

About Seychelles

- Cost-effective IBC incorporations, growing in popularity
- Chinese characters allowed in company names
- Availability of a Chinese embassy

Introduction

Seychelles comprises a group of approximately 115 islands in the Indian Ocean, most of which are situated between four and five degrees south of the Equator. It is an independent republic within the British Commonwealth, with a population of approximately 90,000 people. The country has good political stability, with a democratically elected government. The Seychelles economy is primarily based on tourism, commercial fishing, and an offshore financial services industry.

Law and Taxation

Seychelles is governed by civil law except for corporate legislation and criminal law, which are based on English common law. The principal corporate legislation governing international business companies (IBCs) is the International Business Companies Act, 2016.

Corporate Requirements

- Both English and Chinese character names can be included in a company's Certificate of Incorporation.
- IBCs need at least one director and one shareholder, who may be natural persons or corporate entities. Neither directors nor officers need to be shareholders. Shareholders, directors, and officers may be of any nationality and may be residents of any country. A company secretary is not mandatory, although it is customary to appoint one; the secretary may be of any nationality and does not need to be resident in Seychelles. The language of legislation and corporate documentation is either English or French. If any other language is used, it must be accompanied by a translation in either English or French.
- IBCs are permitted to issue various types of shares, including registered shares, shares of no par value, preference shares, redeemable shares, and shares with or without voting rights. There is no requirement to hold annual general meetings; if meetings are held, they can take place outside Seychelles, by telephone or by other electronic means.
- A company is required, within 30 days of the appointment of its first director(s), to file a copy of its Register of Directors for registration by the Registrar. A company that has filed for registration by the Registrar a copy of its Register of Directors shall, within 30 days of any change in its content, file for registration by the Registrar a copy of its updated Register of Directors containing the change(s). Penalties will be levied by the Registry for failure to comply with these filing requirements.
- A company is required to keep at its registered office in Seychelles a Register of Beneficial Owners in a prescribed template, declarations of beneficial ownership in the prescribed form, and notices of change relating to a beneficial owner (if any). A company is also required to populate its beneficial owners' data onto a central database (whose data is not made public) through its registered agent, under provisions of the Beneficial Ownership Act, 2020 ("BO Act"). A company that contravenes the requirement to keep a Register of Beneficial Owners or does

not comply with provisions of the BO Act, commits an offence and is liable to a penalty. In addition, a director commits an offence and is liable to a penalty for each contravention.

- The company is required to identify and verify its beneficial owners and is empowered to serve notices on members, beneficial owners and others requesting beneficial ownership information. A person is required to notify the Company in writing within 14 days of becoming a beneficial owner in the prescribed form and of any change in his registrable particulars as a beneficial owner.
- A company is required to preserve its accounting records for at least 7 years from the date of completion of the transactions or operations to which they each relate. A holding company and a non-large company, where its accounting records are kept outside Seychelles, is required to provide its accounting records to be kept at its registered office in Seychelles not less than on a bi-annual basis (i.e. January and July of every year). A large company (i.e. with an annual turnover above Seychelles Rupees 50,000,000, (approximately US\$3,500,000 as at December 2021) or a non-large company that is not a holding company (i.e. not a company which only holds interests in other companies or assets), is required to prepare an annual financial summary to be kept at its registered office in Seychelles within 6 months from the end of the company's financial year. Please note that non-compliant company and a director who knowingly permits a contravention of the accounting records-keeping requirements are subject to penalties.
- Bi-annual accounting records will have to be supplied to its registered agent in the months of July and January every year as well as an annual financial summary within 6 months from a company's financial year end, which by default shall be the calendar year. A company having an annual turnover under SCR 50,000,000 while having no trade or business operations of its own but holding interests in other companies or assets is exempt from the annual financial summary requirement.

Local Infrastructure

Seychelles has the finest international airport in the Indian Ocean region well connected to the world with daily flights through the Middle East, and its national and international telecommunications carriers are well established. International banks, accounting firms and insurance companies have established branches in Seychelles, with local corporate service providers and legal firms to provide support.

Our Services

Vistra can incorporate an IBC with your choice of name and confirm the availability of names in advance. All IBCs are provided with a complete company kit, including share certificates, two copies of the stamped Memorandum and Articles of Association, statutory registers, a common seal, a company chop, and a Certificate of Guarantee of Quality. In addition, we can assist you in obtaining Certificates of Good Standing and other certificates of corporate existence as well as relevant post-incorporation services.