

STRIKE OFF PROCEDURE AS AN ALTERNATIVE TO LIQUIDATION IN THE ASTANA INTERNATIONAL FINANCIAL CENTRE

(Information valid as of November 1, 2025)

Investor interest in the Astana International Financial Centre (hereinafter – "**AIFC**") continues to grow. Since its establishment, more than 4,200 companies have been registered in the AIFC, and the total amount of attracted investments has exceeded USD 17 billion.

Nevertheless, for various reasons, not all companies remain active, and in certain cases, it becomes necessary to terminate their operations. This article examines the relevant topic of company liquidation, given that the AIFC operates under special rules that differ from the general jurisdiction of the Republic of Kazakhstan (hereinafter – "**RK**").

On September 2, 2024, we published an article devoted to the specifics of liquidation, the Strike Off procedure, and the suspension of company activities in the AIFC¹. Later, on May 15, 2025, we released a comparative analysis of the liquidation procedures applicable in the RK and the AIFC^{2/3}.

In this article, we will highlight the key features of company deregistration ("Strike Off") as an alternative to the liquidation process. The reason for preparing this material was the completion of one such procedure by our firm. Special thanks go to Mr. Alibek Sarmagambet, Senior Specialist of the Registration Department of the AIFC Financial Services Regulatory Committee, for his consultation during the preparation of this article.

When speaking about an alternative method of liquidation, it is first necessary to recall that the position of the AIFC Registrar of Companies is as follows: in all cases of voluntary liquidation – regardless of the presence of creditors – an Official Liquidator accredited by the AIFC must be appointed (currently, there are only 12 such specialists). While the involvement of such a liquidator in voluntary liquidation with creditors appears justified – as it includes the realization of assets and settlements with creditors – in the case of voluntary liquidation without creditors, the liquidator's role is effectively limited to disposing of the company's remaining property, facilitating the tax audit process, and preparing and submitting the final documentation package to the AIFC Registrar of Companies for the official deregistration of the entity.

¹ Khamidullina Y., Kultelev T. "Specifics of Winding Up, Strike Off and Suspension of Activities of Companies in the Astana International Financial Centre" // Information and Legal Portal zakon.kz // URL: https://online.zakon.kz/Document/?doc_id=32554376
Kultelev T. "On the Liquidation of Companies and the Suspension of Their Activities in the AIFC" // Along the Paths of Memory: A Collection of Articles Dedicated to the 80th Anniversary of Professor Anatoly Grigoryevich Didenko. – Almaty, September 30, 2024. – pp. 227–252. – ISBN 987-601-7038-11-3.

² Kultelev T. "Comparative Analysis of the Procedure for Company Liquidation in the Republic of Kazakhstan and the Astana International Financial Centre" // Information and Legal Portal zakon.kz // URL: https://online.zakon.kz/Document/?doc_id=39546307 и

³ Kazakhstan Law Review, an online journal supported by the Chamber of Legal Consultants KazBar. // URL: <https://kazlawreview.kz/comparative-analysis-of-company-liquidation-procedures-in-the-republic-of-kazakhstan-and-the-astana-international-financial-centre/>

An analysis of the AIFC Insolvency Regulations⁴ allows us to identify several key structural features, including the scope of regulated legal relationships and the participants involved. Certain sections of the Regulations clearly correspond to the provisions of the Law of the Republic of Kazakhstan on Bankruptcy⁵, particularly regarding bankruptcy procedures

At the same time, the AIFC Insolvency Regulations go beyond insolvency matters and include specific chapters devoted to voluntary liquidation, which in itself is a novelty compared to the legislation of the Republic of Kazakhstan. Moreover, unlike the general regime, even in cases of voluntary liquidation, the liquidator must be a person registered as an "Official Liquidator."

We have discussed this issue in our previous publications.

In this regard, it appears reasonable to consider an alternative method of liquidation through the procedure of company deregistration ("**Strike Off**"), which represents the official termination of a company's legal existence.

The main legislative act governing this procedure is the AIFC COMPANIES REGULATIONS (hereinafter – "**AIFC Companies Regulations**" or the "**CR**")⁶.

The Strike Off procedure may be:

- **Initiated by the company itself** – if it has completed all business operations, has no outstanding debts, and wishes to voluntarily cease its existence (para. 4 of Art. 167 of the CR);
- **Initiated by the AIFC Registrar of Companies** – if the company is inactive, fails to submit reports, does not pay mandatory fees, violates AIFC rules, or otherwise acts in a manner detrimental to the interests of the AIFC (paras. 1–3 of Art. 167 of the CR).

According to publicly available sources, the AIFC Registrar of Companies has already dissolved several companies through the Strike Off procedure due to violations of the applicable AIFC legal framework. For example, such companies as Artificial Investments Company Ltd.⁷ and Versor Engineering Ltd.⁸ were deregistered in this manner. Some companies have also undergone Strike Off voluntarily, such as the Representative Office of Eximbank in Nur-Sultan⁹.

It is important to emphasize that within the general jurisdiction of the Republic of Kazakhstan, there is no procedure for the compulsory deregistration of a legal entity by decision of the registrar. The most similar mechanism in nature could be considered the simplified liquidation of a non-operating debtor, which is initiated by the tax authority and carried out solely on the basis of a court ruling.

In this context, the regulation of a similar procedure within the AIFC represents a departure from the general approach of national legislation, which makes it a relatively new and uncharacteristic solution for the Kazakhstani legal system.

At the same time, similar regulation is quite common in legal systems based on English law. The guidance on voluntary liquidation in the Abu Dhabi Global Market (ADGM) states that "*...if a company has ceased trading for a period exceeding three months and otherwise meets the requirements, it may apply for a voluntary strike off as provided in the ADGM Companies*

⁴ AIFC Insolvency Regulations No. 14 of 2017 (with amendments as of 27 December 2024, which commence on 1 January 2025).

⁵ Law of the Republic of Kazakhstan "On Rehabilitation and Bankruptcy" dated March 7, 2014, No. 176-V ZRK.

⁶ AIFC Companies Regulations No. 2 dated 20 December 2017 (with amendments as of 17 October 2024, which commence on 1 January 2025).

⁷ Notice of Intention to Strike Off: <https://orderly.myafsa.com/articles/afsa-notice-afsa-o-ec-2023-1025-on-striking-artificial-investments-company-ltd-off-the-register>

⁸ Notice of Intention to Strike Off <https://orderly.myafsa.com/articles/afsa-notice-afsa-o-ec-2023-0891-on-strike-off-versor-engineering-ltd>.

⁹ Notice of Intention to Strike Off [https://orderly.myafsa.com/articles/afsa-notice-afsa-o-ec-2025-0153-from-13-may-2025-on-striking-hungarian-export-import-bank-private-limited-company-doing-business-in-the-aifc-as-representative-office-of-eximbank-in-nur-sultan-\(nur-sultan-i-kepviselet\)-off-the-register](https://orderly.myafsa.com/articles/afsa-notice-afsa-o-ec-2025-0153-from-13-may-2025-on-striking-hungarian-export-import-bank-private-limited-company-doing-business-in-the-aifc-as-representative-office-of-eximbank-in-nur-sultan-(nur-sultan-i-kepviselet)-off-the-register)

Regulations. A liquidator or insolvency practitioner is not required to complete this process.¹⁰

Thus, an alternative option for cessation of activities without the need to engage an Official Liquidator may be the company's strike off upon its own application in accordance with paragraph 4 of Article 167 of the AIFC Companies Regulations. The main advantage of the Strike Off procedure is that the provisions of the AIFC Insolvency Regulations do not apply to it; therefore, there is no requirement to appoint an Official Liquidator, which makes the process simpler, faster, and less costly.

I propose to break down step by step how the Strike Off process is implemented

1. Preparatory Stage

Voluntary strike off (initiated by the company) may be applied if the company has completed its business activities, has no assets, debts, or ongoing legal disputes, and has not carried out any business operations during the three months preceding the application for strike off — including changing its name, selling assets, or undertaking any other commercial actions (paragraph 7 of Article 167 of the CR).

However, if the company previously owned assets or conducted any business activities, it is sufficient for the purpose of applying the simplified liquidation procedure through Strike Off to complete the following actions during the preparatory stage: terminate all employment contracts and settle payments with employees, pay off creditors, discharge outstanding obligations, dispose of property, and refrain from any business activity for at least three months, as follows from paragraph 7 of Article 167 of the CR, cited below:

"7. An application must not be made on behalf of a Regulated Entity under subsection (4):

(a) if at any time in the previous 3 months, the Regulated Entity has:

- (i) changed its name; or*
- (ii) traded or otherwise carried on business; or*
- (iii) made a disposal for value of property or rights held, before the disposal, for gain in the normal course of trading; or*
- (iv) engaged in any other activity, other than an activity that is necessary or desirable for the purposes of making an application under subsection (4) for concluding the affairs of the Regulated Entity or complying with associated legal requirements; or*

(b) at a time when any process in respect of the Regulated Entity, or its property, has commenced under the AIFC Insolvency Regulations."

In addition, some companies, prior to undergoing a tax audit, switch to a "dormant mode" for the duration of the limitation period, as we discussed in detail in our previous article.¹¹ However, this step is not mandatory

In essence, this approach largely corresponds to the preparatory stages of voluntary liquidation of legal entities under the general jurisdiction of the Republic of Kazakhstan, where companies, before applying to the tax authority for an audit, suspend their operations and refrain from any transactions other than those necessary for winding up their affairs (for

¹⁰ See sections 1.13, 2.4, and 2.7 of the Voluntary Liquidation [Guidance](https://en.adgm.thomsonreuters.com/rulebook/what-happens-when-companys-affairs-are-fully-wound): <https://en.adgm.thomsonreuters.com/rulebook/what-happens-when-companys-affairs-are-fully-wound>

¹¹ Comparative analysis of company liquidation procedures in the Republic of Kazakhstan and the Astana International Financial Centre. Published on May 15, 2025. // URL: https://online.zakon.kz/Document/?doc_id=39546307

example, settlements, termination of contracts with counterparties and employees, and settlements with creditors and the budget).

In other words, everything that, under the general jurisdiction of the Republic of Kazakhstan, is usually done after the adoption of a liquidation decision, publication of the corresponding notice in the media, and before the preparation of a preliminary liquidation balance sheet submitted for initiation of the tax audit (where, as a rule, all fields of such a balance sheet are zero)¹², in the AIFC must be completed before the decision "on liquidation" is made.

The procedure for preparing to cease a company's operations may include the following stages:

(a) Fulfillment of obligations

The company must complete the performance of all obligations to local organizations, suppliers under civil contracts, and other counterparties, including the repayment of any outstanding debts. To do this, it is necessary to sign all relevant agreements and compile a complete set of financial documents (acts of completed work, primary accounting documents for transactions and interactions, reconciliation statements of mutual settlements). All agreements reached must be properly recorded in the company's accounting system.

It is also necessary to reconcile the company's personal tax accounts to ensure the completeness of all regular and supplementary tax reporting, verify the correct reflection of paid tax obligations, and compare the results of the tax account reconciliation with the company's accounting data.

In addition, the procedure for terminating and dissolving contracts should be reviewed. For example, in certain cases, prior notice within a prescribed period or the signing of a separate termination agreement may be required.

(b) Disposal of fixed assets recorded on the company's balance sheet

The company must determine the disposition of its fixed assets in order to clear its balance sheet for the subsequent preparation of the preliminary liquidation balance, in which fixed assets should no longer appear. To achieve this, assets may be sold or transferred gratuitously (with payment of the applicable tax), or written off through proper disposal procedures documented by an official act.

This approach aligns with the AIFC Companies Regulations, which stipulate that during the three-month period prior to initiating the Strike Off procedure, a company must not engage in any activity other than what is necessary or expedient for submitting the application under paragraph 4 of Article 167, for the purpose of concluding its affairs.

(c) Distribution of dividends

It is important to note that dividends must be distributed before the approval of the preliminary liquidation balance sheet.

First, in practice, there have been entirely absurd cases where tax authorities interpreted the funds remaining in a company's bank account as a "gift" from the shareholders. Since these amounts (exceeding the charter capital) were not distributed among participants, the tax authorities classified them as "unclaimed," reclassified them as profit, and imposed corporate income tax and penalties.

¹² Specifics of Winding Up, Strike Off and Suspension of Activities of Companies in the Astana International Financial Centre. Published on September 2, 2024 // URL: https://online.zakon.kz/Document/?doc_id=32554376

Second, if the distribution of funds is carried out at the final stage, this entails the need to submit additional tax reports apart from the liquidation tax return and may potentially lead to a repeated tax audit (paragraph 12 of Article 58 of the Tax Code).

(d) Formalization of relations with persons responsible for the Strike Off procedure

Since the Strike Off procedure does not involve a liquidation commission (or an Official Liquidator) to which powers for managing the company's assets and affairs would be transferred, the company must independently appoint individuals authorized to conduct and complete the Strike Off process. Typically, these individuals are lawyers and accountants.

Such services are usually formalized through separate civil-law agreements concluded with one of the shareholders, as the company itself is no longer able to make payments due to the termination of its operations.

In addition, at this stage, it is necessary to address the issue of providing the appointed persons with the company's electronic digital signature (EDS).

(e) Appointment of an authorized person to manage the bank account

The bank account is closed at the final stage, and it should retain a sufficient balance to cover monthly bank maintenance fees and settlements with the budget.

However, an excessive balance may attract the attention of the tax authorities, who are interested in increasing budget revenues. Therefore, it is advisable to coordinate with the accounting service provider in advance to determine the optimal amount to keep in the account. Before the liquidation process begins, it is recommended to return the majority of the company's funds to shareholders in the form of dividend distributions, while after liquidation, any remaining amounts (for example, part of the charter capital, if it remains) should also be returned to the founders.

During the Strike Off procedure, an authorized person with first-signature rights in the bank must be appointed to pay any taxes (or penalties) identified during the tax audit and to close the bank account. This person may be the company's former director, provided that an agreement is concluded with them for account management during the Strike Off period, or another individual who is granted the relevant authorization to manage the account.

It should be noted that starting from 2025, liability has been introduced for transferring an electronic digital signature (EDS) or banking key to third parties, which undoubtedly complicates their lawful use during the company's closure process.

(f) Vacating the office and transferring documents for temporary storage

Since there is no need to maintain office premises during the Strike Off procedure, the office should be cleared of documents, and arrangements for their storage should be made in advance.

As a rule, documents are either destroyed or transferred for safekeeping to a specialized archive on a paid basis. However, contracts, accounting, tax, and statistical records must be handed over to the person responsible for accounting support, as these documents will be required until the completion of the tax audit (which may take up to one year).

After the completion of the Strike Off procedure, public companies are required to retain their documents for six years following their removal from the register (para. 12 of Art. 167 of the CR).

Upon completion of the liquidation process, documents must be sorted: most may be destroyed, while certain records must be transferred to the state archive (for more details, see Section 5 of this article).

(g) *Termination of the lease agreement*

In connection with the termination of the company's operations, the lease agreement must be terminated. To do so, the terms of the lease should be reviewed, particularly the procedure for notifying the landlord of termination, and such notice must be sent within the prescribed timeframe.

As for the legal address, it remains assigned to the company until its removal from the register of legal entities or until a decision is made to change it for the duration of the Strike Off procedure (for example, to the address of the person providing tax support). Accordingly, this matter must be agreed upon with the landlord, and, if necessary, payment for the use of the legal address during the Strike Off period should be ensured.

Payment may be made on behalf of the company, but in that case, it must be made in advance, since by the time the tax audit begins, all contracts must have been terminated and all works closed with appropriate acceptance certificates.

(h) *Return of licenses*

If the company holds an active license, it must at this stage submit an application to the AIFC regulator for its voluntary termination and obtain approval (confirmation). This is in line with subparagraph (b) of paragraph 3 of Article 167 of the CR and Article 30 of the AIFC Financial Services Regulations. Under the general jurisdiction, a similar procedure is provided by the Law on Permits and Notifications (subparagraph 5 of paragraph 1 of Article 35).

(i) *Termination of employment relations*

Before initiating the Strike Off procedure, it is advisable to terminate all employment relationships with company employees, including its director, which will serve as additional confirmation of the company's inactivity. This may also be done after the decision to commence the Strike Off procedure has been adopted; however, in that case, employees and directors must be notified in accordance with paragraph 6 of Article 167 of the CR (see Section 2.2 of this article).

2. Commencement of the Strike Off Procedure

2.1. *Adoption of the Decision on Strike Off and the Declaration of Solvency*

As established earlier, Strike Off is a simplified process for liquidating companies that have ceased their operations¹³. In other words, the process first involves the cessation of activity, and then the company's removal from the register, which generally aligns with the standard procedure under the general jurisdiction of the Republic of Kazakhstan, where a company first adopts a decision to terminate its activities (commonly referred to as a decision "on liquidation," since, for example, such a resolution is adopted by the company's highest governing body¹⁴).

However, since liquidation, both compulsory and voluntary, within the AIFC is carried out under the rules of the AIFC Insolvency Regulations and requires the involvement of an Official Liquidator, we believe that in the decision on Strike Off initiated by the company itself, the term "liquidation" should be avoided. Instead, the decision should clearly specify that the cessation of activity is to be carried out through the Strike Off procedure, with reference to Article 167 of the AIFC Companies Regulations.

¹³ Article by KD Legal // URL: https://kdlegal.kz/strikeoffen?utm_source=chatgpt.com

¹⁴ Subparagraph 7 of paragraph 1 of Article 43 of the Law of the Republic of Kazakhstan dated April 22, 1998, No. 220-І "On Limited and Additional Liability Partnerships."

According to the AIFC Insolvency Regulations, shareholders adopt a resolution on the voluntary liquidation of the company (Article 32). However, the AIFC Companies Regulations do not contain a direct indication of which corporate body is responsible for making the decision to cease operations and initiate the Strike Off procedure.

We believe that such a decision may be made either by the company's directors or by its shareholders by a simple majority vote (unless otherwise provided in the Articles of Association). This conclusion is based on paragraph 5 of Article 167 of the CR, which, although it does not directly specify the body that adopts the decision, identifies the body authorized to submit the Strike Off application. This seems logical, as in many inactive companies, directors may in fact no longer be in office.

For convenience, the relevant provision of the article is cited below:

"5. An application under subsection (4) must:

(a) be made on the Regulated Entity's behalf by its Governing Body or a majority of its Shareholders, partners or members; and

(b) be in the form prescribed by the Rules¹⁵."

At the same time, the regulator proceeds from the understanding that this matter primarily falls within the competence of the shareholder as the founder of the company and should be expressed in the form of a resolution.

In addition, we would like to draw attention to an ambiguity we identified in the AIFC Companies Regulations, which we discussed in detail in our article dated September 2, 2024. This concerns paragraph 4 of Article 167 of the CR, which at that time was worded as follows:

"If an application is made by a Company to strike the Company's name Off the Register following a voluntary winding up in accordance with the procedures under the AIFC Insolvency Regulations, the Registrar of Companies may strike the Company's name Off the Register..."

Such wording created a certain degree of legal uncertainty and gave the impression that the voluntary liquidation procedure had to precede the Strike Off process, with mandatory compliance with all the requirements of the AIFC Insolvency Regulations, including the appointment of an Official Liquidator.

This legal issue was addressed in the updated version of the AIFC Companies Regulations, which came into force on January 1, 2025. The relevant paragraph was amended and no longer contains a reference to the AIFC Insolvency Regulations, thereby eliminating the previous ambiguity.

At the same time, the AIFC Registrar of Companies still applies, by analogy, the provisions of the AIFC Insolvency Regulations, requiring directors to adopt a Declaration of Solvency. Although the CR, which governs only the Strike Off procedure, does not expressly impose such a requirement, this practice appears logical and appropriate, as it aligns with paragraph 10 of Article 167 of the CR, despite the absence of any formal obligation to submit this document.

¹⁵ Rules – AIFC Companies Rules (COR) No. GR0004 dated December 29, 2017 (as amended on September 22, 2021, effective from January 1, 2025).

2.2. Notification on the Commencement of the Termination Procedure

If, by this stage, the company has not carried out any commercial activity and meets the other conditions set out in paragraph 7 of Article 167 of the CR, then under paragraph 4 of Article 167 of the CR, it is entitled to submit an application to the AIFC Registrar of Companies for deregistration through the Strike Off procedure, attaching to it the resolution of the company's authorized body, the Declaration of Solvency, and a power of attorney if the application is submitted by a representative (no other documents are required if the director and other employees are absent).

The AIFC acts do not specify an exact deadline for submitting such a notification. However, it must be filed with due regard to the three-month period required for the AIFC Registrar of Companies to publish a notice of its intention to strike the company off the register in accordance with paragraph 8 of Article 167 of the CR.

A similar procedure exists under the general jurisdiction: by analogy with paragraph 1 of Article 50 of the Civil Code, the obligation to give notice is also imposed on the legal entity. However, under that system, the publication of the notice is carried out by the company itself, whereas in the AIFC, this duty is assigned to the AIFC Registrar of Companies. At the same time, the need for the company to independently publish a notice in the media remains, since the tax audit is conducted in accordance with the general provisions of the Tax Code. Consequently, the tax authority is entitled to request proof of the published notice in a printed publication.

Thus, the next step, similar to the procedure established under the general jurisdiction (paragraph 3 of Article 50 of the Civil Code), is the publication of a notice in the media so that creditors (if any) can submit their claims. At the same time, a distinctive feature of the AIFC framework is the requirement to notify not only creditors but also shareholders, directors, and employees (if any). This requirement is directly derived from paragraph 6 of Article 167 of the CR, which provides that:

Within 7 days after the day that an application under subsection (4) is made, the applicants must give a copy of the application to every Person who, on the day the application is made, is:

a Shareholder, partner or member of the Regulated Entity; or

an Employee of the Regulated Entity; or

a Creditor of the Regulated Entity; or

a member of the Governing Body of the Regulated Entity who is not a party to the application.

In addition, under the Tax Code, a legal entity is required to notify the tax authority at its place of registration in writing within three working days from the date of adoption of the decision on liquidation (paragraph 1 of Article 58).

3. Tax Audit and Closure of Bank Accounts

At the next stage, a tax audit is carried out.

In accordance with Article 6 of the Constitutional Law on the AIFC, the tax regime within the AIFC is determined by the Tax Code. Accordingly, the fulfillment of tax obligations by the taxpayer and the conduct of tax audits are governed by the provisions of the Tax Code.

The subsequent procedure for fulfilling tax obligations is regulated by Article 58 of the Tax Code.

3.1. *Preparation of the interim liquidation balance sheet and submission of an application to the tax authorities for a documentary audit*

After a two-month period, the interim liquidation balance sheet is approved. Within three working days from the date of its approval, the company's authorized representative must apply to the territorial tax authorities with a written request to conduct a tax audit (para. 2 of Article 58 of the Tax Code).

3.2. *Conduct of the tax audit, payment of tax liabilities, refund of remaining funds (including charter capital), and submission of the liquidation balance sheet*

Under tax legislation, a documentary audit during the liquidation of a company must be initiated by the tax authorities no later than 20 working days from the date of receipt of the application for its conduct. However, in practice, the commencement of the documentary audit is often delayed. The average duration of the audit ranges from 6 to 9 months and depends on the current workload of the inspectors in the tax authority's control department. All statutory grounds for extending the audit period are typically applied.

The scope and volume of information that the tax inspector may request during the audit are determined at the inspector's discretion. As a rule, the following are requested: a copy of the company's accounting system, sequential submission of original primary documents, preparation of analytical breakdowns and account details, completion of tax reconciliation registers, and the provision of written explanations regarding accounting calculations.

Upon completion of the audit, the tax authorities issue an Audit Report. In cases where tax liabilities are identified, such debts must be settled by the company or, if there are no funds available in its bank accounts, by the company's participant (paras. 5 and 7 of Article 58 of the Tax Code).

The company has the right to receive the remaining assets after settlements with creditors upon completion of the liquidation. If there are remaining funds in the bank accounts to be returned to the company (including any residual charter capital), a corresponding resolution must be provided.

As mentioned above, the tax inspector will determine the total amount of additional assessments and penalties (if any) and record them in the Audit Report. The taxpayer's task is to pay all additional charges (in case of disagreement, a 30-day period is provided for appeal). The inspector's assessments and the subsequent payments are reflected in the company's tax accounts, serving as confirmation that all obligations have been fulfilled.

The company must submit the liquidation balance sheet within three working days from the date of completion of the tax audit or, if tax liabilities exist, from the date of their settlement (para. 13 of Article 58 of the Tax Code).

3.3. *Closure of Foreign Currency Contracts, Registration Numbers, and Bank Accounts*

After all outstanding payments and taxes have been settled, the company's authorized representative with first-signature rights must contact the servicing bank to close the bank account. Account closure may take place either before or after submitting the application to the AIFC Registrar of Companies. This action does not affect the closure of the taxpayer's personal tax accounts. The tax authority must be provided with a certificate confirming the closure of all bank accounts as well as the destruction of the company seal.

Before closing the account, it is essential to resolve all issues related to foreign exchange control with the servicing bank and to close all corporate bank cards. In addition, any registration numbers assigned by the National Bank must be terminated.

4. Submission of the Application to the AIFC Registrar of Companies to Complete the Strike Off Procedure

The final stage of the Strike Off process is the submission by the company of an application to the AIFC Registrar of Companies requesting removal from the register. The application must be accompanied by the Tax Audit Report and a power of attorney (if the application is submitted by a representative).

Upon receiving a request for voluntary Strike Off, the AIFC Registrar of Companies makes a decision (para. 3 of Article 167 of the AIFC Companies Regulations, the "CR") and publishes a notice¹⁶ of its intention to remove the company from the register on its official website (subparagraph (a) of para. 3 of Article 167 of the CR).

In accordance with paragraph 8 of Article 167 of the CR, after the expiration of three months, the Registrar issues the corresponding order. In the case of compulsory Strike Off, this order may come into force within a shorter period. Following this, the company is removed from the Public Register (<https://publicreg.myafsa.com/>).

The taxpayer's account with the tax authorities is automatically closed once confirmation of deregistration is received from the AIFC Registrar of Companies, provided there are no outstanding tax liabilities. After that, the company's Business Identification Number (BIN) is deleted from the National Register of Business Identification Numbers, which is reflected on the websites of the State Revenue Committee (<https://portal.kgd.gov.kz/ru/pages/info-services/find-taxpayer>) and the Electronic Government portal (<https://egov.kz/cms/ru>).

After the Strike Off has been completed, in accordance with paragraphs 10–12 of Article 167 of the CR, the company ceases to exist. However, its directors and shareholders may continue to bear liability for any unpaid debts or outstanding obligations.

5. Final Procedures

5.1. Destruction of seals and stamps

The AIFC acts do not require companies to have a corporate seal. However, if a seal was created and used during the company's operations, it must be destroyed upon completion of the Strike Off procedure.

5.2. Transfer of documents to the archive

After the completion of the Strike Off procedure, public companies are required to retain their documents for six years following their removal from the register (para. 12 of Article 167 of the AIFC Companies Regulations, the "CR").

In addition, the CR provides that a company (including a private company) "must ensure the preservation of its accounting records for at least six years from the date of their creation, or for another period if established by the Rules" (Article 129).

Certain employment-related documents, which have a retention period of 75 years, must be transferred to the state archive in accordance with Order No. 263¹⁷ and paragraph 4 of Article 8 of the Law on the National Archival Fund and Archives¹⁸.

¹⁶ Notification of the AIFC Registrar [https://orderly.myafsa.com/articles/afsa-notice-afsa-o-ec-2025-0153-from-13-may-2025-on-striking-hungarian-export-import-bank-private-limited-company-doing-business-in-the-aifc-as-representative-office-of-eximbank-in-nur-sultan-\(nur-sultan-i-kepviselet\)-off-the-register](https://orderly.myafsa.com/articles/afsa-notice-afsa-o-ec-2025-0153-from-13-may-2025-on-striking-hungarian-export-import-bank-private-limited-company-doing-business-in-the-aifc-as-representative-office-of-eximbank-in-nur-sultan-(nur-sultan-i-kepviselet)-off-the-register)

¹⁷ Order No. 263 – Order of the Acting Minister of Culture and Sports of the Republic of Kazakhstan dated September 29, 2017, No. 263, "On the approval of the list of standard documents generated in the activities of state and non-state organizations, indicating their retention periods."

¹⁸ Law of the Republic of Kazakhstan dated December 22, 1998, No. 326-І "On the National Archival Fund and Archives."

Thus, the Strike Off procedure in the AIFC represents a simpler, faster, and more cost-effective alternative to the traditional liquidation process involving an Official Liquidator. It enables companies that have completed their activities and have no outstanding obligations to cease their legal existence with minimal time and resource expenditure, while fully complying with the requirements of AIFC and Republic of Kazakhstan legislation.
