

CIRCULAR NO. 16 DATED 26 November 2024

RULES AND REGULATIONS REGARDING TRANSFERRING TO THE DWTC AUTHORITY FROM ANOTHER EXISTING FREE ZONE IN UAE (EXCEPT DUBAI)

This circular relates to the Dubai World Trade Centre Authority (“DWTCA”) Free Zone Rules and Company Regulations dated 1 October 2015 issued pursuant to Law No. 9 of 2015.

With effect from the date of this circular and pursuant to Rule 4.6 of the DWTCA Free Zone Rules and Regulations, issued on 1 October 2015, the Authority amends the following Rules and Regulations:

ARTICLE (1) RULE 6 OF THE DWTCA RULES AND REGULATIONS SHALL BE AMENDED BY ADDING:

20. Transferring to the DWTC Authority from another existing Free Zone in UAE (except Dubai)

20.1 A Company registered in any free zone (“Existing Free Zone”) in UAE (except Dubai) may, if authorized by the laws of that free zone, apply to the DWTCA Registrar (“Registrar”) for the transfer of License and jurisdiction of that Company to DWTCA.

20.2 A written application for initial approval shall be submitted to the Registrar which shall include:

- a) A special resolution of the Company resolving to transfer the license and jurisdiction of the Company to DWTCA from the existing Free Zone.
- b) No objection certificate and a certificate of good standing issued by the Existing Free Zone authority to initiate such a transfer; and
- c) any other document required by the Registrar to approve the transfer.

20.3 After the Registrar has given its initial approval, an authorized person of the Company shall submit application and executed under seal and signed by an officer of the Company to the Registrar to effect the transfer of the Company. The application shall be accompanied by:

- a) A true copy of the current original documents registered in the existing Free Zone’s register including the Company’s incorporation certificate, memorandum of association, share certificates, appointment of board of directors and manager and any other document required by the Registrar;
- b) A draft memorandum (if applicable) of continuation reflecting the amendments to the original memorandum of association from the Existing Free Zone in order to conform to the DWTCA Free Zone Rules and Company Regulations.

- c) A proof that details regarding the transfer of the Company has been published in both an English and Arabic newspaper for a minimum of 1 day.
- d) Certificate of deregistration and transfer of the Company from the existing Free Zone.
- e) Approvals from external authorities, if applicable.
- f) A certificate issued by the Company's external auditor confirming that creditors have been informed regarding the transfer.
- g) Any other documents required by the Registrar.

20.4 The Registrar may refuse to issue a certificate of continuation if it considers it appropriate to do so. This decision is final and the Registrar is not required to provide reasons for refusing to issue a certificate of continuation.

20.5 Once the Registrar approves the application, the Registrar shall issue license, provisional certificate of continuation and establishment card. Once the transfer out letter is submitted the final "certificate of continuation" will be issued.

20.6 From the date of continuation stated in the certificate of continuation:

- a) The Company becomes a Company to which DWTC Free Zone Rules and Company Regulations apply which are issued pursuant to Law No. 9 of 2015 as if it had been incorporated under that law.
- b) The certificate of continuation is treated as the Certificate of Incorporation of the Company.
- c) The Company continues to have all the property, rights and privileges and is subject to all the liabilities, disabilities and debts that it had before the transfer and remains a party in any legal proceedings commenced in any jurisdiction to which it was a party before the transfer.

ARTICLE (2) EFFECTIVE DATE

This circular is effective from 26th November 2024.

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

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Director General

Dubai World Trade Centre Authority