



Cayman Islands
General Registry

Guidance Notes on Complying with Beneficial Ownership Obligations in the Cayman Islands

Issued by the Competent Authority for Beneficial Ownership on 18 July 2022



FOREWORD

The Cayman Islands is committed to maintaining the confidence in and stability of the financial services industry and other industries which form an integral part of its economy. In a globalized world and as a leading international financial centre, the Cayman Islands recognizes that this commitment must also extend internationally.

The Beneficial Ownership Framework (the “Framework”) in the Cayman Islands has been constructed with stakeholder input and reference to international standards and best practices, including but not limited to the Financial Action Task Force Recommendations. The purpose of the Framework is to support the preservation of the integrity of the financial sector as well as strengthen the co-operation and information sharing between law enforcement agencies and competent authorities in the fight against crime globally. Simultaneously, the Cayman Islands aims to maintain its position as a premier financial centre, offering an attractive environment within which firms can operate compliantly and competitively.

The Competent Authority for Beneficial Ownership (“Competent Authority”) notes that the global standards for transparency and sharing of information with respect to beneficial ownership continues to evolve, and remains steadfast in performing its functions given the purpose of the Framework, to help combat money laundering, terrorist financing, proliferation financing, and other criminal activities that misuse legal entities and exploit the financial services system, often at the misfortune of vulnerable individuals in society. The Competent Authority expresses sincere thanks to market participants for ongoing efforts to comply with the requirements under the Framework.

This Guidance on Complying with Beneficial Ownership Obligations in the Cayman Islands (“Guidance Notes”), provides guidelines that should be adopted by companies, limited liability companies, and limited liability partnerships that are in scope for the provision of the required particulars and other information related to beneficial ownership obligations under the respective statutes. These Guidance Notes should not be relied upon in respect of points of law and reference for that purpose should be made to the appropriate statutory provisions. Furthermore, companies, limited liability companies, limited liability partnerships, beneficial owners and trust and corporate service providers should be aware of the Registrar of Companies’ power to impose administrative fines for breaches to the provisions specified in Schedule 7 of the Companies Act (2022 Revision) and the Schedule of the Limited Liability Companies Act (2021 Revision) and Limited Liability Partnership Act (2021 Revision).

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1. ABBREVIATIONS

| Terms | Abbreviations |
|---|-----------------------------------|
| Beneficial Owner | BO |
| Beneficial Ownership (Companies) Regulations (as amended), Beneficial Ownership (Limited Liability Companies) Regulations (as amended) and Beneficial Ownership (Limited Liability Partnership) Regulations (as amended) | Regulations |
| Beneficial Ownership Regime | Regime |
| Beneficial Ownership Register | BOR |
| Beneficial Ownership Test | BO Test |
| Cayman Business Portal | CBP |
| Cayman Islands Monetary Authority | CIMA |
| Companies Act (2022 Revision) | Companies Act |
| Corporate Administration Platform | CAP |
| Corporate Service Provider | CSP |
| Limited Liability Companies Act (2021 Revision) | Limited Liability Companies Act |
| Limited Liability Partnership Act (2021 Revision) | Limited Liability Partnership Act |
| Limited Liability Partnership Act, Limited Liability Companies Act, Companies Act, and Regulations | Legislative Framework |
| (Comma Separated Values) File | CSV File |
| Minister of Financial Services | Minister |
| Registrar of Companies | ROC |
| Trust and Corporate Service Provider | TCSP |

2. DEFINITIONS

| Terms | Definitions |
|-----------------------------|---|
| Accurate Information | Information which has been verified to confirm its accuracy by verifying the identity and status of any beneficial owners, relevant legal entities, or other information using reliable and independent source documents, data, or information. |

| Terms | Definitions |
|--|--|
| Administrative Fines | A civil penalty issued against a natural person, legal entity, TCSP, or CSP by the ROC in accordance with Part XVIIIB of the Companies Act, Part 10A of the Limited Liability Companies Act, and Part 9 of the Limited Liability Partnership Act. |
| Administrative Fine Notice | A written notification concerning a civil penalty imposed by the ROC for breach of a provisions enumerated in Schedule 7 of the Companies Act; the Schedule of the Limited Liability Companies Act or the Schedule of the Limited Liability Partnership Act; the notice will contain specificities such as the date on which the notice was issued, nature of the breach, fine amount, and payment details. |
| Beneficial Owner (“BO”) | An individual who is determined to be a BO in accordance with the BO test set out at paragraph 4.1 below. |
| Beneficial Ownership Register (“BOR”) | As per section 244 of the Companies Act, section 70(1) of the Limited Liability Companies Act, and section 51(1) of the Limited Liability Partnership Act, a BOR means a register of adequate, accurate, and current Required Particulars that is maintained pursuant to section 252 of the Companies Act, section 59 of the Limited Liability Partnership Act and section 78 of the Limited Liability Companies Act, and contains the required particulars for the registrable persons in relation to the legal entity. |
| Required Particulars | Means the information listed at paragraphs 6.2 and 6.3 below. |
| Competent Authority for the purposes of Part XVIIIA - Beneficial Ownership Registers of the Companies Act (“Competent Authority”) | Means the Minister of Financial Services (“Minister”) as referred to in section 246(1) of the Companies Act and includes a person designated by the Minister to act for a specific purpose. According to section 246(2) of the Companies Act, the Competent Authority may do all things necessary or convenient to be done in the performance of its functions under the Companies Act. The Minister has designated the Registrar of Companies as the Competent Authority. |
| Confirmations Pending | As per Regulation 5 in the Regulations, a beneficial owner status used in the CSV File/BOR to show that the company has identified a registrable person, but all of the required particulars have not yet been confirmed for the purposes of section 253 of the Companies Act, section 80 of the Limited Liability Companies Act or section 61 of the Limited Liability Partnership Act |
| Corporate Service Provider and Trust and Corporate Service | Means a legal entity that provides corporate services under the Companies Management Act (2021 Revision), Banks and Trust |

| Terms | Definitions |
|---|--|
| Provider (“CSP” and “TCSP” respectively) | Companies Act (2022 Revision), Insurance Act (2010 Revision), or any other regulatory law pursuant to which the legal entity is licensed or permitted to provide registered office services. For the purpose of this guidance and functions related to beneficial ownership obligations, TCSPs and CSPs have a similar role and this guidance is applicable to both. |
| Corporate Administration Portal (“CAP”) | The interface used by CSPs for filing Beneficial Ownership Registers with the Competent Authority. |
| Enquiries Pending | A beneficial owner status used in the CSV File/BOR to demonstrate that a company is in the process of taking reasonable steps to find out if there are any registrable persons in relation to the company, as mentioned in Regulation 6 of the Regulations. Furthermore, where this status is used for an uninterrupted period of not less than 3 calendar months, it shall be prima facie evidence that a breach of section 253(1) of the Companies Act, section 79(1) of the Limited Liability Companies Act or section 60(1) of the Limited Liability Partnership Act has occurred. |
| Exempt | Means In-Scope Entities utilizing one of the exemptions specified at section 245(1) of the Companies Act, section 52(1) of the Limited Liability Partnership Act and section 71(1) of the Limited Liability Companies Act. Where an exemption is utilized, the claimed exemption should be recorded and entered in the BOR; the beneficial owner status in the CSV File will be Exempt. |
| In-Scope Entities | Means all ordinary resident companies, ordinary non-resident companies, exempted companies, limited liability companies, and limited liability partnerships registered or incorporated in the Cayman Islands. |
| Legal Entity | Means a company, limited liability company, or limited liability partnership, or other body that is a legal person under the law by which it is governed. |
| Natural Person | Means an individual, as distinguished from a “Legal Entity”. |
| No Registrable Person Identified | A beneficial owner status used in the CSV/BOR to signify that the: <ul style="list-style-type: none"> (a) company knows or has reasonable cause to believe that there is no BO or relevant legal entity in relation to a company; or (b) company has taken reasonable steps to identify all BOs and relevant legal entities and, as a result, has not identified any |

| Terms | Definitions |
|--------------------------------------|--|
| | registrable persons, as defined in Regulation 4 of the Regulations. |
| Out-of-Scope Entities | Entities not directly required to file beneficial ownership details including a trust, other forms of partnerships, or foreign companies. |
| Registrable Person | Means an individual or relevant legal entity that is a registrable person under section 251 of the Companies Act, section 73(1) of the Limited Liability Companies Act or section 54(1) of the Limited Liability Partnership Act. |
| Restrictions Notice | A formal notice issued by the company, in accordance with section 265 of the Companies Act, section 72 of the Limited Liability Partnership Act or section 91 of the Limited Liability Companies Act, to a relevant person, who has a relevant interest in the company and, despite being served notice in line with sections 249 and 255 of the Companies Act, sections 75 and 81 of the Limited Liability Companies Act or section 56 and 64 of the Limited Liability Partnership Act, fails to either comply with the notice (which will include a request for the required particulars) or provide the company with a valid reason for not complying with the notice, and whose relevant interest is not subject to a security interest granted to a third party who is not affiliated with the person. Where a restriction notice has been issued, a copy of it must be filed to the Competent Authority within 2 weeks of the date of issue. |
| Relevant Legal Entity (“RLE”) | A legal entity that is incorporated, formed, or registered in the Cayman Islands (including by way of continuation or as a foreign company) under the laws of the Cayman Islands and would be a BO of the company, limited liability partnership or limited liability company if it were an individual. |
| Upload | A periodic obligation on all In-Scope Entities to deposit its BOR to the Competent Authority. |

3. OVERVIEW

These Guidance Notes provide a point of reference for all In-Scope-Entities and must be read in conjunction with the Legislative Framework.

- 3.1. Beneficial ownership transparency is a success factor in demystifying underlying owners of in-scope entities and unmasking anonymity which may encourage illegal activities including: corruption, money laundering, financing of terrorism, and proliferation financing.
- 3.2. The Regime applies to all In-Scope Entities.
- 3.3. Under the Legislative Framework, entities are required to identify their BOs and RLEs and provide the Required Particulars, or related information, in the case of entities exercising a notification of exemption at section 245 of the Companies Act, section 71 of the Limited Liability Companies Act or section 52 of the Limited Liability Partnership Act, to the CSP/TCSP; notwithstanding, ordinary resident companies may provide such information to the ROC directly. CSPs/TCSPs, or the ROC as the case may be, have a statutory obligation to assist entities with establishing and maintaining its BOR and providing a copy of the BOR to the Competent Authority as prescribed (see Appendix 1). Required Particulars may be shared internationally under the Exchange of Notes Agreement and with other regulatory, law enforcement, and tax bodies, in accordance with legislation, agreements, treaties, and memorandums of understanding agreed between the Cayman Islands and other jurisdictions.

4. WHO IS A BENEFICIAL OWNER?

- 4.1. To determine any BO, entities and CSPs/TCSPs must use the BO Test.

The BO Test for Companies:

- **Stage 1:** Does any individual hold, directly or indirectly, one or more of the following in relation to the company:
 - 25% or more of the shares;
 - 25% or more of the voting rights;
 - the right directly or indirectly to appoint or remove a majority of the board of directors
- **Stage 2:** If no individual meets the conditions in Stage 1, X is a beneficial owner of company Y if X has the absolute and unconditional legal right to exercise, or actually exercises, significant influence or control over company Y through the ownership structure or interests described in Stage 1, other than solely in the capacity of a director, professional advisor or professional manager.
- **Stage 3:** If no individual meets the conditions in Stage 1 and Stage 2 but the trustees of a trust (or the members of a partnership or other entity that, under the law by which it is governed is not a legal person) meet one of those conditions in relation to company Y in their capacity as

such, X is a beneficial owner of company Y if X has the absolute and unconditional legal right to exercise, or actually exercises, significant influence or control over the activities of that trust (or partnership or other entity), other than solely in the capacity of a director, professional advisor or professional manager

The BO Test for Partnerships

- Stage 1: does any individual hold, directly or indirectly, one or more of the following in relation to the Limited Liability Partnership:
 - A partnership interest representing a right to a share in more than 25% of any surplus limited liability partnership property on the winding up of the limited liability partnership;
 - A partnership interest representing more than 25% of the rights to vote on those matters that are decided by a vote at meetings of the partners of the limited liability partnership;
 - The right to appoint or remove a majority of the managing partners of the limited liability partnership or those persons who hold a majority of the voting rights at meetings of the partners.

- Stage 2: If no individual meets the conditions in stage 1, X is a beneficial owner of limited liability partnership Y, if X has the absolute and unconditional legal right to exercise, or actually exercises, significant influence or control over the partnership, through the interests described in stage 1 other than where that influence or control is solely in the capacity of a professional advisor or professional manager.

- Stage 3: If no individual meets the conditions in stage 1 or 2 but the trustees of a trust (or the members of a partnership or other entity that under the law by which it is governed is not a legal person) meet one of those conditions in relation to limited liability partnership Y in their capacity as such, X is a beneficial owner of Y if X has the absolute and unconditional legal right to exercise, or actually exercises, significant influence or control over the activities of that trust (or partnership or other entity) other than where that influence or control is solely in the capacity of a professional advisor or professional manager.

The BO Test for Limited Liability Companies

- Stage 1: does any individual hold, directly or indirectly, one or more of the following in relation to the LLC:
 - An LLC interest in the LLC representing a right to share 25% or more of the capital, or as the case may be, the profits of the LLC;
 - An LLC interest in the LLC representing 25% or more of the voting rights in the LLC or;
 - The right, to appoint or remove a majority or the managers of the LLC.

- Stage 2: If no individual meets the conditions at stage 1, X is a beneficial owner of a limited liability company Y if X has the absolute and unconditional legal right to exercise,

or actually exercises, significant influence or control over Y through the ownership structure or interests described in stage 1, other than solely in the capacity of a manager or a professional advisor.

- Stage3: If no individual meets the conditions in stages 1 and 2 but the trustees of a trust (or the members of a partnership or other entity that, under the law by which it is governed is not a legal person) meet one of those conditions in relation to a limited liability company Y in their capacity as such, X is a beneficial owner of Y if X has the absolute and unconditional legal right to exercise, or actually exercises, significant influence or control over the activities of that trust (or partnership or other entity), other than solely in the capacity of a manager or a professional advisor

- 4.2. Where no BO is identified under Stage 1, a determination then has to be made as to whether either Stage 2 or Stage 3 applies. In-scope entities need to ascertain the legal entity's ownership structure chart and understand the ownership at each layer. The BO is not necessarily one individual, there may be several BOs in a structure.
- 4.3. The overriding objective of the Regime is to ensure transparency of the beneficial ownership of Cayman Islands registered entities. In circumstances where the first tier in the ownership chain is a legal entity, CSPs/TCSPs are required to pierce through the structure and determine the details for the natural persons who ultimately own and control the entity. In situations where a trust is the owner of that entity, the trust deed or declaration of trust should be consulted and the relevant particulars for persons exercising effective control over the trust, which may include the trustee, settlor, vested beneficiaries, enforcer or protector, should be entered in the BOR.
- 4.4. Some recommendations for how to identify a BO in accordance with the BO Test, are noted in Table 1 below.

Table 1

| BO Test | Recommendations ¹ |
|----------------|---|
| Stage 1 | <ul style="list-style-type: none"> ▪ Review the entity’s Register of Members (or equivalent) and identify shareholdings (or equivalent) of 25% or more in the company; 25% or more of interest in the LLC; or a right to share in more than 25% of any surplus in the LLP. ▪ Where the shareholding, interest or surplus of 25% or more is a legal entity, ascertain the shareholders of that entity (and, if necessary, any parent entities) to determine whether a natural person indirectly holds 25% or more of the shares of the company in question. ▪ Review the company’s Register of Members and Articles of Association (or equivalent); the LLC’s register of members or managers, LLC Agreements or section 5 statement, and the LLP’s register of Partners and Partnership Agreement to identify persons with voting rights (often attached to shares, interest or right to surplus) of 25% or more. ▪ Review the governing documents of the company, LLC or Partnership to identify any individual with director or indirect rights to appoint or remove a majority of the board of directors |
| Stage 2 | <ul style="list-style-type: none"> ▪ Examine the entity’s governing document, including any Articles of Association, Agreements, and Offering Memorandums and identify whether anyone has absolute and unconditional legal right to exercise, or actually exercises, significant influence or control. Ascertain whether there are any Powers of Attorney in effect decision making powers from which a BO can be identified. ▪ For instance, do the directors act on the instructions of a particular individual who acts in a capacity other than a director, professional advisor or professional manager. |
| Stage 3 | <ul style="list-style-type: none"> ▪ Consider the entity’s constitution and structure, including the Articles of Association and any other formal or informal governing arrangement applicable to LLC and LLPS, and identify whether there is a trust (or other entity that, under the law by which it is governed is not a legal person) in the ownership structure that may have influence or control over the entity. |

¹ Generally, reference can also be made to onboarding information and documentation.

5. RELEVANT LEGAL ENTITY

- 5.1. Section 248(3) of the Companies Act, section 74(3) of the Limited Liability Companies Act and section 55(3) of the Limited Liability Partnership Act, define a Relevant Legal Entity as a legal entity that is incorporated, formed or registered (either by way of continuation or as a foreign company) in the Cayman Islands, under the laws of the Islands; and would be a beneficial owner of the Company, Limited Liability Company or Limited Liability Partnership if it were an individual.
- 5.2. The key issue for consideration is that the entity must be incorporated, formed or registered in the Islands, under the laws of the Cayman Islands.
- 5.3. Where a legal entity “X” would be a beneficial owner if it were an individual, but X is not formed or registered in the Cayman Islands, X is not an RLE and therefore cannot be included on the BOR. Instead, the individual/s or RLE/s that are the BOs of X must be included on the BOR.

6. THE MULTI-PRONGED APPROACH

- 6.1. The Regime in the Cayman Islands is based on a Multi-Pronged Approach, whereby it relies on different parties performing specific roles and responsibilities in identifying the BO and RLE, verifying the relevant information, maintaining the BOR and reporting accurate, adequate and current Required Particulars to the Competent Authority.
- 6.2. This approach involves the following parties:
 - 6.2.1. **The Company, Limited Liability Company and Limited Liability Partnership:** The entity must take the necessary measures to ascertain and hold up-to-date and accurate information on BO and RLEs as well as identify relevant changes. Once those particulars have been ascertained, provide them to the CSP or the ROC as the case maybe, for onward escalation to the Competent Authority.
 - 6.2.2. **The CSP/TCSP:** As gatekeepers, CSPs/TCSPs: assist with the establishment of BORs; obtain and hold current information on RLEs and UBOs; verify that the information held for the RLE and UBO is correct; continually monitor the information to ensure it is current; and, where the information is no longer current or valid, notify the company and request the updated information to be provided within one month.
 - 6.2.3. **The Competent Authority:**
 - establishes and provides an information technology framework, i.e. CAP, through which BORs can be deposited;
 - ensures the security of the search platform and information therein, restricting unauthorized access;

- responds to lawful requests for information as per the Exchange of Notes Agreement and Companies Act;
- conducts analysis on the information submitted by CSPs/TCSPs, or companies directly, to verify whether it is adequate, accurate, and up-to-date;
- utilizes the provisions under section 279A (1) of the Companies Act, as necessary;
- where suspected breaches are discovered, escalates to the ROC for enforcement; and
- provides technical support and training.

7. FILING OF BENEFICIAL OWNERSHIP REGISTERS AND REQUIRED PARTICULARS

- 7.1. In-scope entities are a combination is entities that are required to establish and maintain a BOR with either the CSP/TCSP or the ROC, and entities that are required to file evidence of their exemption from the requirement for a BOR.
- 7.2. Those providing a BOR do so either via a CSP or directly to the Registrar of Companies via the Cayman Business Portal. Those utilizing a TCSP/ CSP, file BORs via CAP using a CSV File. Information related to the population of the CSV File and procedures for upload to CBP or CAP, can be retrieved from the Cayman Islands General Registry's Website and CAP Administrator Profile².
- 7.3. The required particulars for a natural registrable person to be entered into the BOR are as follows: -
- Full legal name;
 - Residential address and, if different, an address for service;
 - Date of birth;
 - Information identifying the individual from their unexpired and valid government issued photo identification, including:
 - Identifying number;
 - Country of issue; and
 - Date of issue and of expiry; and
 - The date on which the individual became or ceased to be a registrable person in relation to the entity in question.
- 7.4. The required particulars for an RLE that is a registrable person to be entered into the BOR are as follows: -
- Corporate or firm name;
 - Registered or Principal Office;
 - The legal form of the entity and the law by which it is governed;
 - If applicable, the register of companies in which it is entered and the registration number in that register; and

² Beneficial Ownership (Bulk Upload User Guide) - CAP, Beneficial Ownership Register Bulk Upload, Enforcement & CSV File Preparation Presentation, and Beneficial Owner Bulk Uploading - Error Messages Help Guide.

The date on which it became or ceased to be a registrable person in relation to the company in question.

7.5. The required particulars for a corporate sole to be entered into the BOR are as follows: -

- The name of the corporate sole;
- The name of the government, or government department of a country or territory or a part of a country or territory;
- The name of the international organisation whose members include two or more countries or territories (or their governments);

Or Local authority or local government body.

7.6. Entities utilizing an exemption shall provide in writing to the CSP written confirmation of the exemption, identifying the exemption which is being utilized. The entity should also instruct the CSP or the ROC (in the case of ordinary resident companies who do not engage a CSP), to enter those particulars in the BOR. The information entered in the CSV File must clearly indicate which exemption is being utilized.

8. RELEVANT CHANGE

8.1. Section 255(1) of the Companies Act, section 81(1) of the Limited Liability Companies Act and section 62 (1) of the Limited Liability Partnership Act, state that it is the duty of the company (in practice being the director(s) or company officer(s)), when it becomes aware of a relevant change with respect to the BO or has reasonable cause to believe that a change has occurred, to give notice to the BO as soon as reasonably practicable, requesting confirmation of the change and updated particulars and documentation.

8.2. **Relevant changes should be identified where:**

- a registrable person's required particulars change (the registrable person should proactively provide those updated particulars to the company);
- where the government issued document included in the required particulars submitted to the Authority has expired;³
- the company has reason to believe that a change has taken place and requests the updated information from the registrable person; and
- through ongoing monitoring, the CSP/TCSP becomes aware of the change and seeks the updated information from the company.

8.3. The effectiveness of this exchange of information and documentation is dependent on the company and CSP/TCSP to identify relevant changes. Where the CSP/TCSP identifies a relevant change, it is required to notify the company of the change, thereafter the company should serve notice on the BO requesting confirmation of the change and the updated particulars.

³ In accordance to the Companies (Amendment of section 254) Regulations, 2022, Limited Liability Companies (Amendment of section 80) Regulations 2022 and the Limited Liability Partnership (Amendment of section 61) Regulations, 2022 the government issued document which are included in the required particulars submitted to the Authority have expired;

- 8.4. In circumstances where the CSP/TCSP has notified the company of the change, and one month has passed since the receipt of the notice, and no updated information or reasonable explanation has been provided, the CSP/TCSP should reasonably be able to form an opinion that the company has failed to provide the required particulars and, subject to section 265 of the Companies Act, section 91 of the Limited Liability Companies Act and section 71 of the Limited Liability Partnership Act, issue a restrictions notice.

9. STATUS USED WHEN FILING BENEFICIAL OWNERSHIP REGISTERS

- 9.1. Each entity's BOR filed with the Competent Authority should include one or more of the following beneficial owner statuses:

- **Enquiries Pending:** This status indicates that the reporting entity is currently investigating to ascertain whether it has any registrable persons. Note that amendments were made to Regulation 6 of the Regulations⁴; the use of this status continuously for 3 calendar months or more, shall be prima facie evidence of a breach of section 253(1) of the Companies Act, section 79(1) of the Limited Liability Companies Act or section 60(1) of the Limited Liability Partnership Act⁵. This breach can also occur as a standalone breach.
- **Confirmations Pending:** This status indicates that the reporting entity has identified a registrable person in relation to the company, but is awaiting confirmation of the required particulars.
- **Confirmed:** This status indicates that the reporting entity has identified BOs and has provided the required particulars to the Competent Authority.
- **Exempt:** This status indicates that the reporting entity is utilizing one of the permitted exemptions in section 245(1) of the Companies Act, section 71(1) of the Limited Liability Companies Act or section 52(1) of the Limited Liability Partnership Act.
- **No Registrable Person Identified:** This status is used where no natural person or RLE meets the BO Test.
- **No Change:** This status is used where there have been no changes to the BOR since it was last filed. Note that this option can only be used if required particulars were previously filed.

- 9.2. Further guidance regarding uploading BORs can be found in the Beneficial Ownership (Bulk Upload User Guide) - CAP.

⁴ Beneficial Ownership (Companies) (Amendment) Regulations, 2020.

⁵ Schedule 7 of the Companies Act, breach of section 253(1) - failure of the company to file the required particulars for the registrable person.

10. REPORTING PERIODS FOR BENEFICIAL OWNERSHIP REGISTERS

- 10.1 Reporting periods for In-Scope Entities are outlined in Appendix 1. There is an ongoing obligation to deposit BORs.

11. ENTITIES IN LIQUIDATION

- 11.1. Where a Court appointed Liquidator, or voluntary liquidator takes on the responsibility of Registered Office for a reporting entity, the Liquidator has the responsibility of filing the BOR for that entity every ninety days.
- 11.2. In the case of voluntary liquidation and where the entity's Registered Office remains the same, the filing responsibility remains with that CSP/TCSP.
- 11.3. The Liquidator should take measures to ascertain the BO particulars for the reporting entity and to satisfy itself that the Required Particulars are adequate, accurate, and current; the Competent Authority is aware, however, that this is not practical in all circumstances, and each case will be reviewed on its own merits.
- 11.4. Where no beneficial ownership data was previously provided for the reporting entity or where *enquiries pending* was in use, or the required particulars are ascertained, the Liquidator should utilize *enquiries pending* as the beneficial owner status. Where these entities utilized *enquiries pending* for more than three months, the Authority will review on a case by case basis to decide if the matter should be referred to the ROC for enforcement considerations.
- 11.5. Where beneficial ownership data was filed for the reporting entity prior to the commencement of the liquidation, and those particulars are yet to be confirmed by the Liquidators, the beneficial owner status *confirmations pending* should be used until the required particulars are confirmed.
- 11.6. The Competent Authority will thereafter assess the circumstances to decide whether a referral to the ROC is necessary.
- 11.7. In-scope entities, including entities in liquidation, utilizing an exemption at section 245(1) of the Companies Act may continue to utilize the exemption until such time as the entity has been deregistered and the certificate of deregistration is obtained from CIMA.
- 11.8. Where an entity remains on the Register of Companies after deregistration by CIMA, the entity will then be required to file required particulars for the BO, unless otherwise exempt.

12. DEATH OF THE BENEFICIAL OWNER

- 12.1 In circumstances where the beneficial owner dies and the required particulars become expired, the company/ TSCP may continue to provide those particulars until there has been a change in the

BO. The TCSP or company should however be in a position to provide evidence of death if requested to do so by the Authority to substantiate the filing of expired particulars.

13. SECTION 279(A) REQUEST FOR ADDITIONAL INFORMATION

- 13.1. Section 279A (1) of the Companies Act, section 90A (1) of the Limited Liability Companies Act and section 71A (1) of the Limited Liability Partnership Act, allow the Competent Authority to request additional information in relation to the BO information submitted by an entity or CSP/TCSP, for the purpose of carrying out its functions.
- 13.2. Requests can be made both for information and documentation, necessary to assess the BOR submitted in order to determine whether it is adequate, accurate, and up-to-date.

14. ADMINISTRATIVE FINE PROCESS

- 14.1. The ROC is responsible for imposing administrative fines for breaches specified in Schedule 7 of the Companies Act, in accordance with section 281A of the Companies Act, section 56A of the Limited Liability Companies Act, and section 88 of the Limited Liability Partnership Act.
- 14.2. For more information on administrative fines, the ROC's enforcement approach, procedure for imposing a fine, and appeals, reference can be made to the Beneficial Ownership Enforcement Manual.

APPENDIX 1: FILING PERIODS

| Type of Entity | Interface for Filing | Filing Timelines |
|--|-----------------------------------|----------------------------|
| Local/Ordinary | Cayman Business Portal | Every 365 days |
| Non-Resident | Corporate Administration Platform | Not less than once monthly |
| Exempted | Corporate Administration Platform | Not less than once monthly |
| Limited Liability Company | Corporate Administration Platform | Not less than once monthly |
| Limited Liability Partnership | Corporate Administration Platform | Not less than once monthly |
| Any of the above listed entities in liquidation | As above | Every 90 days |