

提示简报

Cayman Alert – The Companies (Amendment) Law, 2019 开曼提示简报 – 《2019 年公司（修订）法》

Pursuant to the Companies (Amendment) Law, 2019 (the “**Amendment Law**”) which came into effect on 8 August 2019 (other than section 5 thereof), certain amendments have been made to the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Law**”). We would, in particular, draw your attention to the following changes:

1. Additional Information Required for Register of Members

Apart from the already required information such as the names and addresses of the members of the company, the date on which a person was entered as a member, the date on which a person ceased to be a member, and in the case of a company having a capital divided into shares, a statement of the shares held by each member, distinguishing each share by its number (if it has one), and the amount paid, or agreed to be considered as paid, on the shares of each member, the amended section 40 of the Companies Law now also requires the register of members of a company having a capital divided into shares to contain a statement to confirm the number and category of shares held by each member and whether each category of shares carries voting rights under the articles of association of such company and if so, whether such voting rights are conditional.

The deadline for compliance with the above requirement is six months after the date of the commencement of the Amendment Law (i.e. 8 February 2020). A company default in complying shall incur a penalty of CI\$5,000; and every director or manager of the company who knowingly and wilfully authorizes or permits such default shall be subject to the same penalty.

If your company is a listed company and maintains a branch register of members outside the Cayman Islands, please inform your branch share registrar of the above requirement promptly so as to ensure compliance before the deadline.

2. Filing Deadline for Changes to Register of Directors and Officers

Pursuant to the Amendment Law, the deadline for

根据 2019 年 8 月 8 日生效的《2019 年公司（修订）法》（下称“**修订法**”）（其中第 5 节除外），开曼群岛法例第 22 章《公司法》（1961 年第 3 号法例，经综合及修订）（下称“**公司法**”）已作出若干修订。本所特别提醒阁下注意下列变更：

1. 股东名册须包含额外资料

除了已经要求的资料，例如公司股东的姓名和地址、被登记为股东的日期、不再担任股东的日期，以及（若公司将股本分成股份）每位股东所持股份的声明（以编号（如有）区分每股股份），和每位股东已支付或同意被视为已支付的股款，公司法第 40 条经修订后，亦要求将股本分成股份的公司须在股东名册中载入声明，确认每位股东所持股份的数量和类别，以及各类别股份根据该公司的组织章程细则是否具有投票权，和（如果具有投票权）该等投票权是否附带条件。

遵守上述规定的截止日期是修订法开始生效之日后六个月（即 2020 年 2 月 8 日）。未遵守上述规定的公司将被处以 5,000 开曼元的罚款；并且每位明知而故意授权或允许此类违规行为的公司董事或经理均会被处以相同罚款。

若贵司是一家上市公司并在开曼群岛境外设有股东名册分册，请及时通知贵司的股份过户登记分处上述规定，以确保在截止日期前遵守规定。

2. 董事和高级职员名册变更登记截止日期

根据修订法，向开曼公司注册处处长（下称“注册处

notification of any change to the register of directors and officers of a Cayman company to the Cayman Registrar of Companies (the “Registrar”) has been changed from 60 days to 30 days of the change taking place.

A company in default of complying with the above requirement shall incur a penalty of CI\$500. In addition, if the Registrar is satisfied that a breach has been knowingly and wilfully authorized or permitted, a company shall incur CI\$1,000 penalty and every director and officer of such company shall incur a penalty of CI\$1,000 as well as a further penalty of CI\$100 for every day during which the default continues.

Please therefore remember to inform Conyers Trust Company (Cayman) Limited promptly whenever there is a change in your company’s director(s), officer(s) or their information contained in the register of directors and officers. This will ensure that necessary filings can be made within the statutory time-limit.

处长”) 通知开曼公司董事及高级职员名册之任何变更的截止日期已由变更发生后的 60 日内改为变更发生后的 30 日内。

未能遵守上述规定的公司将被处以 500 开曼元的罚款。此外，若注册处处长信纳违规行为是明知而故意获授权或允许的，则公司将被处以 1,000 开曼元的罚款，而该公司的每位董事和高级职员将被处以 1,000 开曼元的罚款。除此之外，在违规行为未更正前，每天将处以额外罚款 100 开曼元。

因此，若贵公司的董事、高级职员或彼等于董事及高级职员名册内的信息有任何变更，请务必及时通知 Conyers Trust Company (Cayman) Limited，以确保在法定时限内进行必要的登记备案。

This article is not intended to be a substitute for legal advice or a legal opinion. It deals in broad terms only and is intended to merely provide a brief overview and give general information.

本文并非法律意见，其内容亦非详尽无遗，只可作为概览及一般参考资料。感谢您的垂阅！

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