

Papua New Guinea Business Setup

Client's name

Client's Address

Date: Friday, November 17, 2023

Invoice No: 2023-XX-XXXX

| Professional services for Papua New Guinea setup (without travel) | Notes | Year 1 US\$ | Year 2 US\$ |
|---|-------|---------------|---------------|
| Papua New Guinea company formation fees (without travel) | 1. | 5,600 | 1,750 |
| PNG registered office address services for 12 months | 2. | 1,200 | 1,200 |
| Estimated Papua New Guinea Government registration fees | 3. | 390 | 240 |
| Annual professional passive nominee resident director services | 4. | 6,600 | 6,600 |
| PNG corporate bank account opening services (without travel) | 5. | 4,950 | 0 |
| Assistance with securing Foreign Investment approval from IPA | 6. | 2,850 | 0 |
| Tax and VAT registration fees | 7. | 950 | 0 |
| Estimate of annual accounting and tax filing fees (active entity) | 8. | 0 | 4,950 |
| Total Healy Consultants Group fees payable by instalments | 9. | 22,540 | 0 |
| Estimate of Healy Consultants Group fees after 12 months | 10. | | 14,740 |

Note: I recommend you carefully read the notes within the attached draft invoices to confirm and understand all services required by your Firm, eliminating the risk of unwanted fee surprises during the engagement;

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Notes to invoice above

1. Healy Consultants Group fees to complete Papua New Guinea company registration within 8 weeks from receipt of fees and signed forms and documents. Before submitting an incorporation application to the PNG [Investment Promotion Authority](#) (IPA), our Staff and Client will detail-discuss the important considerations for the setup, as detailed on [this web page](#).
2. In accordance with Papua New Guinea [Companies Act of 1997](#), a Papuan LLC shall as from the date of its incorporation have a legal registered office in Papua New Guinea, to which all official government communications and notices may be addressed. Healy Consultants Group will supply [this service](#).
3. This fee is an estimate of government costs payable during your Firm's engagement. For transparency purposes, all government fee payments will be supported by original receipts and invoices.
4. In accordance with Papua New Guinea [Companies Act of 1997](#), all PNG businesses must appoint at least one director who is resident in PNG. To enable your business to meet this requirement, Healy Consultants Group will provide supply your PNG business with a [professional passive nominee resident director](#), who will not be appointed as bank signatory nor involved in the day to day management of the business.
5. Without [bank signatory travel](#), Healy Consultants Group will secure multi-currency corporate bank account numbers for our Client's Papua New Guinea company. It will take on average two months to secure corporate bank account numbers from the moment a complete quality corporate bank account opening application is submitted to the banks. During the engagement, we will negotiate with the PNG banks to secure corporate bank account numbers without our Client having to travel to bank's branch. When travel is unavoidable, we refund US\$950 and apply [this travel policy](#). This is the most challenging part of the engagement. Consequently, we apply our [guaranteed bank account](#) approval or your Money Back policy. To maximize the probability of successful corporate bank account approvals our team will:
 - ✓ prepare a quality business plan, including expected inflow and outflow of funds for the first 12 months;
 - ✓ contact multiple banks to secure confirmation they welcome an application from our Client's business;
 - ✓ weekly negotiate and follow up with the bank relationship managers to ensure bank account approval.To minimize engagement surprises and align all parties' expectations, I recommend you read [this web page](#), specially the due diligence documentation section.
6. In PNG, all foreign companies are required to secure a foreign investment certificate approval from the [Investment Promotion Authority](#) (IPA). Only after securing the foreign investment certificate, can our Client legally commence operations in Papua New Guinea. On average, the application is processed within 3 months by IPA within the date of submission of an application. During the engagement, our Client should expect IPA to revert multiple times to request additional information and documentation to better understand the nature of the investment project of our Client including **i)** operations of parent company **ii)** projected investment, revenue and employment figures for up to 10 years; and **iii)** additional due diligence from proposed directors and shareholders and beneficial owners **iv)** evidence of funds availability. There is additionally a 25% probability that IPA will require a face to face meeting with a director in Port Moresby. If this happens, our team will negotiate for a waiver. If travel is mandatory, we will apply [this travel policy](#).



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7. In accordance with Papua New Guinea regulations, each entity must register for corporate tax and VAT at the [Internal Revenue Commission](#).
8. For an active trading company, these [accounting and tax](#) fees are an estimate of Healy Consultants fees to efficiently and effectively discharge your annual company accounting and tax obligations. Following receipt of a set of draft accounting numbers from your company, Healy Consultants will more accurately advise accounting and tax fees.
9. All fees quoted in this invoice correspond to fees quoted [on Healy Consultants Group website](#). Please review this invoice carefully to identify errors. During the rush of the business day, it is possible that Healy Consultants Group inadvertently made fee calculation errors, typing errors or omitted services or omitted historic fee payments from Clients. In the unfortunate event you identify invoice errors, please revert to me directly re the same.
10. Assuming our Clients re-engage Healy Consultants in year 2, this fee is an estimate of the fees payable next year, 12 months after the date of company registration;
11. In accordance with Papua New Guinea [Company Law](#), there is no minimum capital requirement. In practise however, we recommend our Client to have a minimum share capital of at least US\$50,000 for the purpose of securing foreign investment approval by [IPA](#);
12. After company incorporation, our in-house Accounting and Tax Department will help our multi-national Clients' with the following statutory Government reporting obligations. Additional fees will apply:

| Statutory reporting obligations | When | Comments |
|-------------------------------------|---------|---|
| VAT returns | Monthly | For VAT registered companies |
| Payroll reporting | Monthly | For both dormant and active staffed companies |
| Tax returns | Annual | For both dormant and active companies |
| Legal annual return | Annual | For both dormant and active companies |

13. Some of our Clients require an [immediate country solution](#). With this strategy, within a day Healy Consultants Group can supply our Client **i)** an existing dormant PNG company number and **ii)** an already approved corporate bank account number and **iii)** a business address. Turnkey solutions are attractive to those entrepreneurs who wish to immediately close a country deal, sign a contract or invoice a customer;
14. Refer to [this important web page](#) to read additional terms and conditions applying to this country engagement.
15. Thank you for your business and we look forward to working closely with you over the coming weeks, as we engineer your PNG corporate structure. Best regards,

Aidan Healy, [Chairman](#), Healy Consultants Group

