



Ogier Global's highly experienced and responsive team in Singapore can guide and support you through the essential steps on company incorporation swiftly and efficiently.

We also offer a full spectrum of corporate and fiduciary services which include, but are not limited to, board support services, maintenance of statutory registers/records, filing of annual returns and attending to all statutory with the Accounting and Corporate Regulatory Authority, Singapore.

Supported by market-leading technology, our interactive entity administration platform and client service portal, [Ogier Connect](#), gives clients real time access to statutory information and documents.

Incorporating a Singapore company can be achieved efficiently with our four-step guide below.

## Steps required to incorporate a company in Singapore

### 1: Decide on business structure

#### Sole proprietorship

A business owned and controlled by an individual, a company or a limited liability partnership. There are no partners in the business. A sole proprietorship is not a separate legal entity from the business owner and the business owner has unlimited liability. A sole proprietorship can sue and be sued in individual's name or business name.

#### Limited Partnership

It is a partnership consisting of a minimum of two partners, with at least one general partner and one limited partner. A limited partnership does not have a separate legal entity from the partners hence it cannot sue or be sued or own property in its own name. An individual or a corporation may be a general partner or a limited partner of the LP.

Appointing a local manager is not mandatory unless all the general partners are residing outside

Singapore. A general partner is responsible for the actions of the LP and is liable for all debts and obligations of the LP. A limited partner is not liable for debts and obligations of the LP beyond his agreed contribution, provided he does not take part in the management of the LP.

## Limited Liability Partnership (LLP)

An LLP gives owners the flexibility of operating as a partnership while having a separate legal identity like a private limited company. LLP is seen as a body corporate and has a legal personality separate from its partners. The LLP has perpetual succession, which means any change in the partners of an LLP will not affect its existence, rights or liabilities.

An LLP is capable of suing and being sued in its name, having a common seal in its name and doing such other acts in its name, as bodies corporate may lawfully do and suffer.

The partners of the LLP will not be held personally liable for any business debts incurred by the LLP. A partner may, however, be held personally liable for claims from losses resulting from his own wrongful act or omission, but will not be held personally liable for such wrongful acts or omissions of any other partner of the LLP.

## Company

A business form which is a legal entity separate and distinct from its shareholders and directors. Its members have limited liability and are not personally liable for debts and losses of company. The company can sue or be sued in company's name and can own property in company's name.

The minimum statutory requirements to incorporate a company are to have at least one director ordinarily resident in Singapore (that is to say, a Singapore citizen, a Singapore Permanent Resident or a foreigner issued with a valid work pass by the Ministry of Manpower), registered office address in Singapore, a secretary whose principal place of residence is in Singapore and a shareholder (individual or corporate) holding at least one share at an issue price of \$1 in any currency in the capital of the company.

### 2: Choose company name and principal activity(ies)

The proposed company name cannot be identical to an existing name or contain prohibited and undesirable words (such as words considered vulgar, obscene or offensive) or bear similarity to government bodies or are protected by law. For instance, names containing "Temasek" are not available for registration.

The activities of your business must be specified at the point of submitting the name application. You can select the most relevant business activities by clicking [here](#).

The ACRA would take up to 60 days to approve a name application and upon approval, the company name is reserved for 120 days from date of approval.

### 3: Decide on financial year end

The proposed company can choose any date as its financial year end.

Common choices include 31 March, 30 June, 30 September or 31 December. Deciding on the financial year end is very important as it will determine when your corporate filings and taxes are due every year.

### 4: Constitution and incorporation

The constitution is a legal document which spells out the rules and regulations on how a company should be governed. It states the rights and responsibilities of the directors, shareholders and company secretary.

You can choose between adopting the Model Constitution in force "from time to time" or "at a point in time" or Ogier's standard constitution which would be provided to clients who engage our services. Alternatively, a customised constitution can be prepared as long as it is drafted by your Singapore counsels.

You must submit a copy of your company's constitution when you incorporate your company. A copy of the constitution signed by the shareholders (also referred to as "subscribers") at point of incorporation must be kept at the company's registered office address.

On registration of the constitution, the ACRA will issue a notice of incorporation in the prescribed form stating that the company is a company limited by shares.

## | How Ogier can help

Our specialist corporate administration team has significant experience in providing corporate secretarial services to our clients. Supported by market-leading technology, our administration platform and in-built client service portal gives clients real-time access to statutory information and the ability to interact with the administration of their entities.

Our highly experienced and responsive team of technical experts focuses on providing the highest level of personal service, working collaboratively with clients and delivering commercial solutions in the most efficient way.

We offer the following services:

- Incorporation/registration of companies
- Registered office\*
- Company secretarial and qualified names company secretary\*
- Independent Singapore resident director\*

- Board support services
- Accounting and financial reporting (including book-keeping)

*\*Mandatory statutory requirements under the Companies Act, 1967, for Singapore companies.*

If you have any further questions, please feel free to contact our Ogier Global team in Singapore.