**Astana Financial Services Authority**

**Application to Incorporate a Private Company Limited by Shares in the AIFC**

Name of a Company to be established: *RoS Ltd.*

Date of application: *29.04.2020*

**CONTENTS**

[**Declaration and Consent** 2](#_Toc4589745)

[**Applicant’s Contact Details** 3](#_Toc4589746)

[**Nature of Business** 3](#_Toc4589747)

[**Information on Shareholders** 4](#_Toc4589748)

[**Information on Director(s) and Secretary (if applicable)** 5](#_Toc4589749)

[**Information on Chief Executive Officer (CEO)** 6](#_Toc4589750)

[**Information on Authorised Signatory** 7](#_Toc4589751)

[**Information on Beneficial Ownership** 7](#_Toc4589752)

[**Information on Articles of Association** 8](#_Toc4589753)

[**Fit And Proper Questionnaire** 9](#_Toc4589754)

[**Anti-Money Laundering, Counter-Terrorist Financing and Sanctions Section (AML/CFT)** 11](#_Toc4589755)

[**List of Supporting Documents** 14](#_Toc4589756)

[**NOTICE** 16](#_Toc4589757)

**SECTION 1**

# **Declaration and Consent**

A director, company secretary or other person identified in the board resolution as being authorised to make the application must sign this form in the space below.

* 1. **Declaration**

I declare that:

* I have the authority to make this application.
* All the information given in this application form (including any attachments) is, to the best of my knowledge and belief and after having made all reasonable inquiries, true and complete.
* If at any time after making this declaration, I become aware of a material change in any information given in this application form (including any attachment) that is reasonably likely to be relevant to the Astana Financial Services Authority consideration of this application, I will inform the Astana Financial Services Authority in writing about the change without delay.
  1. **Consent**

I acknowledge that it may be necessary for the Astana Financial Services Authority to obtain information from other regulators, law enforcement agencies or other persons (whether in the State or elsewhere) to properly consider and decide this application. Accordingly, I consent to the Astana Financial Services Authority obtaining any information from third parties that the Astana Financial Services Authority considers is necessary for the purpose of considering and deciding this application.

All Personal Data provided to the Astana Financial Services Authority will be processed in accordance with the AIFC Data Protection Regulations 2017, and by signing this form you consent to the Astana Financial Services Authority sharing the information with the AIFC Authority.

**IMPORTANT**

It is a contravention of the Section 200 of the AIFC Companies Regulations to make a statement, or give information, to the Registrar (whether orally, in a Document or in any other way) that is false or misleading in a material particular, or give a Document to the Registrar that is false or misleading in a material particular, or conceal information or a Document if the concealment is likely to mislead or deceive the Registrar. Contravention of this section is punishable by a fine.

Name of Director/Company Secretary/ Authorised person:

|  |
| --- |
| *Malik Rustemov* |

Position:

|  |
| --- |
| *Authorized person, Director* |

***Signature: \_\_\_\_\_\_\_\_\_\_ Date 29.04.2020***

**SECTION 2**

# **Applicant’s Contact Details**

* 1. **Proposed name of the Company to be established in within the AIFC:**

*Please ensure that the name is immediately followed by the words ‘Limited’ or the abbreviation ‘Ltd.’*

|  |
| --- |
| *Ros Ltd.* |

* 1. **Name and position of main contact for this application:**

|  |
| --- |
| *Malik Rustemov* |

* 1. **Contact number of main contact:**

|  |
| --- |
| *+7 000 000 0000* |

* 1. **Email address of main contact:**

|  |
| --- |
| *RoS@ros.zz* |

* 1. **Name and position of representative for public register (optional):**

*Please be informed that this detail will be declared publicly and shared with third parties.*

|  |
| --- |
| *Malik Rustemov, Director of RoS Group Ltd.* |

* 1. **Contact number of representatives for public register (optional):**

*Please be informed that this detail will be declared publicly and shared with third parties.*

|  |
| --- |
| *+7 000 000 0000* |

* 1. **Email address of representatives for public register (optional):**

*Please be informed that this detail will be declared publicly and shared with third parties.*

|  |
| --- |
| *RoS@ros.zz* |

* 1. **Website for public register (optional):**

*Please be informed that this detail will be declared publicly and shared with third parties.*

|  |
| --- |
| *www.ros.zz* |

**SECTION 3**

# **Nature of Business**

* 1. **The nature of the business to be conducted in the AIFC:**

|  |
| --- |
| *Providing Legal Services; Providing Consulting Services;* |

* 1. **Please state the rationale of incorporation/registration in the AIFC:**

|  |
| --- |
| *Protection of rights and interests of clients, English common law* |

* 1. **Please provide with more detailed description of your proposed business activities:**

|  |
| --- |
| 1. *Advising and giving legal opinion to the clients about the requirements to set up businesses in Kazakhstan* 2. *Advising and providing legal assistance in the formulation of the legal structure for businesses in Kazakhstan* 3. *Assisting our Clients in the incorporation of Companies in Kazakhstan including drafting of the incorporation documents;* 4. *Conducting legal proceedings before the AIFC.* 5. *Assisting our Clients in opening bank accounts in Kazakhstan.* 6. *Assisting our Clients in working with the Kazakhstan authorities,* 7. *Assisting our Clients in complying with the AIFC Rules and Laws of Kazakhstan and* 8. *Any other legal advice or assistance that the clients may require in this regard.* |

* 1. **The address of the principal place of business of the Company in the AIFC:**

|  |
| --- |
| *55/21, Mangilik Yel ave, Block C4.2, Office 163, Z05T3E5,*  *Nur-Sultan, Kazakhstan* |

**SECTION 4**

# **Information on Shareholders**

|  |  |
| --- | --- |
| **Shareholder - Individual** | |
| **Forename(s)** | *N/A* |
| **Surname** | *N/A* |
| **Citizenship** | *N/A* |
| **Address** | *N/A* |
| **Date of Birth**  *(dd.mm.yyyy)* | *N/A* |
| **Number of Shares** | *N/A* |
| **Value of shares (in USD or KZT)** | *N/A* |

|  |  |
| --- | --- |
| **Shareholder – Body Corporate** | |
| **Company name** | *RoS Group Ltd.* |
| **Registration Number** | *2023457416F* |
| **Place of incorporation** | *Republic of Singapore* |
| **Organisational-legal form** | *LTD* |
| **Number of Shares** | *50 Shares* |
| **Value of shares (in USD or KZT)** | *1 USD* |
| **Shareholder – Body Corporate** | |
| **Company name** | *RoS Group Kazakhstan Ltd.* |
| **Registration Number** | *200345874395* |
| **Place of incorporation** | *Republic of Kazakhstan* |
| **Organisational-legal form** | *Private Company* |
| **Number of Shares** | *50 Shares* |
| **Value of shares (in USD or KZT)** | *1 USD* |

**Do you wish to make an election to keep information, which otherwise would require to be kept in the relevant registers, to be kept by the Registrar?**

|  |  |  |
| --- | --- | --- |
| **Relevant registers** | **Yes** | **No** |
| Register of Shareholders  (*Section 52 of Companies Regulations)* | 🗹 | ☐ |

**SECTION 5**

# **Information on Director(s) and Secretary (if applicable)**

|  |  |
| --- | --- |
| **Director – Individual** |  |
| **Full forename(s)** | *Malik* |
| **Surname** | *Rustemov* |
| **Citizenship** | *Kazakhstan* |
| **Address** | *5, Mariyam Street, apt 298, Nur-Sultan, Kazakhstan* |
| **Date of birth**  *(dd.mm.yyyy)* | *17.04.1985* |
| **Place of birth** | *Russian Federation* |
| **Email** | *RoS@ros.zz* |
| **Tel. number** | *+7 000 000 0000* |

|  |  |
| --- | --- |
| **Secretary – Individual(optional)** |  |
| **Full forename(s)** | *N/A* |
| **Surname** | *N/A* |
| **Citizenship** | *N/A* |
| **Address** | *N/A* |
| **Date of birth**  *(dd.mm.yyyy)* | *N/A* |

|  |  |
| --- | --- |
| **Secretary – Body Corporate(optional)** | |
| **Company name** | *N/A* |
| **Registration Number** | *N/A* |
| **Place of registration** | *N/A* |
| **Organizational-legal form** | *N/A* |
| **Address** | *N/A* |

**Do you wish to make an election to keep information, which otherwise would require to be kept in the relevant registers, to be kept by the Registrar?**

|  |  |  |
| --- | --- | --- |
| **Relevant registers** | **Yes** | **No** |
| Register of Directors and Secretaries  (*Section 90 of Companies Regulations)* | 🗹 | ☐ |
| Register of Nominee Directors  (*Section 26-1, Subsection 3, Paragraph (e) of Companies Regulations)* | 🗹 | ☐ |

# **Information on Chief Executive Officer (CEO)**

|  |  |
| --- | --- |
| **CEO – Individual** |  |
| **Full forename(s)** | *Mariya* |
| **Surname** | *Galas* |
| **Citizenship** | *Kazakhstan* |
| **Kazakhstani Individual Identification Number (IIN) (required)** | *12345678901* |
| **Address** | *23, E-2 Street, apt 24, Nur-Sultan, Kazakhstan* |
| **Date of birth**  *(dd.mm.yyyy)* | *14.11.1984* |
| **Place of birth** | *Kazakhstan* |
| **Email** | *m.galas@gmail.com* |
| **Tel. number** | *+7 000 000 0000* |

**SECTION 6**

# **Information on Authorised Signatory**

|  |  |
| --- | --- |
| **Authorised Signatory** | |
| **Full forename(s)** | *Malik* |
| **Surname** | *Rustemov* |
| **Citizenship** | *Kazakhstan* |
| **Address** | *5, Mariyam Zhagorkyzy, apt 4, Nur-Sultan, Kazakhstan* |
| **Date of birth**  *(dd.mm.yyyy)* | *17.04.1985* |

**SECTION 7**

# **Information on Beneficial Ownership**

|  |  |
| --- | --- |
| **Ultimate Beneficial Owner (Individual)** | |
| **Full forename(s)** | *John* |
| **Surname** | *Mayer* |
| **Citizenship** | *Singapore* |
| **Address** | *10 Bayfront Ave, apt 34, Singapore 0123456* |
| **Date of birth** | *10.07.1979* |
| **Place of birth** | *United Kingdom* |
| 1. **The date on which the Person became an Ultimate Beneficial Owner of the Relevant Person** | *29.04.2020* |
| 1. **The date on which the Person ceased to be an Ultimate Beneficial Owner of the Relevant Person** | *-* |
| **Ultimate Beneficial Owner (Individual)** | |
| **Full forename(s)** | *Mariya* |
| **Surname** | *Galas* |
| **Citizenship** | *Kazakhstan* |
| **Address** | *23, E-2 Street, apt 24, Nur-Sultan, Kazakhstan* |
| **Date of birth** | *14.11.1984* |
| **Place of birth** | *Kazakhstan* |
| 1. **The date on which the Person became an Ultimate Beneficial Owner of the Relevant Person** | *29.04.2020* |
| 1. **The date on which the Person ceased to be an Ultimate Beneficial Owner of the Relevant Person** | *-* |

**Do you wish to make an election to keep information, which otherwise would require to be kept in the relevant registers, to be kept by the Registrar?**

|  |  |  |
| --- | --- | --- |
| **Relevant registers** | **Yes** | **No** |
| Register of Ultimate Beneficial Owners  (*Section 26-1, Subsection 3, Paragraph (f) of Companies Regulations)* | 🗹 | ☐ |

**SECTION 8**

# **Information on Articles of Association**

* 1. **Please choose one of the following options:**

🗹 I wish to adopt Standard articles of associations in its entirety;

☐ I wish to adopt entirely bespoke articles.

**SECTION 9**

# **Fit And Proper Questionnaire**

*If any answers are “Yes” to any of the questions, then provide a detailed explanation. If necessary, attach separate documentation. It will not necessarily impair our assessment of the applicant’s fitness and probity if there is a positive response in any of the disclosures. However, deliberately withholding information or providing false or misleading information may prevent the success of the application.*

* 1. **Has the applicant or any member of your Group been made aware, whether formally or informally, that it is the subject of a current or pending investigation, review or disciplinary procedure by any regulatory authority, professional body, Financial Services Regulator, self-regulatory organisation, regulated exchange, clearing house, government body, agency, or any other officially appointed inquiry? If “Yes”, provide full details:**

|  |
| --- |
| *No* |

* 1. **Has the applicant or any member of its Group in the last 10 years been convicted or found guilty by any court of a competent jurisdiction of any criminal offence? If “Yes”, provide full details:**

|  |
| --- |
| *No* |

* 1. **Has the applicant or any member of its Group in the last 10 years been the subject of disciplinary procedures by a government body or agency or any Financial Services Regulator, self-regulatory organisation, or other professional body? If “Yes”, provide full details:**

|  |
| --- |
| *No* |

* 1. **Has the applicant or any member of its Group in the last 10 years contravened any provision of financial services legislation or of rules, regulations, statements of principle, or codes of practice made under it or made by a self-regulatory organisation, Financial Services Regulator, regulated exchange, or clearing house? If “Yes”, provide full details:**

|  |
| --- |
| *No* |

* 1. **Has the applicant or any member of its Group in the last 10 years been refused or had a restriction placed on the right to carry on a trade, business, or profession requiring a licence, registration, or other permission? If “Yes”, provide full details:**

|  |
| --- |
| *No* |

* 1. **Has the applicant or any member of its Group in the last 10 years received an adverse finding or an agreed settlement in a civil action by any court or tribunal of competent jurisdiction? If “Yes”, provide full details:**

|  |
| --- |
| *No* |

* 1. **Have the applicant or any member of its Group in the last 10 years been censured, disciplined, publicly criticised, or the subject of any investigation or enquiry by any regulatory authority, Financial Services Regulator, or officially appointed inquiry? If “Yes”, provide full details:**

|  |
| --- |
| *No* |

**SECTION 10**

# **Anti-Money Laundering, Counter-Terrorist Financing and Sanctions Section (AML/CFT)**

|  |  |  |
| --- | --- | --- |
| *Please choose from the below list the best option that describes your business activities* | | |
| ☐ |  | A real estate developer or agency which carries out transactions with a customer involving the buying or selling of real property; |
| ☐ |  | A dealer in precious metals or precious stones; |
| ☐ |  | A dealer in any saleable item of a price equal to or greater than USD 15,000; |
| ☐ |  | A company service provider:   * 1. acting as a formation agent of legal persons;   2. acting as, or arranging for another person to act as, a director or secretary of a company, a partner of a partnership, or a similar position in relation to other legal persons;   3. providing a registered office, business address, or accommodation, correspondence or administrative address for a company, a partnership, or any other legal person or arrangement;   4. acting as (or arranging for another person to act as) a trustee of an express trust or performing the equivalent function for another form of legal arrangement; or   5. acting as, or arranging for another person to act as, a nominee shareholder for another person. |
| **🗹** |  | Other; please specify *- Providing Legal Services; Providing Consulting Services;* |
| **IMPORTANT**  **If answer to the above question is ‘(e)’ succeeding questions in this section are not applicable to you.**  **Applicants applying for a Licence to carry on one or more Regulated, Market or Ancillary activities will be asked to complete Section concerned in the relevant Application Form for a Licence.** | | |

|  |  |
| --- | --- |
| **Money Laundering Reporting Officer (MLRO)**  *Provide information on the Money Laundering Reporting Officer (MLRO) of the applicant.* | |
| **Full name of MLRO (as stated in passport)** | *N/A* |
| **Passport number** | *N/A* |
| **The country and place of issue of the MLRO’s passport:** | *N/A* |
| **Job title/level within the firm** | *N/A* |
| **Residential address** | *N/A* |
| **Telephone number** | *N/A* |
| **Mobile phone number** | *N/A* |
| **Email address** | *N/A* |

**AML Questionnaire**

* 1. **What steps has the applicant taken to ensure that MLRO is capable and suitably qualified to undertake the roles and responsibilities as set out in AML Rules of the AFSA? Please provide details.**

|  |
| --- |
| *N/A* |

* 1. **The scope and frequency of the AML/CFT reviews or audits:**

|  |
| --- |
| *N/A* |

* 1. **An overview of how the applicant will monitor, detect, and report threshold and suspicious transactions:**

|  |
| --- |
| *N/A* |

* 1. **Training programs and procedures to ensure employees are made aware of their regulatory obligations with regards to AML/CFT:**

|  |
| --- |
| *N/A* |

**Notice**

Please attach the applicant’s Anti-Money Laundering, Counter-Terrorist Financing and Sanctions policies, procedures, systems and controls, which must be specific to its AIFC activities and comply with the AML Rules of the AFSA. These policies, procedures, systems and controls should include, amongst other things, arrangements to:

* Ensure senior management of the applicant is aware of their responsibility for the applicant’s compliance with the AML Rules of the AFSA, and the duty to exercise due skill, care and diligence in carrying out these responsibilities;
* Comply with the Law of the Republic of Kazakhstan No 191-IV dated 28 August 2009 on Counteracting legalisation (laundering) of proceeds obtained through criminal means and financing of terrorism and any other relevant laws of the Republic of Kazakhstan;
* Ensure compliance with relevant sanctions issued by such bodies as Committee on financial monitoring of the Ministry of Finance of the Republic of Kazakhstan and United Nations Security Council.

**MLRO Declaration**

I declare that, I have read and understood the AML Rules of the AFSA and I am aware of the obligations and requirements I must adhere to as a MLRO.

Name of MLRO:

|  |
| --- |
| *N/A* |

Signature: Date: *Insert date here*

**SECTION 11**

# **List of Supporting Documents**

In accordance with the AIFC Companies Regulations and Rules of Astana International Financial Centre (hereinafter – the AIFC), I hereby submit for your consideration a package of documents for incorporation of RoS Ltd., as a Private Company under the applicable regulations and sub-ordinate rules of the AIFC.

All necessary documents required for the incorporation are attached in accordance with the requirements of the Acting Law of AIFC.

|  |  |  |
| --- | --- | --- |
| **№** | **Requirement** | **Attached** |
| **General Details** | | |
|  | A copy of articles of association, except a Standard Articles of Association  *This is the new articles of association of the company. A Сompany may choose to adopt standard articles or bespoke articles of association.*  *A Company don’t have to provide a copy of the articles of association if the Company selects to adopt standard articles of association.* | ‏‏‏‏ ☐ |
|  | A copy of resolution of the Board of Directors or Shareholders (or other applicable management or executive board). It shall include:   * + - 1. Approvement to form a company in the AIFC;       2. Adoption of the Articles of Association;       3. Appointment of the person authorized to sign documents on behalf of the incorporator in relation to the incorporation of the new Company;       4. Appointment of Authorised Signatory - person authorized to sign documents in all matters following incorporation of the new Company;       5. Appointment of director(s);       6. Appointment of secretary(ies), if any.   *This document will also serve as the evidence of appointment of Authorised Signatories, directors, secretary.* | 🗹 |
|  | Application form for obtaining BIN (Business Identification Number) | 🗹 |
| **Director** | | |
|  | Passport copy of each Director of the applicant | 🗹 |
| **Incorporator/Shareholder** | | |
|  | If incorporator – Individual: |  |
|  | Passport copy of each incorporator/shareholder of the applicant | ☐ |
|  | If incorporator/shareholder – Corporate: |  |
|  | A copy of Certificate of Incorporation or Registration, or a document of similar effect, certified by the relevant authority in the jurisdiction in which it is incorporated or registered or by its director or company secretary (issued no more than three months) | 🗹 |
| **Address** | | |
|  | Lease Agreement  *Copy of the lease agreement for the office space in AIFC or memorandum of lease or any other document evidencing that the office space is reserved by way of lease reservation letter.* | 🗹 |
| **Authorised Signatory** | | |
|  | Copy of passport (including Individual Identification Number for Kazakhstani nationals) | 🗹 |
|  | Copy of Kazakhstani Visa or Entry Stamp in Kazakhstan (if applicable) | ☐ |
|  | Copy of Kazakhstani ID (mandatory for Kazakhstani nationals) | ☐ |
| **Secretary (if applicable)** | | |
|  | Copy of passport | ☐ |
| **Beneficial Owners – this is to identify the Ultimate Beneficial Owners who own or control (directly or indirectly) Shares in the share capital of the company or other Ownership Interests in the Relevant Person of at least 25%** | | |
|  | For each corporate shareholder, completed and signed Form – Details of Beneficial Ownership | 🗹 |
|  | A chart showing the corporate structure of the entity – up to the individual who ultimately owns the company. | 🗹 |
|  | Copy of passport of individual(s) who ultimately own(s) or effectively control(s) the company. | 🗹 |
| **Money Laundering Reporting Officer (MLRO) (if applicable)** | | |
|  | Copy of passport | ☐ |
|  | Copy of Kazakhstani Visa or Entry Stamp in Kazakhstan (if applicable) | ☐ |
|  | Anti-Money Laundering, Counter-Terrorist Financing and Sanctions policies, procedures, systems and controls.  *For details, please refer to* [*Anti-Money Laundering, Counter-Terrorist Financing and Sanctions Rules*](http://afsa.kz/storage/files/b4f9423ed8c647d6/ANTI-MONEY%20LAUNDERING,%20COUNTER%20%E2%80%93%20TERRORIST%20FINANCING%20AND%20SANCTIONS%20RULES.pdf) | ☐ |
| **Fees** | | |
|  | * Registration fee - $300\* | **🗹** |
|  | Payment Confirmation | **🗹** |

\*Or equivalent amount in KZT at the official daily exchange rate of the National Bank of Kazakhstan on the date of payment.

**SECTION 12**

|  |
| --- |
| **NOTICE** To promote transparency, safety of all parties and mitigate risks in the AIFC, during incorporation/registration process the background check of Persons indicated in the application form will be conducted. This may include crime and tax records, law and regulatory enforcement, sanctions list and other relevant checks. In case of adverse background check, the incorporation/registration process may be delayed.  If any of the documents are not in the English language, the documents shall be accompanied by a translation certified to the satisfaction of the Registrar of Companies.  The AFSA Office of the Registrar of Companies reserves the right to ask for additional documents and information.  We occasionally refer to various Rules, sections, or chapters which make up the AIFC Rules. However, these references are provided only as a guide and are not an exhaustive list of the Rules that may be applicable to your situation. It is your responsibility to research any Rules that might be pertinent to your application.  If it is more appropriate to answer certain questions in an attachment then indicate in the cell that this is the case. If you are confident that you have answered a particular question in another form or attachment then make an unequivocal reference to that response.  As a matter of good practice, and to avoid any confusion, words and terms that are defined in GLO should have their first letter in upper-case.  Ensure that that you are using the *latest version* of this application form. AFSA will only accept out-of-date forms if they are submitted within one month of the latest version available on our website.  You are advised to retain a copy of the form and all relevant attachments for the records. |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **For further Information regarding the registration, please contact:** | | | | |
| **Telephone Number** | **+77172-64-72-86** | **+77172-64-72-68** | **+77172-64-73-74** | |
| **Email Address** | **registration@afsa.kz** | | | |
| **For further Information regarding the post-registration, please contact:** | | | |
| **Telephone Number** | **+77172-64-73-75** | | |
| **Email Address** | **post-registration@afsa.kz** | | |