**IMPORTANT NOTICE – BVI**

**Filing of Register of Members and Beneficial Ownership Information for companies existing prior to 2 January 2025**

**Register of Members**

A BVI company must file for registration a copy of its register of members. For companies existing prior to 2 January 2025, the registers of members shall be filed no later than 30 June 2025.

**Exemptions:** The requirement to file register of members does not apply to a company that:

1. is listed on a recognised stock exchange (see attached list);
2. is a private, professional, public or private investment fund recognised under the Securities and Investment Business Act; or
3. is an incubator or approved fund under the Securities and Investment Business (Incubator and Approved Funds) Regulations.

* Companies eligible for exemption must file for exemption no later than 30 June 2025

**Beneficial Ownership Information**

A BVI company must file its beneficial ownership information with the Registrar. For companies existing prior to 2 January 2025, the beneficial ownership information shall be filed no later than 30 June 2025.

**Definition of Beneficial Owner:** “Beneficial Owner” means a natural person who ultimately owns or controls a company or limited partnership and includes:

1. in the case of a legal person other than a company whose securities are listed on a recognised exchange, a natural person who
2. ultimately owns or controls, whether directly or indirectly, 10% or more of the shares or voting rights in the legal person;
3. holds, directly or indirectly, the right to appoint or remove a majority of the directors of the board (“board of directors”) of the legal person; or
4. otherwise exercises control over the management of the legal person;
5. in the case of a limited partnership, a natural person who
6. is ultimately entitled to or controls, whether directly or indirectly, 10% or more share of the capital or profits of the partnership or 10% or more voting rights in the partnership; or
7. otherwise exercises control over the management of the partnership; and
8. in the case of a trust
9. the trustee;
10. the settlor or other person by whom the trust is made;
11. the protector, if any;
12. the beneficiaries or class of beneficiaries with a vested interest in the trust at the time of or before distribution of any trust property or income; and
13. any other natural person exercising ultimate effective control over the trust (including through a chain of control or ownership).

**Exemptions:** The requirement to file beneficial ownership information does not apply to a company:

1. whose shares are listed on a recognized stock exchange (see attached list);
2. that is a private fund, professional fund, public fund, private investment fund, incubator fund or approved fund and the company’s beneficial owner information is held by a person who holds a Category 6 investment business licence or its authorized representative or other person licensed by the FSC that has a physical presence in the BVI and the beneficial ownership information can be provided to the Registrar within 24 hours of request;
3. is a subsidiary of another legal entity (the “Parent”) that is subject to the filing of Beneficial Ownership Information, where the Parent holds directly or indirectly 75% or more beneficial interest or voting rights;
4. whose shares are held by a trustee licensed under the Banks and Trust Companies Act; or
5. is subject to disclosure and transparency rules that are contained in international standards and are equivalent to those applicable to specific funds (copy of license is required).

* Companies eligible for exemption must file for exemption no later than 30 June 2025

**Penalties**

For companies existing prior to 2 January 2025, the penalty for failure to file the initial register of members and beneficial ownership information by 30 June 2025 is USD 600 for the first 3 months, an additional USD 800 for the second 3 months, and struck off thereafter.

**Filing Procedures and Options**

**Option 1 (Written forms)**: Please complete the attached Confirmation Form for each company and one Data Form for each shareholder, beneficial owner and nominator, and return the forms to orml@grl.com.hk by 30 May 2025. The fee for processing is USD 300. Additional processing fees, filing fees and penalties will apply after 30 May 2025.

**Option 2 (Data files)**: Please enter the required information in the Excel spreadsheets (Data and Exemption) according to the instructions and return the data file to orml@grl.com.hk by 15 Jun 2025. This service is provided ***free of charge***. Evidence of filing, if required, will be subject to processing charge.

* Please refer to the instructions file and the examples for completing the written forms and/or data files.
* Recognised stock exchange (next page)

**RECOGNISED REGULATED EXCHANGES**

All Stock Exchanges in the European Economic Area

All Stock Exchanges (not listed below) that are members of the [World Federation of Exchanges](https://www.world-exchanges.org/membership-events#member-list)

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| American Stock Exchange | Australian Securities Exchange |
| Barbados Stock Exchange Inc. | BM&F Bovespa |
| Bolsa de Comercio de Santiago | Bolsa de Valores de Caracas |
| Bolsa de Valores de Colombia | Bolsa de Valores de Lima |
| Bombay Stock Exchange | Boston Stock Exchange |
| Bourse de Montreal Inc. | Cayman Islands Stock Exchange |
| Channel Islands Stock Exchange | Chicago Board of Trade |
| Chicago Board Options Exchange | Chicago Stock Exchange |
| Coffee, Sugar and Cocoa Exchange, Inc. | CME Group |
| Eastern Caribbean Securities Exchange | EUREX |
| Fukuoka Stock Exchange | Fusang Exchange Ltd. |
| GreTai Securities Market of Taiwan | Hong Kong Stock Exchange |
| ICE Futures Europe | ICE Futures U.S. Inc. |
| ICAP Securities & Derivative Exchange Limited | Intercontinental Exchange |
| International Capital Market Association | International Securities Exchange |
| Jamaica Stock Exchange | Kansas City Board of Trade |
| LIFFE Administration and Management | London Stock Exchange Plc |
| MidAmerica Commodity Exchange | Minneapolis Grain Exchange |
| Montreal Stock Exchange | Moscow Exchange |
| Nagoya Stock Exchange | NASDAQ |
| NASDAQ Dubai | National Stock Exchange of Australia |
| New York Cotton Exchange | New York Futures Exchange |
| New York Mercantile Exchange Inc. | New York Stock Exchange |
| New Zealand Stock Exchange | NYSE Arca |
| Osaka Securities Exchange | Pacific Exchange |
| Philadelphia Stock Exchange | Rio de Janeiro Stock Exchange |
| Sao Paulo Stock Exchange (Bovespa) | Shanghai Stock Exchange |
| Shenzhen Stock Exchange | Singapore Stock Exchange |
| South African Futures Exchange | The London Metal Exchange Limited |
| Tokyo International Financial Futures Exchange | Tokyo Stock Exchange |
| Toronto Stock Exchange | Trinidad and Tobago Stock Exchange |