



Ministry of Economy, Trade and Industry
Expert Committee for Drafting the New Model LPA
Cayman Islands Exempted Limited Partnership
related issues



Making financial services work

walkersglobal.com | Bermuda | British Virgin Islands | Cayman Islands | Dubai | Guernsey | Hong Kong | Ireland | Jersey | London | Singapore

ABOUT WALKERS

Making financial services work

Because we're passionate about understanding the world of financial services inside out, we always deliver the responsive service, clear commercial advice, and jurisdiction-relevant solutions that make deals happen, markets move, and businesses thrive.

With offices across geographies and expertise in multiple jurisdictions, you'll find us in the time zone you need us to be, providing legal, corporate, regulatory filing, compliance and fiduciary services to the world's leading financial institutions and companies. Fluent in multiple jurisdictions we focus on knowing which is right for each client and each matter, and combining our deep expertise with a determination to give our clients the best.

Across the globe. Around the clock.

Legal: 13 practice areas. Practicing six laws from 10 global offices.

Professional Services: Corporate, Corporate Governance, Regulatory & Compliance, Fiduciary.

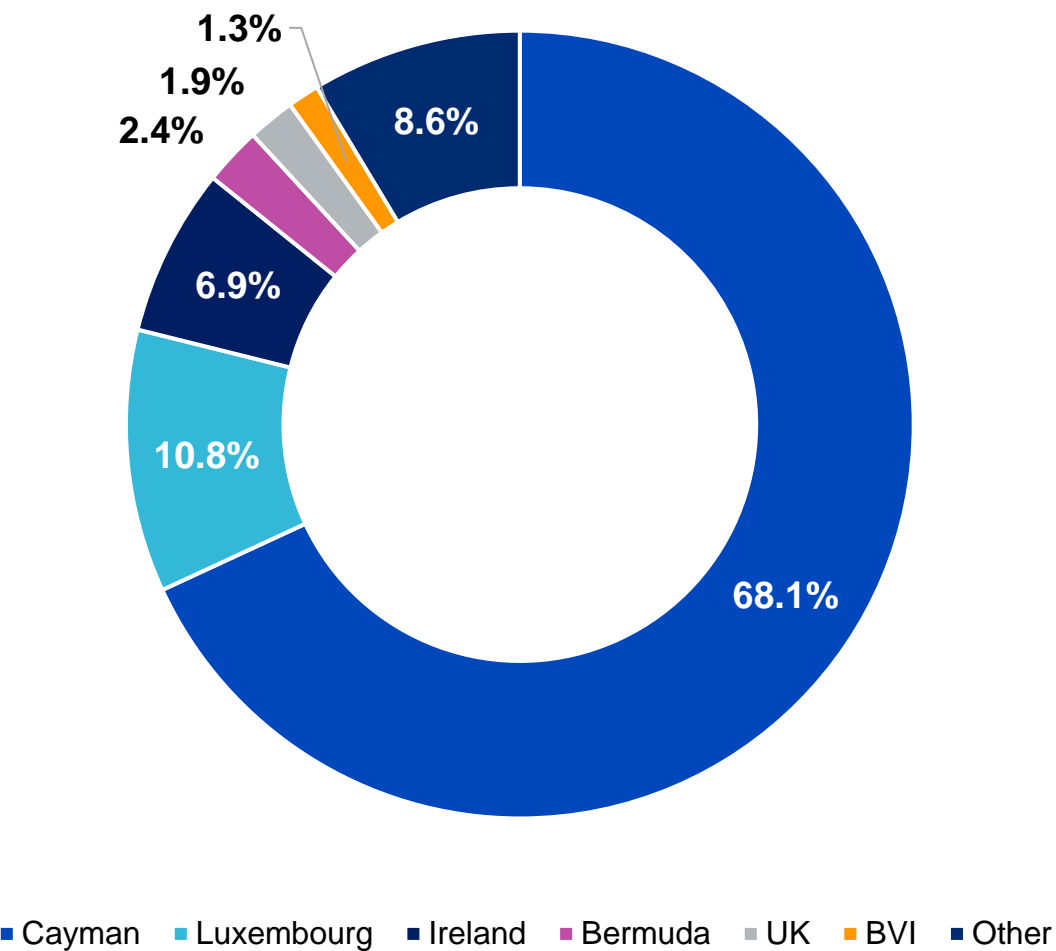


Introduction - Walkers' Hong Kong Office

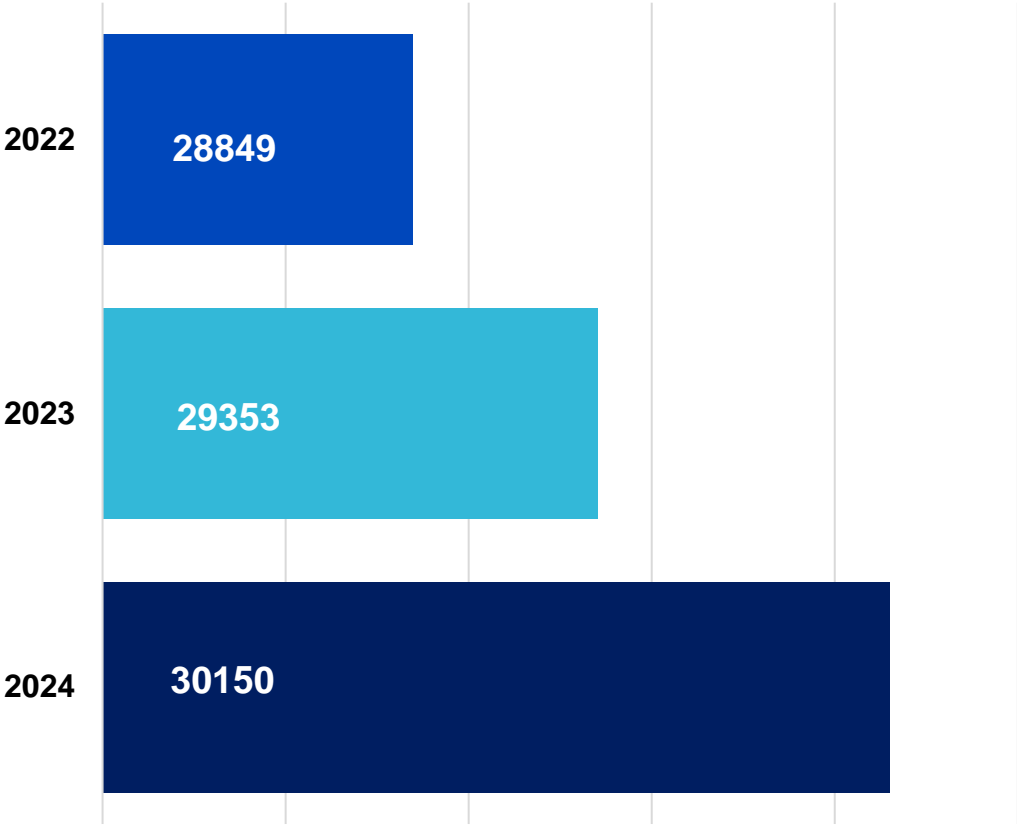
- Opened in 2003
- Practice Groups:
 - Investment Funds & Corporate
 - Regulatory & Risk Advisory
 - Finance
 - Insolvency & Dispute Resolution
 - Walkers Professional Services
- Cayman Islands, BVI and Bermuda law capability
- More than 30 lawyers



Cayman is the preferred, non-US fund domicile



Source: Securities Exchange Commission ("SEC") Division of Investment Management Analytics Office

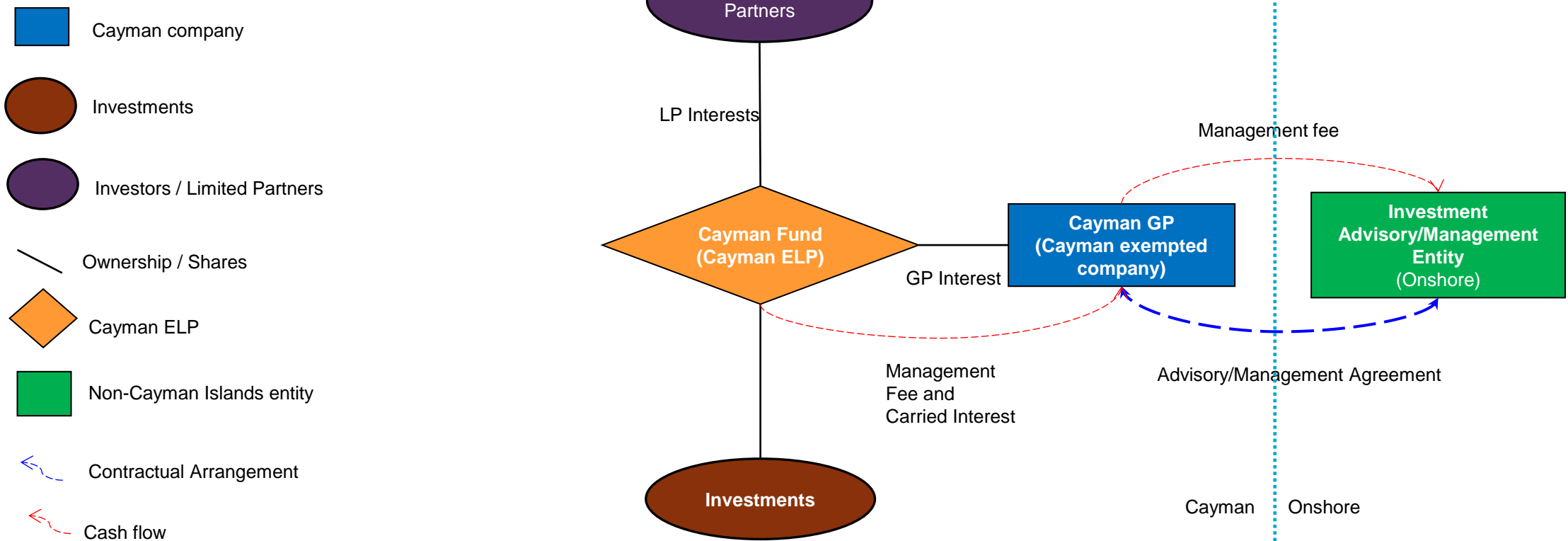


Growth in CIMA registered funds

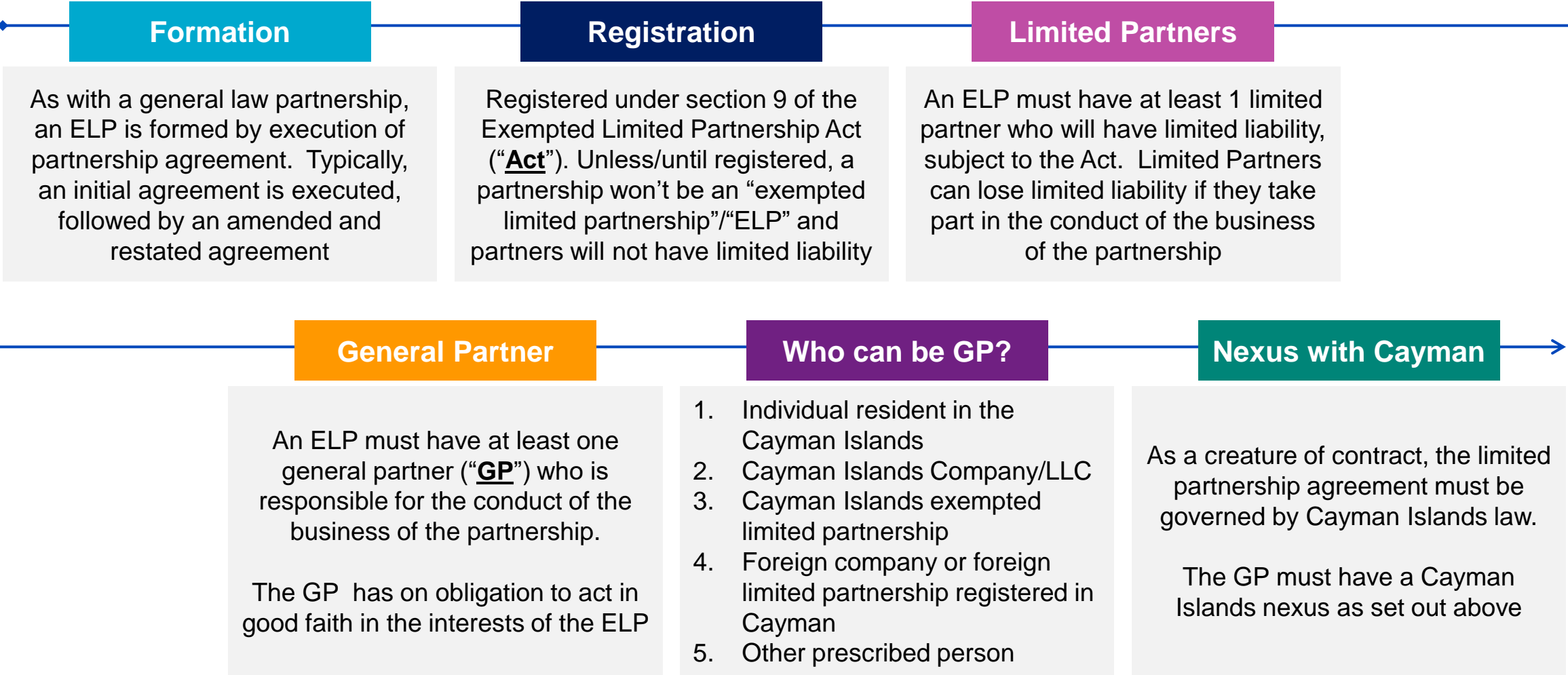
Source: <https://www.cima.ky/investment-statistics> accessed on 25 April 2025



Typical Exempted Limited Partnership



Selected features and formation of a Cayman Islands Exempted Limited Partnership (“ELP”)



Summary of other applicable regulation

Set out below is a high level summary of the regulatory regimes that will, or are likely to apply, to an ELP that operates as a private fund

Exempted Limited Partnership Act	Private Funds Act	Anti-Money Laundering Rules	FATCA / CRS	Other
Applies to all ELPs	Registration regime that applies if the ELP falls within definition of “private fund”	Will likely apply to all ELPs that operate as funds	Will apply if the ELP is an “financial institution” (commonly the case on the basis that funds are investment entities)	<ul style="list-style-type: none"> Beneficial Ownership Transparency Act
Imports rules of common law and equity	Applies to “closed ended” funds	Requires adoption of Cayman Islands compliant AML policies an procedures	Requires registration if the fund is a “reporting financial institution” (which is typically the case)	<ul style="list-style-type: none"> Economic Substance? Virtual Asset (Service Providers) Act?
Governs formation, operation, and winding up	Requires registration, and ongoing compliance, including annual audit and financial account filing, and compliance with other CIMA rules	Requires implementation Cayman Islands compliant AML internal controls	Reporting and filing obligations Due diligence obligations on account holders Recordkeeping obligations	<ul style="list-style-type: none"> Mutual Funds Act? (only if the fund is “open ended”, in which case the Private Funds Act will not apply)

The above is a summary only. It does not purport to be an exhaustive list of the obligations an ELP may have under any regulatory regime, or to summarize all of the regulations that may apply to an ELP

Each of the regulatory regimes summarised here are comprehensive and can be complex

Cayman Islands legal advice should be sought in relation to the application of, and compliance with, each such regime

Other regulatory regimes may apply depending on the activities and operations of the entity





Making financial services work



Making financial services work

walkersglobal.com Bermuda | British Virgin Islands | Cayman Islands | Dubai | Guernsey | Hong Kong | Ireland | Jersey | London | Singapore



Thank you



James Gaden

Partner, Hong Kong

T. +852 2596 3433

M. +852 9316 8070

E. james.gaden@walkersglobal.com



Timothy Stevens

Partner, Singapore

T. +65 6595 4676

M. +65 9297 2488

E. timothy.stevens@walkersglobal.com

Making financial services work | walkersglobal.com

Bermuda | British Virgin Islands | Cayman Islands | Dubai | Guernsey | Hong Kong | Ireland | Jersey | London | Singapore

