consultant for the details of company deregistration.</p>
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10 Bank Authorized Signature

10.1	Bank Authorized Signature	<p>Only the directors and/or bank authorized signers who maintain the records (the specimen card or form which are duly signed in front of a bank officer) in the bank are regard as bank authorized signers.</p> <p>A non bank authorized signer cannot operate the bank account in term of:-</p> <ul style="list-style-type: none">d. getting the certificate of balancee. getting the copy of bank statementf. getting the cheque copyg. getting the history report request formh. getting the copy of bank debit or credit advicei. Fund Transfer via internet or bank counterj. enquiry for any transaction within the bank account
10.2	Solution for bank enquiry or getting the related bank documents	<ol style="list-style-type: none">1. The bank authorized signers may contact the hotline or the appropriate division directly. The bank authorized signers must provide the identity, such as the full name, the passport number, the telephone number and the residential address during the enquiry.2. The bank authorized signers may request to complete the appropriate application form and send it back to bank directly or via us. <p>Important Notice: In general, the bank always request the Original form and/or documents to be signed by the bank authorized signers.</p> <p>Always bear in mind that ALL the instructions must be send to the bank by bank authorized signer directly.</p>



11 Courier Services and Scanned Services

11.1	Courier Services	<p>We will send the following important documents or items to our clients by courier at their accounts.</p> <ul style="list-style-type: none">a. The un-signed audit reports and/or statutory documentsb. The security device with pin numberc. Any letters or items required by clients <p>We will issue the debit note covering the courier charge in due course.</p> <p>We always request our clients to confirm the latest address, telephone no. This is our general practice to ensure all the documents or items are safely received by the right persons.</p>
11.2	Scanned Services	<p>Without a special arrangement, we will scan all the incoming letters and send to our clients (who are using our Virtual Office) by email with PFD format.</p>

Remarks:

Our clients are always suggested to contact our consultants to clarify all the questions they may concern.