Annex 9

**Astana Financial Services Authority**

**Application to Register a** **Foreign Company as a Recognised Company in the AIFC**

Name of a Recognised Company to be established: *The Representative Office of RoS Group Ltd., in the AIFC*

Date of application: *04.05.2020*

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**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 Data Protection Regulations, 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:

|  |
| --- |
| *Sergey Litvinov* |

Position:

|  |
| --- |
| *Head of The Representative Office of Ros Group Ltd., in the AIFC* |

***Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date:*** *04.05.2020*

**SECTION 2**

# **Applicant’s Contact Details**

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

|  |
| --- |
| *The Representative Office of RoS Group Ltd., in the AIFC* |

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

|  |
| --- |
| *Sergey Litvinov, Head of The Representative Office of RoS Group Ltd., in the AIFC* |

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

|  |
| --- |
| *+1 111 111 11 11* |

* 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.*

|  |
| --- |
| *Sergey Litvinov, Head of The Representative Office of RoS Group Ltd., in the AIFC* |

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

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

|  |
| --- |
| *+1 111 111 11 11* |

* 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:**

|  |
| --- |
| *Representative Office* |

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

|  |
| --- |
| *To represent Head Company of The Representative Office of RoS Group Ltd in the AIFC* |

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

|  |
| --- |
| *Marketing, investment opportunity research power and energy sector in Kazakhstan* |

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

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

**SECTION 4**

# **Head Company details**

* 1. **Corporate Name:**

|  |
| --- |
| *RoS Group Ltd.* |

* 1. **Country of incorporation:**

|  |
| --- |
| *Republic of Singapore* |

* 1. **Governing law:**

*This means the relevant rules or legislation which regulates the incorporation of companies in that state*

|  |
| --- |
| *Republic of Singapore* |

* 1. **Legal form:**

*Please state whether or not the company is limited. Please also include whether the company is a private or public company, if applicable*

|  |
| --- |
| *Private Company limited by shares* |

* 1. **Registration number:**

|  |
| --- |
| 123456789JH |

* 1. **The address of the Head Company’s registered office in its place of origin or, if it is not required to have a registered office under the laws of the place of origin, the address of its principal place of business in its place of origin:**

|  |
| --- |
| *15 Bay Ave, Singapore 012345* |

* 1. **Objectives of the company:**

*Please give a brief description of the company’s business*

|  |
| --- |
| *Organize the development, investment, construction, production, operation, transmission and sales of electric power (coal-fired power, gas-fire power, hydropower, wind power, solar power, nuclear power, biomass power generation, etc.), heat, cool and steam;* *Development, investment and sales of products of and related to industries including information, transportation, energy conservation & environmental protection, distribution & sale of electricity, coal chemicals, integrated smart energy and other relevant industries and products etc.* |

* 1. **Amount of issued share capital:**

|  |
| --- |
| *100 000 USD* |

* 1. **Is the company required to prepare, audit and disclose accounting documents under Head Company law:**

|  |
| --- |
| *Yes (if yes provide details below)*  *No*  *Details: Insert text here* |

* 1. **Please give the period for which the company is required to prepare accounts by Head Company law (if applicable):**

|  |
| --- |
| *From 05.04.2020*  *To 31.12.2020* |

* 1. **Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation.**

*(Please tick the appropriate box(es))*

|  |
| --- |
| *Yes.*  *Please indicate what documents have been disclosed.*  *Please tick this box if you have enclosed a copy of the accounts.*  *Please tick this box if you have enclosed a certified translation of the accounts.*  *Please tick this box if no accounts have been disclosed* |

**SECTION 5**

# **Information on Authorised Signatory**

|  |  |
| --- | --- |
| Personal Details | |
| Full forename(s) | *Sergey* |
| Surname | *Litvinov* |
| Citizenship | *Kazakhstan* |
| Address | *5, Mariyam, apt 134, Nur-Sultan, Kazakhstan* |
| Date of birth  (dd.mm.yyyy) | *17.04.1985* |

**SECTION 6**

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

Please provide information about the directors and secretary of the Head Company.

|  |  |
| --- | --- |
| Director |  |
| Full forename(s) | *Sergey* |
| Surname | *Litvinov* |
| Citizenship | *Kazakhstan* |
| Address | *5, Mariyam, apt 134, Nur-Sultan, Kazakhstan* |
| Date of birth  (dd.mm.yyyy) | *17.04.1985* |
| Place of birth | *Russian Federation* |
| Email | *RoS@ros.zz* |
| Tel. number | *+0 000 000 00 00* |

|  |  |
| --- | --- |
| Director |  |
| Full forename(s) | *John* |
| Surname | *Mayer* |
| Citizenship | *Singapore* |
| Address | *5, Dallas street, Singapore* |
| Date of birth  (dd.mm.yyyy) | *27.08.1984.* |
| Place of birth | *United Kingdom* |
| Email | *RoS@ros.zz* |
| Tel. number | *+0 000 000 00 00* |

|  |  |
| --- | --- |
| Secretary (if applicable) | |
| Full forename(s) | *Elena* |
| Surname | *Lozovik* |
| Citizenship | *Kazakhstan* |
| Address | *55/17, Mangilik Yel avenue, Apt 1, Nur-Sultan, Kazakhstan* |
| Date of birth  (dd.mm.yyyy) | *25.06.1995.* |

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

|  |  |
| --- | --- |
| CEO – Individual |  |
| Full forename(s) | *Mariya* |
| Surname | *Galas* |
| Citizenship | *Singapore* |
| Kazakhstani Individual Identification Number (IIN) (required) | *12345678901* |
| Address | *23, Vernadskogo, apt 34, Nur-Sultan, Kazakhstan* |
| Date of birth  (dd.mm.yyyy) | *14.11.1984* |
| Place of birth | *Singapore* |

**SECTION 7**

# **Information on Person authorised to accept services**

|  |  |
| --- | --- |
| Personal Details |  |
| Full Name | *Mariya Galas* |
| Address | *23, Vernadskogo, apt 34, Nur-Sultan, Kazakhstan* |

**SECTION 8**

# **Information on Beneficial Ownership**

|  |  |
| --- | --- |
| Ultimate Beneficial Owner (Individual) | |
| Full forename(s) | *Kevin* |
| Surname | *Broom* |
| Citizenship | *Singapore* |
| Address | *7 Bayfront Ave, Singapore 018956* |
| Date of birth  (dd.mm.yyyy) | *14.11.1984* |
| Place of birth | *Singapore* |
| 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 | *-* |

**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 (marketing, investment opportunity research power and energy sector in Kazakhstan)* |
| 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: *N/A*

**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 *The Representative Office of ABC Group Ltd., in the AIFC*  as a Recognised 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 | |
| Head Company Details | | | |
|  | Resolution of the Board of Directors of the Head Company:   1. Authorizing the establishment of the Recognised Company in the AIFC; 2. Appointing the person authorized to sign documents on behalf of the Head Company in relation to setting up the Recognised Company; 3. Appointing the person authorized to sign documents in all matters following registration of the Recognised Company (In some cases the Board will authorise the issue of a Power of Attorney giving a named individual the power to sign all documents in connection with the recognition of the Company); and 4. Appointment of Persons authorised to accept service for the Recognised Company; |  | |
|  | A copy of the current certificate of the Head company’s incorporation or registration in its place of origin, or a document of similar effect  *The document should be certified by the relevant authority in the jurisdiction in which it is incorporated or otherwise to the satisfaction of the Registrar of Companies* |  | |
|  | A copy of the Head company’s constitution  *A constitution must be certified as a true copy by a secretary, director or manager of the* Head *company* |  | |
|  | A copy of the Head company’s most recent accounts filed, if applicable, with the relevant authority in the jurisdiction in which it is incorporated or otherwise to the satisfaction of the Registrar of Companies |  | |
|  | A copy of the Head company’s certificate of good standing (if applicable)  *A certificate should be issued by the relevant authority in the jurisdiction in which it is incorporated or a document of similar effect.* |  | |
|  | If the Head Company is subject to the supervision of a Financial Services Regulator in the relevant jurisdiction or any other jurisdiction and the Financial Services Regulator supports the Parent Company being registered as a Recognised Company - any Document of support provided by the Financial services Regulator. |  | |
| Director | | | |
|  | Copy of passport (including Individual Identification Number for Kazakhstani nationals) |  | |
|  | Evidence of Appointment  *A document evidencing the appointment of Director. This may be in the form of resolution (refer to item 3 above)* |  | |
| 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) |  | |
|  | Evidence of Appointment  *A document evidencing the appointment of Authorised signatory. This may be in the form of resolution (refer to item 3 above).* |  | |
| Person authorised to accept service for the Recognised Company | | | |
|  | Evidence of appointment  *A document evidencing the appointment of Person authorised to accept service for the Recognised Company. This may be in the form of resolution (refer to item 3 above).* |  | |
|  | Copy of passport (if applicable) |  | |
| Details of Head’s Company’s shareholders | | | |
|  | Copy of passport (including Individual Identification Number for Kazakhstani nationals) |  | |
| Founding Members - 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). |  | |
| Management Team | | | |
|  | Copy of passport (including Individual Identification Number for Kazakhstani nationals) |  | |
| Secretary (if applicable) | | | |
|  | Copy of passport (including Individual Identification Number for Kazakhstani nationals) |  | |
|  | Evidence of Appointment  *A document evidencing the appointment of Secretary. This may be in the form of resolution (refer to item 3 above)* |  | |
| Beneficial Owners – this is to identify the Ultimate Beneficial Owners who own or control (directly or indirectly) Shares in the share capital of the Head 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 |  | |
|  | Corporate Structure  *A chart showing the corporate structure of the entity – up to the individual who ultimately owns the company.* |  | |
|  | Individual  *Copy of passport of individual(s) who ultimately own(s) or effectively control(s) the company* |  | |
| Address | | | |
| 27. | Lease Agreement  *Copy of the lease agreement for the office space in the AIFC or memorandum of lease or any other document evidencing that the office space is reserved by way of lease reservation letter*. *This address should be the address of the principal place of business of the Recognised Company in the AIFC* |  | |
| Money Laundering Reporting Officer (MLRO) (if applicable) | | | |
| 28. | Copy of passport |  | |
| 29. | Copy of Kazakhstani Visa or Entry Stamp in Kazakhstan (if applicable) |  | |
| 30. | 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 | | | |
| 31. | * Registration fee - $300\* |  |
| 32. | 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** |