



# PORTCULLIS NEWS

MCI (P) 013/06/2017

31 July 2017

## BENEFICIAL OWNERSHIP REGISTER LEGISLATION – CAYMAN ISLANDS

### BENEFICIAL OWNERSHIP REGISTER LEGISLATION (the “Company”)

You may be aware that Cayman Islands had recently introduced new legislation for the maintenance of Registers of Beneficial Ownership (“RBO”). In connection to that, each company, unless Out of Scope\*\* (see definition below), will be required to comply with the following pursuant to the Companies (Amendment) Law, 2017 (Law 2 of 2017):-

- (i) Identify all individuals who are registrable persons and all relevant legal entities of the company;
- (ii) Issue written notice to request the particulars of all the parties mentioned in paragraph (i);
- (iii) Confirm the particulars received;
- (iv) Forward the particulars to the corporate service provider (“CSP”) to enter into the Company’s RBO platform.
- (v) Update the particulars of all the parties mentioned in para (i) upon confirmation of any changes and forward the updated particulars to the CSP or Registrar.

As your corporate service provider, we will be sending you a notice in the near future with the relevant guidelines in order for you to discharge your obligations imposed by the law. Considerable resources and efforts have been and will be invested to ensure each company’s compliance with the new regulatory requirements. In order to ensure on-going compliance with such legal reforms, we will be charging each company a **fee of USD250.00**. This fee represents a shared cost and will be utilised for the input and uploading of the required RBO to the platform upon the company’s confirmation of the required information pursuant to paragraph (iv.) above. Out of Scope companies will not be charged this fee.

Kindly be notified that this fee **does not** include the preparation and dispatch of any notice to the parties mentioned in para (i). Should you wish us to prepare and dispatch such notices for and on behalf of the company, please do contact your Relationship Manager. Charges will depend on your request ie, the number of notices that need to be dispatched.

Kindly take note that this notice is for your information only and no action is required from you at this stage.

We will be sending you a further notice in due course.

If you need clarification, please do not hesitate to contact your Relationship Manager or send an email to [info.caymanislands@portcullis.co](mailto:info.caymanislands@portcullis.co).



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### **\*\* Out of Scope**

Certain Cayman Islands companies are “**out of scope**” and, hence, are not required to maintain a beneficial ownership register. Out of scope entities include any legal entity which is:-

- (i) listed on the Cayman Islands Stock Exchange or an approved stock exchange; or
- (ii) registered or holds a licence under Cayman Islands regulatory laws (such as, for instance, registered mutual funds, excluded persons serving as investment managers and advisors or other CIMA registered or regulated entities); or
- (iii) managed, arranged, administered, operated or promoted by an Approved Person as a special purpose vehicle, private equity fund, collective investment scheme or investment fund; or
- (iv) a general partner of a vehicle, fund or scheme referred to in paragraph (iii) that is managed, arranged, administered, operated or promoted by an Approved Person.

An “**Approved Person**” is a person who either falls within (i) or (ii) above or is regulated in a jurisdiction listed in Schedule 3 to the Money Laundering Regulations (which includes the USA, many EU jurisdictions and Hong Kong – see Annex for a full list).

A “**subsidiary**” of any entity falling within any of the criteria in paragraphs (i) – (iv) above is also “out of scope”. To be a subsidiary the out of scope entity must:

- (i) hold *more than* 75% of the shares or voting rights of the subsidiary (separately or collectively); or
- (ii) have the right to appoint or remove a majority of directors or managers of the subsidiary (separately or collectively).

A subsidiary of an out of scope subsidiary (etc.) is also “out of scope”.



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### Annex

Schedule 3 countries and territories with equivalent legislation

Argentina	Israel
Australia	Italy
Austria	Japan
Bahamas	Jersey
Bahrain	Liechtenstein
Barbados	Luxembourg
Belgium	Malta
Bermuda	Mexico
Brazil	Netherlands
British Virgin Islands	New Zealand
Canada	Norway
Denmark	Panama
Finland	People's Republic of China
France	Portugal
Germany	Singapore
Gibraltar	Spain
Greece	Sweden
Guernsey	Switzerland
Hong Kong	Turkey
Iceland	United Arab Emirates
India	United Kingdom
Ireland	United States of America
Isle of Man	



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## 最終受益人名冊新法 - 開曼群島

貴公司或許已獲悉，開曼群島最近已實施「最終受益人名冊」留存新法。在新法的實施上，除了「範圍外公司\*\* (定義如下)」外，依據《2017年公司(修正)法 (2017年第2法)》各公司必須遵守下列規定：-

1. 確認公司所有應登記的個人及相關法人；
2. 發出通知書，向第1項所指的所有個人及法人索取詳細資料；
3. 確認已接獲的詳細資料；
4. 將詳細資料轉交專業服務提供商，俾便登錄於公司最終受益人名冊平台上；
5. 第1項所指任何個人及法人的詳細資料有變更者，在確認變更資料後立即更新，並將更新後資料轉交專業服務提供商或註冊處。

本公司身為貴公司的專業服務提供商，近期內將寄發一封載明相關規定的通知函予貴公司，使貴公司得以完成依法應負的義務；若貴公司屬「範圍外公司」者則除外。本公司已投入大量資源及人力，以確保各公司能夠確實遵守新法規定。由於成本考量，本公司因此將向各公司收取**250美元服務費**。該請款發票將連同通知函一併寄送。此費用為各公司確認規定資料後，本公司依第4項所述將規定的最終受益人名冊資料輸入平台之費用。「範圍外公司」無須給付本項服務費。

本項服務費**不**包含準備及遞送任何通知書給予第1項所指之個人及法人的費用。若貴公司希望本公司代為準備及遞送通知書，請洽詢負責貴公司的客戶經理 (Client Relationship Manager)。收費將按貴公司的要求而定，亦即按通知書份數、遞送需求等而定。

本通知函的目的，僅在於傳達訊息供 貴公司參考，因此，在本公司屆時另發通知函公司之前，貴公司無須採取任何行為。

倘貴公司需要進一步解釋說明，請洽詢負責貴公司的客戶經理 (Client Relationship Manager)，或傳送電子郵件至本公司：  
[info.caymanislands@portcullis.co](mailto:info.caymanislands@portcullis.co)。



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## 最終受益人名冊新法 -開曼群島

### \*\* 「範圍外公司」

若干乃屬開曼群島「範圍外公司」，因此無須留存一份最終受益人名冊。範圍外公司包括下列法人： -

- (1) 在開曼群島證券交易所或經認可的證券交易所掛牌上市；或
- (2) 已依開曼群島管理法規進行登記或持有執照（例如：已登記的共同基金、擔任投資經理人或顧問的除外人士、或已向開曼群島金融管理局（CIMA）登記或由其監管的其他公司等）；或
- (3) 由核准人士 (Approved Person) 管理、籌備、掌管、經營或發起的特殊目的機構、私募股權基金、集體投資計畫或投資基金；或
- (4) 以上第(3)項所指由核准人士(Approved Person) 管理、籌備、掌管、經營或發起的一般合夥、基金或計畫。

「核准人士」係指屬於以上第(1)或(2)項所述之人，或受「洗錢防制法附表3」所示管轄地 (包括美國、許多歐盟會員國、香港等 -完整名單請參附件) 規範之人。

符合以上第(1)至(4)項任一標準的任何實體的「子公司」，亦為「範圍外公司」。所謂範圍外公司的子公司，範圍外公司必須：  
持有該子公司**超過75%**的股份或表決權 (分開或合併計算)；或  
有權任命或解任該子公司過半數的董事或經理人(分開或合併計算)。

範圍外子公司(等等)的子公司，亦為「範圍外公司」。



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## 最終受益人名冊新法 - 開曼群島

### 附件

附表3：訂有相同法律的國家與地區

阿根廷	以色列
澳洲	義大利
奧地利	日本
巴哈馬	澤西島
巴林	列支敦斯登
巴貝多	盧森堡
比利時	馬爾他
百慕達	墨西哥
巴西	荷蘭
英屬維京群島	紐西蘭
加拿大	挪威
丹麥	巴拿馬
芬蘭	中華人民共和國
法國	葡萄牙
德國	新加坡
直布羅陀	西班牙
希臘	瑞典
根西島	瑞士
香港	土耳其
冰島	阿拉伯聯合大公國
印度	英國
愛爾蘭	美國
曼島	



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