



Engagement Strategy Agreement

1. CLIENT NAME of <Registered address> (CLIENT NAME), a company registered in the U.K., hereby appoints Healy Consultants Pte. Ltd. (hereafter known as “Healy Consultants”) to assist with their Bahrain business set up requirements;
2. This Service agreement provides a framework for Healy Consultants and CLIENT NAME to establish mutually acceptable engagement terms and conditions that will ensure our Client receives a standard of customer service which is commensurate with their expectations and needs. Please sign and date at the bottom of every page;
3. Healy Consultants and our Bahrain affiliate office agrees to provide CLIENT NAME the following services:
 - a. Bahrain company incorporation and corporate bank account opening;
 - b. Secure correct Government licensing;
 - c. Provide a legal registered office address in Bahrain;
 - d. Aidan to act as the temporary director and shareholder for 3 months;
4. Additional services Healy Consultants will be pleased to provide include **i)** residency and employment visas **ii)** annual accounting, tax and audit services **iii)** staff recruitment, **iv)** marketing strategies and **v)** any other business service required by CLIENT NAME or its Bahrain subsidiary;

Quick summary

5. Healy Consultants estimates the remaining engagement cost will be US\$26,130. Refer to the **Appendix One** to view detailed engagement invoice;
6. Healy Consultants estimates total engagement period to be **14 weeks** as per below. Refer to the **Appendix two** to view detailed engagement plan:
 - Company incorporation (including license) – 10 weeks;
 - Corporate bank account approval – 2 weeks;
 - Change of corporate structure – 2 weeks;

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- Total engagement period – 14 weeks;

Bahrain company incorporation

7. Healy Consultants will assist CLIENT NAME incorporate a wholly foreign owned Bahrain Single Person Company (SPC) with **i)** paid up share capital of US\$133,000 **ii)** a virtual office lease agreement and **iii)** a real estate, rentals and associated activities license. Detailed company incorporation procedures are outlined in **Appendix two**;
8. To minimize engagement delays, Mr. Aidan Healy will act as temporary director and shareholder and bank signatory. Immediately after company registration, Healy Consultants will appoint CLIENT NAME's preferred shareholder and director and bank signatory. The additional costs associated with this service are included in the invoice in **Appendix one**;
9. In accordance with Commercial Companies Law, the minimum share capital for Bahrain SPC is US\$133,000. During company registration, Healy Consultants will assist CLIENT NAME deposit the same into their Bahrain corporate bank account and email CLIENT NAME a confirmation letter from Arab bank. This amount can only be withdrawn after the company is legally incorporated;
10. Before the Bahrain Government will approve company registration, CLIENT NAME must supply a 12 month lease agreement which will also act as legal registered office. Healy Consultants recommends CLIENT NAME sign a lease agreement with MAZ business centre. The annual fee for this service is US\$3,960;
11. Before Healy Consultants starts company incorporation or appoints new shareholders and directors and bank signatory, CLIENT NAME must provide us the due diligence documents outlined in **Appendix four**. All documents must be in English, attested by a notary public and legalized by the Ministry of Foreign affairs at the nearest Bahrain embassy. After Healy Consultants receives the legalized documents, our Firm will submit your application to the Commercial Registry Department and the Ministry of Bahrain (**MOIC**) to **i)** conduct a security check **ii)** secure incorporation pre-approval. Kindly refer to **Appendix three** for more information on licensing;

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12. After CLIENT NAME Bahrain is successfully incorporated, Healy Consultants will appoint **i)** Jamie Brian McHugh as director of the company and **ii)** CLIENT NAME International, Inc (a US corporation with 100% American beneficiaries) as the corporate shareholder;

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Banking considerations

13. Healy Consultants will be pleased to assist CLIENT NAME **i)** to open a Bahrain corporate bank account with Arab Bank and **ii)** with HSBC Bahrain and **iii)** deposit paid up share capital into these bank accounts. Both banks offer internet banking;
14. Within one week after the bank account approval, Healy Consultants will be pleased to activate the internet banking on CLIENT NAME's behalf. Thereafter, we will hand over internet passwords and tokens to CLIENT NAME. It is a time consuming task, Healy Consultants will shelter CLIENT NAME from the administrative challenges;
15. When CLIENT NAME preferred bank signatory is appointed, the bank will request that CLIENT NAME employee travels to Bahrain for a one hour bank interview;
16. The Middle East banks enjoy ultimate power of approval of corporate bank account applications. Consequently, guaranteed success is outside of Healy Consultants control. What is inside our control is the preparation and submission of a high quality bank application that maximizes the likelihood of approval. To date, we enjoy a 100% approval record;
17. Global banks continue to tighten corporate bank account opening procedures, their internal compliance departments completing more thorough due diligence of Clients. Consequently, our Clients should expect the bank account approval period to take up to 4 weeks. Furthermore, global banks now require evidence of proof of business in the country where the corporate bank account will be, including sales contracts or lease agreement;
18. Full repatriation of capital and profits overseas in foreign currency is allowed in Bahrain. There are no currency controls in Bahrain nor is central bank approval required for overseas remittances;

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Business Migration and Labor

- 19.** If required, Healy Consultants will be pleased to assist CLIENT NAME to obtain Bahrain business visa approvals. Our fee is US\$2,950 per person for one or two year visa and includes preparation of a quality visa application and submitting to the correct Government immigration officers. The Bahrain Government enjoys ultimate power of approval of visa applications. Consequently, guaranteed success is outside of Healy Consultants control. What is inside our control is the preparation and submission of a high quality immigration visa application that maximizes the likelihood of visa approval;
- 20.** The number of visas each company can sponsor is dependent upon the business activity and the size of the Bahrain office space. Following company incorporation and provision of a virtual lease agreement, Healy Consultants can secure two to three employee visas;
- 21.** There are several visa and migration options available in Bahrain. These are as follows:

Employment permit: This visa is issued by the Labor Market Regulatory Authority (LMRA) and is valid for 6 months from the date of approval for legal entry into the Kingdom of Bahrain. On arrival, a 24 months re-entry and residence permits are stamped on the passport. The employee must undergo a medical screening/test. In case the individual is unfit he/she will have to leave the country within 30 days from the date of medical report. This visa is valid for 2 year;

Business visa: This visa is issued by GDNPR for individuals to stay in the Kingdom of Bahrain for 7 days, renewable for 3 additional extensions;

5 year Multiple Entry Visa: suitable for work visits up to 28 days. Valid for 5 years;

Temporary visa: The employer may apply for temporary work visas for foreign workers who will be required temporarily upon for 6 months;

All visa matters stated are subject to changes, as per government policy in the Kingdom of Bahrain;

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22. Local employees must contribute 5% of income to social security. Expatriate employees must contribute 1% of income for unemployment;
23. Healy Consultants will assist CLIENT NAME Bahrain to recruit staff in Bahrain under the optimum employment terms and conditions. Whilst Bahrain labor law has become more flexible recently, it is important CLIENT NAME is aware of unusual labor laws, terms and conditions. For example, Employees are entitled to 30 days paid leave per annum (after 1 year of employment). Muslims get time off during religious festivals and the Hajj to Mecca. If required, additional fees apply;

Legal and compliance considerations

24. In accordance with the Commercial Companies Law, CLIENT NAME Bahrain must maintain a legal registered office to which all official Government communications and notices may be addressed and which shall be open and accessible to the public for not less than 3 hours during ordinary business hours on each day. Examples of Government communication include **a)** annual tax return **b)** notice of changes in Bahrain Company Law **c)** notice of liquidation of company. To comply with this statutory requirement, Healy Consultants will supply CLIENT NAME a virtual lease agreement with MAZ business centre;
25. The memorandum of association is a contract between the shareholders and comprises **i)** company activities **ii)** registered office address **iii)** shareholder and director details **iv)** share capital **v)** profit distribution method **vi)** the fixed term of duration of the company **viii)** the names of persons entrusted with the company's management;
26. Foreign companies may only conduct business in Bahrain after it is licensed to so by the Bahrain Department of Economic Development (BED). The BED is the statutory body that regulates and controls the licensing procedures for all Bahrain entities;
27. The Department of Economic Development does not permit two different classified business activities under one license e.g. trading and manufacturing;
28. CLIENT NAME Bahrain must lodge an annual return confirming relevant details of the company for the public register including names and addresses of directors, address of principle place of business and details of shareholders and their shareholdings;

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- 29. Healy Consultants will be happy to assist our client register international and Bahrain patents and trademarks (if required). Additional fees apply;
- 30. The Commercial Companies Law was established in 2001 and covers establishment, structure and governance of private business in Bahrain;

Annual accounting and taxation considerations

- 31. Following incorporation, a Bahrain SPC is required to submit annual consolidated financial statements for independent auditing and tax reporting. Healy Consultants will be happy to effectively discharge CLIENT NAME Bahrain's reporting requirements;
- 32. A Bahrain company suffers no corporate income tax, capital gains tax, withholding tax, value added tax or sales tax. There is a 10% municipality tax on commercial and residential property occupied by expatriates;

Other considerations

- 33. If required, Healy Consultants will assist CLIENT NAME Bahrain increase customer awareness in Bahrain and the greater Middle East, including i) media advertising and ii) search engine marketing;
- 34. This is the first draft of the Strategy Agreement, awaiting CLIENT NAME amendments with track changes. As the engagement evolves, it may be necessary for either to party to insert additional terms and conditions. For example, a new service is required or a new solution should be documented;
- 35. Healy Consultants preferred mode of communication is email, followed by phone discussions. Therefore, we recommend you maintain a secure, reliable email account and frequently check for updates from Healy Consultants;
- 36. If during the engagement, Healy Consultants realizes the company incorporation is more complex than anticipated, requiring large investment of time, my Firm will revert to request additional fees;
- 37. The terms and conditions outlined in this agreement may be amended by either party with the written permission of the other party as the engagement progresses ;

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Our client expectations

38. Healy Consultants will liaise with the relevant Bahrain government and local bodies to incorporate a Bahrain company, including Ministry of Industry and Commerce, Ministry of Justice, Municipalities Office, Ministry of Information, and the Labour Market Regulatory Authority. Healy Consultants will obtain the necessary foreign business licenses to allow CLIENT NAME to legally conduct business in Bahrain;
39. Healy Consultants will professionally manage CLIENT NAME's engagement and tenaciously seek solutions and alternatives should problems arise. Healy Consultants will provide CLIENT NAME with regular detailed email engagement status updates informing them of progress during the engagement term, usually every third day;
40. Healy Consultants will use all reasonable endeavors to keep client information confidential. Healy Consultants, in accordance with its statutory obligations will protect personal information and personal data from unauthorized access, use or disclosure.
41. CLIENT NAME has provided Healy Consultants with a copy of CLIENT NAME's Vendor Code of Conduct. Healy Consultants has read and understood the Code, understands the critical importance of complying with it, and hereby undertakes to comply with it.
42. Healy Consultants will keep client information confidential. Healy Consultants protects personal information and personal data from unauthorized access, unauthorized use or unauthorized disclosure. Personal information and client data collected by Healy Consultants is used only for Client engagement completion. This information will never be sold, lent, leased or otherwise distributed outside Healy Consultants or to anyone within Healy Consultants who does not need to know it.

For this purpose client information includes all information provided by CLIENT NAME to Healy Consultants, including information belonging to, or relating to, HSBC in any country.

43. Any report, letter, information or advice provided by Healy Consultants to our Clients, is given in confidence solely for the purposes of providing our professional services. Our Clients will not, without Healy Consultants prior written permission, disclose engagement information to third-parties, provided that Healy Consultants hereby gives permission to CLIENT NAME for such disclosure to HSBC and any of its representatives.

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Healy Consultants expectations

- 44. CLIENT NAME will provide Healy Consultants the required due diligence information in timely manner, to enable my Firm efficiently and effectively complete the engagement. CLIENT NAME replies to Healy Consultants communications and requests in a timely manner.
- 45. CLIENT NAME settles our fees in a timely manner;

Conclusion

- 46. We, the person whose names appear below, declare and by our signature below, confirm that we are authorized to sign on behalf of the Entity we have ordered from Healy Consultants and we have read and agree to be bound by Healy Consultants terms of business outlined in this engagement letter;
- 47. We understand that we may have an obligation to report our interest in the company in personal tax returns and that income of the company may be imputed to us. We will take advice on and comply with our own legal obligations in this respect;
- 48. The company will not be used for any criminal activity or other illegal purposes, whether fiscal or otherwise, in any jurisdiction and we understand that Healy Consultants may have an obligation to report any arrangement involving the proceeds of criminal conduct;

<u>Name</u>	<u>Signature</u>	<u>Date</u>
Steve Louw		
Aidan Healy		

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Appendix One

Engagement Costs

Professional services rendered	Notes	US\$
Bahrain Single Person Company formation fees	1.	6,880
Bahrain Company Secretary Fees	2.	1,100
Estimate of government license registration fees	3.	2,950
Corporate bank account opening fees	4.	2,950
Nominee director and shareholder fees (3 months)	5.	6,290
Estimate of additional Government fees	6.	2,000
Virtual lease fees payable to third party (12 months)	7.	3,960
Retainer fee received on 3/4/14 (£3,028)	8.	(5,000)
Fund transfer received on 23/5/14, thank you for your business	9.	(8,880)
Fund transfer received on 17/6/14, thank you for your business	10.	(12,250)

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Notes to invoice above

1. This cost includes Healy Consultants fees to efficiently and effectively project manage our Clients engagement **i)** without our Client travelling and **ii)** our Client sending one courier to us. This fee also includes the time taken with our Clients to agree the optimum corporate structure, while legally minimising global taxation.

All engagement fees are agreed and paid up front. Consequently, there are no hidden fees or surprises or ambushes throughout the engagement. All engagement deadlines are agreed up front in the form of a detailed project plan, mapping out deliverables by week throughout the engagement term.

Every second day during the engagement, we email our Client a detailed status update. Our Client is immediately informed of engagement problems together with solutions. Your dedicated engagement manager is reachable by phone, skype, live chat and email and will communicate in your preferred language; Healy Consultants never gives up until we complete the engagement, regardless of the complexities or obstacles presented by banks and Governments;

2. In accordance with the Bahrain Companies Act, each Bahrain SPC Company must appoint a company secretary, who may be a natural person or a body corporate, but the company secretary must be resident in Bahrain. Healy Consultants will be the legal Bahrain Company Secretary and our annual responsibilities include **i)** preparation and filing of the legal Annual Return **ii)** securely maintain company records and chop **iii)** liaise with the Bahrain Government on behalf of our Client and **iv)** legal filing of changes of company structure;
3. This fee is an estimate of Government costs to complete your Firm's engagement. All Government fee payments will be supported by original receipts and invoices. Examples of Government costs include **i)** reserving the company name with the Department of Economic Development **ii)** preparation of company deeds and articles of association with Bahrain courts, **iii)** paying the Chamber of Commerce fee **iiii)** registering the company with the Ministry of Commerce and Labor Department. All third party and government fees associated with legalization of company and/or individual documents will be borne by our Client;

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4. Healy Consultants will be pleased to open a corporate bank account. It is a time consuming task, Healy Consultants will shelter our Client from the administrative challenges. There is a 50% probability the banks will request a bank signatory to travel for a one hour bank interview. Healy Consultants will try its best to negotiate with the bank for a travel exemption. As you can appreciate, it is a difficult task to obtain bank account approval through a newly formed company, when shareholders and directors and bank signatories reside overseas. There will be a fee discount of US\$500 if you have to travel;

The Bahrain banks enjoy ultimate power of approval of corporate bank account applications. Consequently, guaranteed success is outside of Healy Consultants control. What is inside our control is the preparation and submission of a high quality bank application that maximizes the likelihood of approval. To date, we enjoy a 100% approval record;

Global banks continue to tighten corporate bank account opening procedures, their internal compliance departments completing more thorough due diligence of Clients. Consequently, our Clients should expect the bank account approval period to take up to 4 weeks. Furthermore, global banks now require evidence of proof of business in the country where the corporate bank account will be, including sales contracts or lease agreement;

5. This is the professional nominee shareholder and director and bank signatory fees payable to Healy Consultants together with the additional Government fee. To efficiently and effectively and aggressively advance the CLIENT NAME engagement without delay, Aidan Healy will be the nominee for 3 months only, starting from the date when the first company registration application is submitted to the Bahraini Government. If CLIENT NAME needs Healy Consultants to remain as professional nominee for longer than 3 months, Healy Consultants will revert for additional fees to cover the additional risk;
6. This is an estimate of the additional Government fees to resign Healy Consultants nominees and appoint CLIENT NAME's director and shareholder;
7. Before the Government approves company registration, CLIENT NAME must supply a lease agreement. On behalf of CLIENT NAME, Healy Consultants will sign a 12 month Bahrain lease agreement with a Manama MAZ business centre. The Bahrain Government will only accept a minimum 12 month lease agreement;

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8. Funds transfer received on 3/4/14, thank you for your business;
9. Fund transfer received on 23/5/14, thank you for your business;
10. Fund transfer received on 17/6/14, thank you for your business;
11. All fees quoted in this invoice correspond to fees quoted on Healy consultant's [business website](#). Please review this invoice carefully to identify errors. During the rush of a business day, it is possible Healy Consultants 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. I apologize in advance if I or my staff made invoice errors;
12. The fees quoted in this invoice are an average of the fees of a typical Bahrain engagement. Only after going into detail with each individual client's business structure and needs, can Healy Consultants provide a custom tailored fee quotation. Unfortunately, government fees and procedures vary by industry by company. If during the engagement, Healy Consultants realizes the company incorporation is more complex than anticipated, requiring large investment of time, my Firm will revert to request additional fees;
13. If required, Healy Consultants will be pleased to assist your firm obtain business visa approvals. Our fee is US\$2,950 per person and includes preparation of a quality visa application and submitting to the correct Government immigration officers. The Government enjoys ultimate power of approval of visa applications. Consequently, guaranteed success is outside of Healy Consultants control. What is inside our control is the preparation and submission of a high quality immigration visa application that maximizes the likelihood of visa approval. To date, we enjoy a 100% approval record;
14. These accounting and tax fees amounts to US\$3,950 and are an estimate of Healy Consultants fees to efficiently and effectively discharge your Bahrain SPC Company accounting, auditing and tax obligations. Following receipt of a set of draft accounting numbers from your Bahrain SPC Company, Healy Consultants will more accurately advise accounting and tax fees;

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15. As stipulated on our business website and in section 3 of our engagement letter, Healy Consultants will only commence the engagement following i) settlement of our fees and ii) completion and signing of our legal engagement letter;
16. Healy Consultants will only incorporate your company after 75% of due diligence documentation is received by email. Healy Consultants will only open a corporate bank account after 100% of Client due diligence documentation is received by courier;

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Appendix Two

Detailed engagement procedures

No.	Procedures	Time
1.	Healy Consultants Compliance Team receives the required corporate and personal due diligence information from our Client, including all shareholders, directors, beneficial owners and bank signatories;	Week 1
2.	Our Client signs Healy Consultants engagement letter and returns the original to our Singapore Head Office together with original due diligence documents;	Week 1
3.	Our Client confirms the Bahrain nominee corporate structure. Only then, Healy Consultants will proceed with company incorporation;	Week 2
4.	Healy Consultants' Company Secretary Team prepares POA and corporate documents and legalizes them with local Bahrain embassy.	Week 2
5.	Healy Consultants submits a business plan together with Aidan's due diligence to the Ministry of Industry and Commerce (MOIC) for a security check;	Week 3
6.	The MOIC finishes the security check and approves Aidan as nominee director and shareholder;	Week 5
1.	Healy Consultants Incorporation Team submits for approval the Bahrain Company name to the Ministry of Industry and Commerce (MOIC). Healy Consultants ascertains the exact business licenses and permits required for CLIENT NAME Bahrain activities, which shall be approved by MOIC ;	Week 5
2.	Healy Consultants obtains pre-approval from MOIC ;	Week 6

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3.	On behalf of CLIENT NAME, Healy Consultants signs a 12 month Bahrain lease agreement with Manama MAZ business centre. Steve will review and approve the same before signature;	Week 6
4.	The legalized documents and the lease of agreement will be submitted to Ministry of Justice together with a letter of the Municipality to register the address of the Bahrain office;	Week 7
5.	Healy Consultants opens an Arab bank and HSBC (if possible) corporate bank account. There are 50% chances HSBC will require the bank signatory to travel to Bahrain for a one hour bank interview;	Week 8
6.	Client receives the account details and internet banking access and transfer the paid up share capital of Bahrain Dinar 50,000 (US\$133,000);	Week 8
7.	Bank issues a Certificate of deposit and Healy Consultants submits the same to MOIC. MOIC submits the complete business license application to the Bahrain Economic Department (BED);	Week 9
8.	BED will review the application and approve the business license;	Week 10
9.	CLIENT NAME Bahrain will be fully incorporated;	Week 12
1.	CLIENT NAME corporate documents are legalized with Ministry of Foreign Affairs and courier to Healy Consultants;	Week 12
2.	Healy Consultants proceed with change of corporate structure to appoint new director and shareholder and remove Mr. Aidan Healy;	Week 13
3.	CLIENT NAME appointees are successfully appointed;	Week 14
4.	If visa application is required, Healy Consultants will register the newly incorporated company with the Labour Market Regulatory Authority (LMRA). LMRA then provides a login ID and password to register individuals for employment with the company.	Week 14

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5.	Healy Consultants receives due diligence from each candidate and applies for initial two to three work visas;	Week 15
6.	Expected visa approval;	Week 16
7.	Healy Consultants sends our Client a Customer Satisfaction Survey to obtain frank and honest feedback as to how efficiently and effectively the engagement was completed together with the Company Kit containing the original company documents;	Week 16
8.	Client may then withdraw and deposit funds.	Week 16

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Appendix three

License name	Real estate, rentals and associated activities			
International Code	702006	741472	741409	742127
Local Code	0587241	0587115	0587207	0586118
Open to US beneficiaries and Bahrain citizens	Yes	Yes	Yes	Yes
Open to other nationalities	No	Yes	Yes	No
Local partner required	No	No	No	No
Business activity name	Management of commercial & industrial centers & residential buildings	Facility management services	Providing property development data and studies	Building services engineering
Description	Includes firms which work in the management of commercial, residential,	Provide and carry out support works and services related to companies and	Not provided	Include firms which deal with the internal environment impact of a building. They are

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industrial, hanger a storage buildings and land owned by other parties. Their activities are limited to their easing, improvement and maintenance.

establishments in order to ensure operation of works in the different projects and assets, and to provide consultancy and assets safeguarding services and to represent companies and establishments in front of governmental and official agencies and companies.

responsible for the design, installation, operation and monitoring of the mechanical, electrical and public health systems required for the safe, comfortable and environmental friendly operation of buildings

Notes:

1. Bahrain CLIENT NAME's activities fall under the license of Real estate, rentals and associated activities. Under one company name CLIENT NAME can have four similar business codes which are listed above;

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Appendix four

Documents required for SPC incorporation

a. Documents Required from the corporate shareholder;

- Copy of Commercial Registration Certificate;
- Copy of Memorandum or Articles of Association and its amendments (if any). The object/activity of the company must be mentioned and should have relation with the Bahrain business activities;
- Latest audited financial report if the company is at least one year old or Statement from auditor or government body stipulating no audit requirement;
- Certificate of incumbency or good standing;
- Board of Directors resolution to **i)** establish an office in the Kingdom of Bahrain and **ii)** be a shareholder in the company and **iii)** to appoint the Director for the Bahraini Company. Healy Consultants will provide with a draft template;
- General Power of Attorney to Healy Consultants affiliate office to do all related matters to incorporate the company in Bahrain and represent the company in front of all the authorities. Healy Consultants will provide with a draft template;
- General Power of Attorney for the Director of the Bahraini Company. Healy Consultants will provide with a draft template;

b. Requested documents for each individual director and shareholder;

- Passport Copies;
- Bank reference letter;
- Three months bank statements;
- CV;
- Two proof of address;
- The Ministry may ask for post-graduation certificate of at least one director or shareholder;

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All documents must be in English, attested by a notary public and legalized by the Ministry of Foreign Affairs and the nearest Bahrain embassy;

Documents required for visa application

c. From each applicant

- Colour passport copy in JPG format;
- One page employment contract;
- Medical report;



d. From the company

- Authorization letter from the company to the agent (Healy Consultants will provide draft template);
- A legalized letter from the Bahrain Company authorizing an appointee to sign all matters re visas. (Healy Consultants will provide draft template).

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APPENDIX FIVE

In order to activate the Bahrain bank account, it is necessary that a CLIENT NAME's appointee travels to Bahrain to complete banking formalities for activating and operating the bank account. Healy Consultants Bahrain affiliate team will accompany this individual to all of these events. This person should plan to stay in Bahrain for a minimum of 2 days for this process;

POWER OF ATTORNEY

By this Power of Attorney we, CLIENT NAME, a private limited liability Company, incorporated under the laws of USA, represented by its authorized signatory Mr., national, holder of Passport no. hereby appoint Mr., national, Passport No. and/or Mr., National, Passport No., ("the Attorneys") to act as our lawful attorney to :

(a) formation and registration of a single person Company (SPC) in the Kingdom of Bahrain under the name "CLIENT NAME BAHRAIN S.P.C." or any other name chosen by the promoter and approved by the authorities ("the Company"), and as such said attorney is hereby empowered to sign singly on all necessary forms, application and bank documents for opening a under formation corporate bank account in the name of the Company, to deposit the share capital and upon incorporation of the Company to convert the formation account into an operating account and sign all necessary documents, cheques and instruments to operate such account and to sign all documents that are necessary for the incorporation of the Company before the Notary Public, Ministry of Industry & Commerce, Municipality, Electricity Department or other authority in the Kingdom of Bahrain;

(b) upon incorporation of the Company, to manage the Company, open, operate and close bank account(s) in the name of the Company, act as our proxy and vote on our behalf in any General Assembly meetings of the shareholder/owner, sign the minutes of any General Assembly Meetings, owners'/shareholders' Resolutions, and audited financial statements of the Company, sell and transfer any and all of our shares in the Company to any third party as instructed by us through a resolution, and to sign singly any share sale agreement and amendments to the Articles of Association, transfer ownership or any other documents before the Notary Public, Ministry of Industry & Commerce or any other authority in the Kingdom of Bahrain to make any changes to the Articles of Association.

The Attorney shall do all such other acts and things in our/my name and on our/my behalf as shall be necessary or desirable for the purposes aforesaid.

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AND the said Attorney may appoint and remove any alternate or substitute attorney to carry out any or all of the purposes hereof.

.....(name).....
Authorized Signatory

[To be signed in front of the Notary Public in the country of origin and legalized by the Foreign Affairs & Bahrain Embassy]

Final

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Appendix Six

Potential engagement problems and solutions

<u>No</u>	<u>Problem</u>	<u>Solution</u>
1.	Our Client does not provide Healy Consultants the required information/documents in a timely manner. For example, the corporate shareholder information is not properly signed, attested and/or legalized.	Our Client speedily responds to Healy Consultants requests and efficiently provides my Firm the required information or immediately highlights problems with replying to requests
2.	The Bahrain Government advise they need additional information or documents, before approving a business license or completing company incorporation.	Healy Consultants will revert to our Client requesting additional information and documents.
3.	The Bahrain Government requests a feasibility study on the activity of "property consultancy" for CLIENT NAME Bahrain.	Healy Consultants will aggressively pursue an exemption from the MOIC regarding "Stage Details of Company Formation." However, if this is not possible, Healy Consultants may revert to our client requesting additional information, documents and possible fees. MOIC has given verbal approval for "property consultancy" as part of business consultancy; however they may require two weeks to add this activity to their records.
6.	Unanticipated Bahrain laws governing CLIENT NAME Bahrain business, thus a delay in the incorporation process.	Healy Consultants will outline the proposed operations in the business plan and company articles to ensure issues are addressed at the earliest stage.
9.	Public holidays in Bahrain (Ramadan) and Singapore cause unanticipated engagement delays	The engagement period is extended increasing the likelihood Healy Consultants will charge our Client additional project management fees.



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10.	Political unrest either postpones or terminates the engagement	The engagement period is extended increasing the likelihood Healy Consultants will charge our Client additional project management fees. Where there is a termination of services due to external reasons, Healy Consultants will provide a refund for services not already rendered.
11.	During the engagement, Bahrain Government departments revert to Healy Consultants rejecting the business activities of our Client	Healy Consultants will revert to our Client to create a solution. There may be additional fees to efficiently and effectively complete the engagement
12.	The Bahrain Government departments do not approve applications in a timely manner, causing material delays in the engagement completion date;	Healy Consultants will aggressively solve problems where possible. That said, Healy Consultants will not be responsible for the incompetence and inefficiency of Government departments. That said, Healy Consultants will aggressively supervise and liaise with third parties to ensure your engagement is efficiently and effectively advanced.
13.	Bahrain banking facilities will not open corporate accounts for the proposed business activity, shareholder nationality, or refuse to issue performance bonds;	The Bahrain banks enjoy ultimate power of approval of account applications. Consequently, guaranteed success is outside of Healy Consultants control. What is inside our control is the preparation and submission of a high quality bank application that maximizes the likelihood of approval. If a bank is deemed not possible, Healy Consultants will find alternative Bahrain banks more amenable.