

Cayman Islands

Exempted Companies – Due Diligence and Compliance

Anti-Money Laundering and Anti-Terrorist Financing Legislations

Implications for New Incorporation

- The Cayman Islands Government introduced The Proceeds of Criminal Conduct Law in 1996 which is the primary anti-money laundering legislation that covers all businesses and individuals. The Money Laundering Regulations issued in 2000 place additional legal and administrative requirements on entities conducting relevant financial business. In 2001, the Guidance Notes on the Prevention and Detection of Money Laundering were first issued to provide practical guidelines that represent best practice for the development of responsible anti-money laundering procedures in line with international standards. The Guidance Notes was subsequently revised to cover detection of terrorist financing.
- Amongst other things, assisting others to obtain the benefit of criminal conduct or “knowing or suspecting that such person has been engaged in criminal conduct” or has benefited from such activities is a criminal offence. It is also an offence not to report knowledge or suspicion of money laundering.
- We, Vistra (Cayman) Limited as a Company Management Licence Holder in Cayman Islands, like other companies providing services in the Cayman Islands, are required under the legislations to ensure that we obtain certain background information from clients before we incorporate, sell or manage a Cayman Islands company and satisfy ourselves as best we are able that there is no criminal purpose connected to the company.
- As a result, before Vistra will sell a Cayman Islands shelf company or incorporate a company in the Cayman Islands (or in the case of a transfer of registered office to Vistra, before the transfer in takes place), please complete the attached Compliance Control Schedule in full and return to our offices together with all of the supporting documents referred to in the Schedule.
- Thank you for your co-operation. Please do not hesitate to contact us if you have any questions.

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Notes for completion of the Compliance Control Schedule

- Please read these notes carefully as insufficient information will delay our sale of the required company to you, or the renewal of annual licences for existing companies.
- Section 1 must be completed by all clients.
- If the Company Secretary, Directors, Shareholders and Beneficial Owners are all individuals you will only be required to complete Section 1.
- Directors' details, Shareholders' details and Beneficial Owners' details: We have provided space for three Directors, Shareholders and Beneficial Owners each. If you require more than three please copy the relevant page and amend the numbering of each to reflect the order you would require on the listing.
- Copies of passport / identity card / address proof are to be certified by a suitable certifier such as a lawyer, accountant or a banker from a regulated financial institution or the original must be submitted in person to Vistra for verification. The certifier must date and sign the copy document (printing his/her name underneath) and clearly indicate his/her position or capacity on it together with a contact address and phone number.
- **Appendix A (Reference Letter)** - Sample of professional reference to be issued by a bank, accounting firm or law firm. Reference issued by an individual banker, lawyer or accountant are NOT accepted.
- **Appendix B (Additional Information for each Corporate Body)** - Complete for each Corporate Secretary, Corporate Director, Corporate Shareholder or Corporate Beneficial Owner.
- **Appendix C (Exempted Client Declaration)** - Apply in the circumstances listed which exempt the entity from providing the information in Appendix B.
- **Appendix D (Introduction by Professional Clients)** - Use by eligible introducers for each director, officer and shareholder who have performed and maintained full due diligence on their client, may be required to submit documentary evidence.

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Section 1 (to be completed by ALL clients)

1.1 Proposed Company Name / Shelf Company Name:		Compliance Use
1		
2		
3		
1.2 Authorised Capital: (Please '☑' whichever applicable)		
<p>Is the entity or any subsidiaries or the parent company listed on a stock exchange?</p> <p><input type="checkbox"/> US\$50,000.00 representing 50,000 Shares of US\$1.00 each (standard)</p> <p><input type="checkbox"/> US\$ <input style="width: 50px;" type="text"/> representing <input style="width: 50px;" type="text"/> Shares of US\$ <input style="width: 50px;" type="text"/> each</p> <p>Please Note: additional capital duty is payable where capital is in excess of US\$51,200. Please state type of currency if other than US\$.</p>		
1.3 Location of Registers, Minute Book and records, Common Seal, etc.		
<p>a) Original Register of Directors and Officers AND Register of Mortgages and Charges shall be kept at the Cayman Registered Office in accordance with the Companies Law (2009 Revision).</p> <p>b) Original Registers of Members and Transfers may be kept at the Cayman Registered Office or any place inside or outside the Cayman Islands.</p> <p>Do you want the Original Registers of Members and Transfers be kept at the Cayman Registered Office?</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No (Please '☑' whichever applicable and specify location below)</p> <div style="border: 1px solid black; height: 25px; margin-top: 5px;"></div>		
<p>c) Please specify location of Minute Book and records and common seal:</p> <div style="border: 1px solid black; height: 25px; margin-top: 5px;"></div>		
1.4 Source of fund of the Company		
<p>(1.4a) Company's initial Source of Funds: [Please '☑' whichever applicable]</p> <p><input type="checkbox"/> Personal Assets of Beneficial owner(s)</p> <p><input type="checkbox"/> Borrowings/ Loans</p> <p><input type="checkbox"/> Public Listing</p> <p><input type="checkbox"/> Others (please specify):</p> <div style="border: 1px solid black; height: 25px; margin-top: 5px;"></div>		

(1.4b) Company's ongoing Source of Funds/ Wealth: [Please '☑', whichever applicable]

- Business Income
- Inter-Group Financing
- Reinvestment of Business Income
- Business Loan from Existing Activities
- Others (please specify):

Compliance Use

1.5 Business Activities:

(Please '☑', whichever applicable)

- Investment holding [Please complete (1.5a)]
- Holding of other Assets [Please complete (1.5b)]
- Operating Business [Please complete (1.5c)]
- Internet Related Activities [Please complete (1.5d)]
- Dormant [Please complete (1.5e)]
- Others [Please complete (1.5f)]

(1.5a) (i) Type of investments

(ii) Location of investments

(iii) Location of the stock market (for investment in public listed companies)

(1.5b) (i) Type of assets (e.g. property, debentures, yacht etc.)

(ii) Location of assets

(1.5c) (i) Type of products or services

(ii) From which countries is the company manufacturing, distributing, trade offering its products / services

(iii) In which countries are the Company's customers based

(iv) In which countries are the Company's suppliers based

(v) Does the Company or its staff require a licence or a registration of some kind to conduct its business activities legally? If so, please provide details and copies of such current licences and registrations

(1.5d) (i) Type of internet related activities (i.e. Online platform, Online technology solution provider, Cryptocurrency, Intending to issue ICO)

(ii) Nature of activities

(iii) In which countries are the Company's customers based

(1.5e) Please indicate why the Company is regarded as, or required to be dormant

(1.5f) Others (please specify)

1.6 Company Secretary's Details

Please note:

- 1) It is not a statutory requirement for a Cayman Islands company to have a Secretary under the Companies Law (2009 Revision).
- 2) If the Secretary is a corporate body, please complete Appendix B.

(a) Surname:

(b) Given Name(s):

(c) Residential Address:

(d) Nationality:

(e) Passport / ID No.:

(f) Occupation:

Compliance Use

For each individual Company Secretary, Please submit:

1. A certified true copy of valid Passport or Government issued Identity Card* which bears a clear photo of the person; and
2. A reference letter (see Appendix A) issued by a bank, accounting firm or law firm OR certified true copy of residential address proof issued within last 3 months

* Hong Kong Identity Card is not acceptable

Compliance Use

1.7 Directors' Details:

Please note:

- 1) Cayman company may have only one director.
- 2) Our standard M&A provides that maximum number of directors is 12.
- 3) If the Director is a corporate body, please complete Appendix B.

(1.7a) Director 1:

(a) Surname:

(b) Given Name(s):

(c) Residential Address:

(d) Nationality:

(e) Passport / ID No.:

(f) Occupation:

(g) Date of Birth:

(1.7b) Director 2:

(a) Surname:

(b) Given Name(s):

(c) Residential Address:

(d) Nationality:

(e) Passport / ID No.:

(f) Occupation:

(g) Date of Birth:

(1.7c) Director 3:

(a) Surname:

(b) Given Name(s):

(c) Residential Address:

(d) Nationality:

(e) Passport / ID No.:

(f) Occupation:

(g) Date of Birth:

For each individual Company Secretary, Please submit:

1. A certified true copy of valid Passport or Government issued Identity Card* which bears a clear photo of the person; and
2. A reference letter (see Appendix A) issued by a bank, accounting firm or law firm OR certified true copy of residential address proof issued within last 3 months

* Hong Kong Identity Card is not acceptable

Compliance Use

1.8 Shareholders' Details

Compliance Use

Please note:

- 1) Cayman company may have only one shareholder.
- 2) If the Shareholder is a corporate body, please complete Appendix B.

(1.8a) Shareholder 1:

(a) Surname:

(b) Given Name(s):

(c) Residential Address:

(d) Nationality:

(e) Passport / ID No.:

(f) Occupation:

(g) Date of Birth:

(h) Number & Percentage of share(s) to be issued:

(i) Source of Wealth: [Please whichever applicable]

Entrepreneurial Activity [please complete (A)]

Salary [please complete (B)]

Investments [please complete (C)]

Others [please complete (D)]

(A) (i) Company name (Please also provide company website if available)

(ii) Type of Business

(B) (i) Name of last employer

(ii) Position held and year of service with the employer mentioned in (B)(i)

(C) (i) Type of investments

(ii) Place of investments

(D) (i) Please specify

(1.8b) Shareholder 2:

(a) Surname:

(b) Given Name(s):

(c) Residential Address:

(d) Nationality:

(e) Passport / ID No.:

(f) Occupation:

(g) Date of Birth:

(h) Number & Percentage of share(s) to be issued:

Compliance Use

(i) Source of Wealth: [Please '☑', whichever applicable]

Entrepreneurial Activity [please complete (A)]

Salary [please complete (B)]

Investments [please complete (C)]

Others [please complete (D)]

(A) (i) Company name (Please also provide company website if available)

(ii) Type of Business

(B) (i) Name of last employer

(ii) Position held and year of service with the employer mentioned in (B)(i)

(C) (i) Type of investments

(ii) Place of investments

(D) (i) Please specify

(1.8c) Shareholder 3:

(a) Surname:

(b) Given Name(s):

(c) Residential Address:

(d) Nationality:

(e) Passport / ID No.:

Compliance Use

Compliance Use

(f) Occupation:

(g) Date of Birth:

(h) Number & Percentage of share(s) to be issued:

(i) Source of Wealth: [Please '', whichever applicable]

Entrepreneurial Activity [please complete (A)]

Salary [please complete (B)]

Investments [please complete (C)]

Others [please complete (D)]

(A) (i) Company name (Please also provide company website if available)

(ii) Type of Business

(B) (i) Name of last employer

(ii) Position held and year of service with the employer mentioned in (B)(i)

(C) (i) Type of investments

(ii) Place of investments

(D) (i) Please specify

For each individual Shareholder, Please submit:

1. A certified true copy of valid Passport or Government issued Identity Card* which bears a clear photo of the person; and
2. A reference letter (see Appendix A) issued by a bank, accounting firm or law firm OR certified true copy of residential address proof issued within last 3 months

* Hong Kong Identity Card is not acceptable

1.9 Are the above shareholders beneficial owners of the company?

Compliance Use

(Please '☑', whichever applicable)

- Yes [Please go to section 1.11]
 No [Please complete section 1.10 for the Beneficial Owner(s)]

1.10 Beneficial Owner(s):

Please note: For due diligence purposes, Beneficial Owner(s) are any natural persons (not a corporate) holding 10% interest or more or with principal control over the company's assets.

(1.10a) Beneficial Owner 1:

(a) Surname:

(b) Given Name(s):

(c) Residential Address:

(d) Nationality:

(e) Passport / ID No.:

(f) Occupation:

(g) Date of Birth:

(h) Number & Percentage of share(s) to be issued:

(i) Source of Wealth: [Please '☑', whichever applicable]

- Entrepreneurial Activity [please complete (A)]
 Salary [please complete (B)]
 Investments [please complete (C)]
 Others [please complete (D)]

(A) (i) Company name (Please also provide company website if available)

(ii) Type of Business

(B) (i) Name of last employer

(ii) Position held and year of service with the employer mentioned in (B)(i)

(C) (i) Type of investments

(ii) Place of investments

(D) (i) Please specify

(1.10b) Beneficial Owner 2:

(a) Surname:

(b) Given Name(s):

(c) Residential Address:

(d) Nationality:

(e) Passport / ID No.:

(f) Occupation:

(g) Date of Birth:

Compliance Use

(h) Number & Percentage of share(s) to be issued:

Compliance Use

(i) Source of Wealth: [Please '✓', whichever applicable]

Entrepreneurial Activity [please complete (A)]

Salary [please complete (B)]

Investments [please complete (C)]

Others [please complete (D)]

(A) (i) Company name (Please also provide company website if available)

(ii) Type of Business

(B) (i) Name of last employer

(ii) Position held and year of service with the employer mentioned in (B)(i)

(C) (i) Type of investments

(ii) Place of investments

(D) (i) Please specify

(1.10c) Beneficial Owner 3:

(a) Surname:

(b) Given Name(s):

(c) Residential Address:

(d) Nationality:

(e) Passport / ID No.:

(f) Occupation:

(g) Date of Birth:

(h) Number & Percentage of share(s) to be issued:

(i) Source of Wealth: [Please ' ' whichever applicable]

Entrepreneurial Activity [please complete (A)]

Salary [please complete (B)]

Investments [please complete (C)]

Others [please complete (D)]

(A) (i) Company name (Please also provide company website if available)

(ii) Type of Business

(B) (i) Name of last employer

(ii) Position held and year of service with the employer mentioned in (B)(i)

(C) (i) Type of investments

(ii) Place of investments

(D) (i) Please specify

For each individual Beneficial Owner, Please submit:

1. A certified true copy of valid Passport or Government issued Identity Card* which bears a clear photo of the person; and
2. A reference letter (see Appendix A) issued by a bank, accounting firm or law firm OR certified true copy of residential address proof issued within last 3 months

* Hong Kong Identity Card is not acceptable

Compliance Use

1.11 Tax Transparency

Compliance Use

Please indicate responses to the following:

(a) In which country will the management and control of the Company's business be based?

(b) In which country will the business contracts be exercised?

(c) Has tax advice been obtained, or will tax advice be obtained for the structure?

Yes No

(d) What is the tax position of the Company?

(e) Who is the tax advisor?

1.12 Declaration

I/We confirm that:

- 1 The directors, shareholders and beneficial owners of the company have not been declared bankrupt or insolvent or concerned in the management of any company which has been/is subject to an insolvent liquidation or bankruptcy in any part of the world (please provide details if this is not accurate);
- 2 Any assets I/we may transfer either now or in the future to the company are and will be beneficially owned by me/us, free from any liens, charges and encumbrances and that such assets do not and will not represent the proceeds of or derive from any criminal or illegal activities including tax fraud or evasion; and
- 3 In accordance with section 59 of the Cayman Islands Company Law (2009 Revision) we will cause proper books of account to be kept for the proposed company.
- 4 The above information, to the best of my/our knowledge and belief, is true and accurate.

1.13 Authorisation for filing Annual Return and List

I/We, being the client / proposed Director of the company, hereby confirm and authorise Vistra to file the Annual Return and Declaration of the company and I/we will undertake the responsibility to inform Vistra any amendments to the Memorandum and Articles of Association including but not limited to change of company name, change of authorised capital and any Articles of Association; and also any changes to the Registers of Directors, Officers, Members and Charges of the Company, until you are informed otherwise in writing.

Signature:

(Client / Any One of the Proposed Directors)

Date:

Print Name:

Compliance Sign off by:

Name:

I/We, Vistra reserves the right to request any further information, which it might require at any time in order to ensure the company, is fully compliant with all due diligence requirements, which may be imposed upon the company. Any information provided to Vistra may be kept in Vistra's Confidential Files at its offices.

Appendix A : Reference Letter

[ON PROFESSIONAL FIRM'S LETTERHEAD]

[Date]

To: Compliance Officer
Vistra (Cayman) Limited
c/o Vistra (Hong Kong) Limited
19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay, Hong Kong

PROFESSIONAL REFERENCE AND PROOF OF ADDRESS

We hereby confirm that [Name of client(s)]* (the "Referral") is personally known to us and has been our client for a period of [no.]+ years.

We consider the Referral to be a business person of good standing. We know of no reason why the Referral should not be considered as a suitable client for your Company.

We further confirm that the Referral's residential address is:

[Address]

The Referral has also been advised to keep your office informed of any future relocation of their residence within 3 months from the relocation.

Should you have any queries in relation to this matter, please do not hesitate to contact the undersigned.

Yours faithfully,

For and on behalf of
[Name of Bank / Accounting Firm / Law Firm]#

Name of Signatory:

Job/Position Title:

Email:

Telephone:

Address:

* The name must be identical with the person's identity document.

+ Referee shall know the person not less than a year.

VISTRA reserves the right to request information to support the signor's capacity.

Cayman Islands

Compliance Control Schedule – Exempted Companies

Appendix B : Additional Information for each Corporate Body

Please note:

1. This is to be completed in respect of each Corporate Director, Corporate Shareholder and Corporate Secretary.
2. If the Corporate Director / Shareholder / Secretary is qualified for exemption, you may complete only points B.1 to B.4 below together with Appendix C for exemption.
3. Please provide us copies of the following documents of the corporate body:-
 - a. Certificate of Incorporation or equivalent
 - b. Constitutional documents (i.e. Memorandum and Articles of Association/ By-Laws) Register of Directors
 - c. Register of Members

Compliance Use

Name of the Corporate Person:

(B.1) Position(s) Held in the Cayman Company:

- Director
 Secretary
 Shareholder:-

Number & Percentage of share(s) to be issued

(B.2) Address of the Registered Office:

(B.3) Nature of Business:

(B.4) Geographical location(s) of the business:

(B.5) Beneficial Owner(s) of the Corporate Person, holding a 10% interest or more or with principal control over the company's assets.

(B.5a) Beneficial Owner 1:

(a) Surname:

(b) Given Name(s):

(c) Residential Address:

(d) Nationality:

(e) Passport / ID No.:

(f) Occupation:

(g) Date of Birth:

(h) Number & Percentage of share(s) to be issued:

(i) Source of Wealth: [Please ' ' whichever applicable]

Entrepreneurial Activity [please complete (A)]

Salary [please complete (B)]

Investments [please complete (C)]

Others [please complete (D)]

(A) (i) Company name (Please also provide company website if available)

(ii) Type of Business

(B) (i) Name of last employer

(ii) Position held and year of service with the employer mentioned in (B)(i)

Compliance Use

(C) (i) Type of investments

(ii) Place of investments

(D) (i) Please specify

(B.5b) Beneficial Owner 2:

(a) Surname:

(b) Given Name(s):

(c) Residential Address:

(d) Nationality:

(e) Passport / ID No.:

(f) Occupation:

(g) Date of Birth:

(h) Number & Percentage of share(s) to be issued:

(i) Source of Wealth: [Please ' ' whichever applicable]

Entrepreneurial Activity [please complete (A)]

Salary [please complete (B)]

Investments [please complete (C)]

Others [please complete (D)]

Compliance Use

(A) (i) Company name (Please also provide company website if available)

(ii) Type of Business

(B) (i) Name of last employer

(ii) Position held and year of service with the employer mentioned in (B)(i)

(C) (i) Type of investments

(ii) Place of investments

(D) (i) Please specify

For each individual Beneficial Owner, Please submit:

1. A certified true copy of valid Passport or Government issued Identity Card* which bears a clear photo of the person; and
2. A reference letter (see Appendix A) issued by a bank, accounting firm or law firm OR certified true copy of residential address proof issued within last 3 months

*Hong Kong Identity Card is not acceptable

(B.6) Identity of two directors; OR 1 director if the corporate body has only 1 director:

(B.6a) Director 1:

(a) Surname:

(b) Given Name(s):

(c) Residential Address:

(d) Nationality:

(e) Passport / ID No.:

Compliance Use

(f) Occupation:

(g) Date of Birth:

(B.6b) Director 2:

(a) Surname:

(b) Given Name(s):

(c) Residential Address:

(d) Nationality:

(e) Passport / ID No.:

(f) Occupation:

(g) Date of Birth:

Compliance Use

For each individual Director, Please submit:

1. A certified true copy of valid Passport or Government issued Identity Card* which bears a clear photo of the person; and
2. A reference letter (see Appendix A) issued by a bank, accounting firm or law firm OR certified true copy of residential address proof issued within last 3 months

*Hong Kong Identity Card is not acceptable

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Compliance Control Schedule

Appendix C: Exempted Client Declaration

Compliance Use

Name of exempted entity:

(a) required to comply with regulation 5 of Anti-Money Laundering Regulations (2018 Revision)* or is a majority-owned subsidiary of the relevant financial business.

Name of parent entity (if applicable)

(b) a central or local government, statutory body or agency of government in a country specified in the AMLSG List#:

Jurisdiction

(c) acting in the course of a business or is a majority-owned subsidiary of the business in relation to which an overseas regulatory authority exercises regulatory functions and is based or incorporated in, or formed under the law of, a country specified in the AMLSG List.

Jurisdiction

(d) a company listed on a recognised stock exchange and subject to disclosure requirements which impose requirements to ensure adequate transparency of beneficial ownership, or majority owned subsidiary of a such company.

Name of Stock Exchange

Stock Code

Name of parent entity (if applicable)

(e) a pension fund for a professional association, trade union or is acting on behalf of employees of an entity referred to (a) to (d) above

Name of referred entity

Jurisdiction

Stock Exchange

Stock Code

Signature (of exempted entity)

Name (of signatory)

Capacity

Date

Email

Telephone

Address

VISTRA reserves the right to request information that will support your exempt status.

*Anti-Money Laundering Regulations (2018 Revision) is available at <https://www.cima.ky/laws-and-regulations>.

AMLSG List refers to the List of Equivalent Jurisdictions (to be updated from time to time) as available at <https://www.cima.ky/list-of-equivalent-jurisdictions>.

Cayman Islands

Compliance Control Schedule

Appendix D: Introduction by Professional Clients

Eligible Introducer's (Assurance) Form Date

Eligible Introducer ("EI") Information

Name

Email

Telephone

Address

EI's Regulator/ Professional Body

Name

Jurisdiction

Address

Information on Applicant of Business

Name (in full)

Former name(s), trading name(s)/ or any other name used where applicable

Residential address for individuals/ place of business or registered office address for legal person

Type of legal entity/ arrangement (for legal persons or arrangements)

Does the EI consider the customer to be, or associated with, a Politically Exposed Person: Yes No

We hereby confirm that, with respect to the applicant for business, we have:

- (a) identified and verified the identity of the principal and, where applicable, the beneficial owner on whose behalf the applicant may act under procedures maintained by the EI
- (b) The nature and intended purpose of the business relationship is [provide details]
- (c) identified the source of funds of the principal
- (d) will upon request and without any delay provide the copies of the identification and verification data or information and relevant documentation it has obtained after satisfying the CDD requirements in respect of the principal and the beneficial owner

We hereby confirm that, we are acting in the course of a business or are a majority-owned subsidiary of the business in relation to which an overseas regulatory authority exercises regulatory functions and are based or incorporated in, or formed under the law of, a country specified in the AMLSG List*.

Signature of Eligible Introducer

Name of Signatory

Email

Job/Position Title

Telephone

Address

* AMLSG List refers to the List of Equivalent Jurisdictions (to be updated from time to time) as available at <https://www.cima.ky/list-of-equivalent-jurisdictions>.