**IMPORTANT NOTICE – BVI 2025.06.26**

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

EXTENSION OF THE DATE TO FILE
REGISTER OF GENERAL PARTNERS, REGISTER OF LIMITED PARTNERS,
AND BENEFICIAL OWNERSHIP INFORMATION

The Registrar, acting pursuant to paragraph 18(2) of Part VIII of the Schedule to the Act, advises that the filing period ending on 1st July 2025 (within which a limited partnership is required to comply with the Requirements) **is extended for a period of 6 months, ending on 1st January 2026**.

To facilitate the above extension and allow more flexibility for the filing workflow, please find our new updated Filing Timeline.

**Filing Procedures and Options**

Forms, Templates and Examples can be downloaded from the link below:

<https://grl.com.hk/en/news/>

**Option 1 (Written forms)**: Please complete the 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 **31 Oct 2025**. The fee for processing is USD 300. Additional processing fees, filing fees and penalties will apply after 31 Oct 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 Nov 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)

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| To provide maximum flexibility and cost efficiency for our clients, we wish to inform you of the following processing schedule for **Option 2 filings**:* **For all data files received before 30 June 2025**
* **For all current and future submissions**

We will begin processing these filings **after 15 November 2025**. This extended timeline allows for any potential changes to members/beneficial owners and avoids additional filing fees for subsequent amendments during this period. Evidence of filing will be available only after the filing process ends. |

**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 31 December 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 31 December 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 31 December 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 the deadline is USD 600 for the first 3 months, an additional USD 800 for the second 3 months, and struck off thereafter.

**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  |