

CIRCULAR NO. 14

DATED 1 NOVEMBER 2021

RULES AND REGULATIONS REGARDING REDOMICILE OF OVERSEAS ENTITIES

within Dubai World Trade Centre Authority Free Zone

This circular relates to the Dubai World Trade Centre Authority [‘DWTC’] Free Zone Rules and Company Regulations issued pursuant to Law No. 9 of 2015.

With effect from the date of this circular and pursuant to Rule 4.6 of the DWTC Free Zone Rules and Regulations [‘DWTC Rules’] and Clause 134 of the DWTC Company Regulations [‘DWTC Company Regulations’], it is decided that the following will apply:

1. CONTINUATION OF INCORPORATION INSIDE THE DWTC FREE ZONE – REDOMICILE OF OVERSEAS ENTITY

1.1. Any unlisted, non-UAE entity [domiciled overseas and not within any UAE Free Zone] [‘Overseas Company’], if authorised by the laws of the jurisdiction in which it is incorporated, may apply to the Registrar for the continuation as a company in the DWTC Free Zone.

1.2. The Overseas Company shall apply to the Registrar using the application form prescribed by the Registrar. The application for continuation shall include all information and documents required by the Registrar along with payment of the prescribed fee. The Overseas Company shall provide the following documents along with the application for continuation:

- a) A shareholders’ resolution of the Overseas Company resolving to redomicile the Overseas Company to DWTC Free Zone and to continue as a Free Zone Company [FZCO] or Free Zone Establishment [FZE];
- b) A memorandum and articles of association, or other equivalent constitutional documents of the Overseas Company;

- c) A letter from the appropriate official, regulatory or public body in the jurisdiction of the Overseas Company confirming clearance for the Overseas Company to file for de-registration in due course;
- d) A business plan for the proposed activities with the estimated financial investment, the number of employees, the financial statements of the Overseas Company in the past three [3] years [or less if the Overseas Company is incorporated less than three years ago] and any other relevant information;
- e) Passport copies of the shareholder[s], if applicable;
- f) Passport copy of the manager along with Power of Attorney;
- g) An Ultimate Beneficial Owner[s] declaration form;
- h) A recent good standing certificate;
- i) A declaration letter to include warranties from the Overseas Company stating that there is no ongoing or expected litigation, no bankruptcy and/or liquidation filed;
- j) Any other information and/or document required by the Registrar in its discretion.

1.3. Once the application passes the initial approval stage, the documents listed below need to be provided:

- a) True copy of original documents of the current existing overseas company, including Certificate of incorporation, Memorandum of Association, Share Certificates, Appointment of Manager and Board of Directors, or any document required by the Registrar;
- b) A certificate issued by the applicant company external auditor confirming that all creditors have been informed and notified regarding the transfer;

- c) A proof that the transfer of the Overseas Company has been published in the home country;
- d) A certificate of de-registration and transfer of the company from current jurisdiction;
- e) A proof of payment [payment receipt from DWTC];
- f) A finalized signed lease agreement.
- 1.4. If the Registrar approves the application for continuation, [such approval may be given in the Registrar's sole discretion], the Registrar shall issue an initial approval and/or provisional certificate of continuation [if required] on such terms and conditions as the Registrar may see fit, which shall be subject at all times to the Overseas Company Registrar's consent. Until a final certificate of continuation is issued, the Overseas Company shall not be considered as a DWTC company.
- 1.5. The Overseas Company shall, within three [3] months of the date of issue of the initial approval and/or provisional certificate of continuation, file with the Registrar a certificate evidencing that the Overseas Company has ceased to be incorporated under the laws of the jurisdiction of the Overseas Company's incorporation [for the purposes of such continuation] [a 'Certificate of Cessation'] and return the provisional certificate of continuation to the Authority. Subject to providing a Certificate of Cessation, the Authority shall issue a final certificate of continuation on such terms and conditions as the Registrar sees fit, including any amendments which may be required to company incorporation documents to conform to the DWTC Free Zone Rules and Company Regulations [the 'Articles of Continuation'].
- 1.6. From the date of continuation stated in the final certificate of continuation:
- 1.6.1. the final certificate of continuation shall be treated as the certificate of incorporation of the company;
- 1.6.2. the Articles of Continuation shall be incorporated as the articles of the company together with the company's existing constitutional documents; and
- 1.6.3. the Overseas Company shall become a company to which the DWTC Rules and DWTC Company Regulations shall apply in full.

- 1.7. In the event the Overseas Company does not provide the Registrar with the Certificate of Cessation in accordance with the above, the Registrar may, in its absolute discretion, grant an extension of up to one [1] year to the Overseas Company to provide such certificate and inform the competent authority in the Overseas Company's jurisdiction of incorporation thereof. In case of continuous delays in the provision of the Certificate of Cessation, the Registrar may, in its absolute discretion withdraw the application related to the redomicile of the Overseas Company.
- 1.8. Without prejudice to the DWTC Rules and DWTC Company Regulations or any other applicable laws, where an Overseas Company is redomiciled as a DWTC company, the company shall:
- 1.8.1. continue to have all the property and rights and be subject to all the liabilities and debts that it had before the continuation;
- 1.8.2. remain a party in any legal proceedings commenced in any jurisdiction in which it was a party before the continuation; and
- 1.8.3. have the same name as the Overseas Company [unless name is not available]. In addition, any employment agreements and sponsorship arrangements of the Overseas Company shall remain valid unless cancelled by DWTC, where in such case the Overseas Company must apply for employee sponsorships under the DWTC Free Zone Rules & Company Regulations.

Terms defined in the DWTC Free Zone Rules & Company Regulations shall have the same meaning in this circular.

Rule 19 of Dubai World Trade Centre Authority Rules and Regulations shall apply to this circular as if set out in full herein.

For further clarification, please contact the Dubai World Trade Centre Authority Free Zone Department at:
info@dwtauthority.com

For and on behalf of the Authority

H.E. Helal Saeed Salem Saeed Khalfan Almarri
Director General
Dubai World Trade Centre Authority