



MANIVEST 宏傑

Originated in Asia, Based in Asia, Serving the World

源於亞洲，基於亞洲，服務全球

FACT SHEET

British Virgin Islands

Brief Introduction of the British Virgin Islands



China.

Situated in the Caribbean, 60 miles east of Porto Rico, the British Virgin Islands ("BVI") is composed of more than 40 small islands. It has a population of 22,643¹, most of them are living on Tortola, the largest island where the capital Road Town is located. It is 12 hours behind

BVI is a British Dependent Territory. Its official language is English. BVI is welcomed by investors all over the world. More than 500,000 International Business Companies (IBC) have been established since the introduction of the BVI International Business ("IBC") Act in 1984.

In 2004, a new Business Companies Act (BCA) was introduced so that the IBC act will be abolished in phases. From 1st January 2006, all BVI companies must be formed under Business Companies Act. The bellows describe the information about BCA Companies form under BCA only. There are six types of BCA companies. The most usual form to be use is "Company limited by shares".

Confidentiality

Although there is no law protecting confidentiality in BVI as such, the government only requires minimum company information to be filed. The registers of directors and members are not public information. Without proper authorization from the directors, third parties cannot access to any company information unless court order is obtained.

Legal Protection

The BVI legal system is based on the British common law, with independent legal structure and judiciary. The final court of appeal is the Privy Council in England.

Foreign Exchange

US Dollar is the official currency. BVI does not have exchange controls, and corporations may transfer capital in and out with complete freedom.

¹ July 2005

Highlights of BCA

The following are some salient features of companies established under the BCA:

Simple registration procedures

BCA companies can be formed in 1 to 2 working days, but the company documents may only be delivered in 7 to 14 working days. There are also ready-made shelf companies widely available for immediate purchase and use.

.Flexibility of the name

An IBC name must end with one of the following words or abbreviations - Limited, Corporation, Incorporated, Societe Anonyme or Societed Anonima. The following words and their associated activities cannot be used unless proper licences are obtained: Bank, Building Society, Chamber of Commerce, Chartered Cooperative, Imperial, Insurance, Municipal & Royal.

Under special arrangement, Chinese character name can be incorporated into the name and form a part of the company name.

Memorandum & Articles of Association

The Memorandum & Articles of Association (“M&A”) is equivalent to the constitution of a company in some jurisdictions. The M&A can only be written in English. Manivest can provide standard M&A for your reference.

Capital and Shareholders

The new BCA has abolished the use of “par value”. A BCA company is only required to state the authorised number of shares to be issued in the M & A and the standard of the authorised number of shares is 50,000 shares. The actual amount of capital injected is to be determined at the time of allotment. Capital may be issued in any currency and there is no minimum capital requirement.

Although a BCA company allows bearer shares to be issued, higher rate of annual license fee is payable and the bearer shares must be kept in the office of an approved custodian. Capital may be increased or reduced by director resolution.

The minimum number of shareholder, who may be a corporation or individual, is one and the minimum issued share is also one. There is no residency requirement. The register of members (shareholders) of the company may be kept by the registered agent, or by the company at any place with a copy with the registered agent. If the registered agent does not keep the original of the register, the registered agent must be informed of any change in the address at which the register is kept within 14 days. The register is not a public record and is only available for inspection of persons authorized by the directors.

Company meeting can be held at any place inside or outside BVI and proxy is allowed. No annual general meeting is required.

Directors

There must be at least one director who may be an individual or a corporation. There is no residency requirement. The register of director may be kept by the registered agent, or by the company at any place with a copy with the registered agent. If the registered agent does not keep the original of the register, the registered agent must be informed of any change in the address at which the register is kept within 14 days. The register is not a public record and is only available for inspection by persons authorized by the directors.

Company Secretary

There is no statutory requirement for the appointment of a company secretary.

Registered Agent and Registered Office

A BCA company must at all times have a registered agent, who may be a management company or person approved by the government. A BCA company must also at all times have a registered office located within BVI, which is normally provided by the registered agent.

Taxation

BVI does not have any form of corporation tax, and there is no financial reporting requirement. An annual license fee is required and the amount of which is determined by the number of authorised shares and whether the BCA company has bearer share. Companies which do not pay the annual license fee on time shall pay a penalty and are susceptible to be struck from the register.

It is important to note that although BCA company is not liable to any tax in the BVI, it may still be liable to taxes in the place of its operation. Readers are strongly advised to seek proper advice.

Assets Protection

A BCA company is also allowed to re-domicile to another jurisdiction. Its assets can be transferred to another company, trust, corporation organization or partnership established in BVI or other jurisdictions.

High level of confidentiality and secrecy

The identities of the shareholders, directors and officers are not disclosed to the public. There is no requirement for the filing of annual return and company accounts. There is no requirement for the disclosure of beneficial ownership to the government, except that it must be disclosed to our Company for the purpose of due diligence. Third parties cannot have access to the register of members without the authorization of the directors of the company or obtaining a BVI court order.

How Manivest Can Help You

The directors and management of Manivest are professionals in the offshore industry having served the Asia markets for nearly 20 years. Through our offices in Hong Kong, Shanghai and Macau as well as our associates in other Asia cities, we offer a full range of comprehensive value-added services to professional advisors and their clients.

Manivest offers the following services:

- Incorporation of BVI **BCA** and other types of structures (e.g. LLP, mutual funds) in BVI
- Incorporation of offshore onshore /offshore companies and structures in other jurisdictions
- Full corporate management services
- Registered office, business office, mail redirection and business centre (available in selected locations only)
- Accounting services
- Re-invoicing services
- Asset protection and preservation advisory services
- Business establishment services
- Market exploration services