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Continuing a company out of the Cayman Islands

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This guide outlines the statutory procedure whereby an exempted company incorporated and registered under the Companies Act (2026 Revision) (**Companies Act**) which proposes to be registered by way of continuation (i.e. a transfer or migration to another jurisdiction) as a body corporate limited by shares under the laws of another jurisdiction may apply to the Registrar of Companies (**Registrar**) to be deregistered in the Cayman Islands.

Conditions precedent

Part XII of the Companies Act (specifically sections 206-209) provides that the Registrar shall deregister an applicant company (**Applicant**) if the Applicant:

a. is an exempted company incorporated and registered with limited liability and share capital under the Companies Act (including a company which has been registered by way of continuation from another jurisdiction);
b. proposes to be registered by way of continuation in a jurisdiction which permits or does not prohibit the transfer of the Applicant;
c. has paid to the Registrar a fee equal to three times the annual fee that would have been payable pursuant to the Companies Act in the January immediately preceding the application for deregistration (adjusted, if necessary, as a result of any changes in the registered capital of the Applicant since the preceding January);
d. has filed with the Registrar notice of any proposed change of its name and of its proposed registered office or agent for service of process in the jurisdiction in which it proposes to be registered;
e. has filed with the Registrar an affidavit sworn by one of its directors deposing that, having made due enquiry, the director is of the opinion that the requirements specified in section 2 below have been satisfied; and
f. either has no secured creditors at the date the affidavit required in section 2 below is sworn OR provides the Registrar with an undertaking that notice of the transfer has been or will be given within 21 days to the secured creditors of the Applicant.

The Registrar must also not be aware of any reason why it would be against the public interest to deregister the Applicant.

Requirements to be satisfied

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In the affidavit referred to in section 1(f) above, the director must depose that, having made due enquiry, the director is of the opinion that the requirements of the following paragraphs have been met:

a. no petition or other similar proceeding has been filed and remains outstanding or order made or resolution adopted to wind up or liquidate the Applicant in any jurisdiction;
b. no receiver, trustee or administrator or other similar person has been appointed in any jurisdiction and is acting in respect of the Applicant, its affairs or its property or any part thereof;
c. no scheme, order, compromise or other similar arrangement has been entered into or made whereby the rights of creditors of the Applicant are and continue to be suspended or restricted;
d. the Applicant is able to pay its debts as they fall due;
e. the application for deregistration is bona fide and not intended to defraud creditors of the Applicant;
f. consent or approval to the transfer required for any contract or undertaking entered into or given by the Applicant has been obtained, released or waived, as the case may be;
g. the transfer is permitted by and has been approved in accordance with the memorandum and articles of association of the Applicant;
h. the laws of the jurisdiction to which the Applicant proposes to continue have been or will be complied with;
i. the Applicant, being licensed or registered with certain Cayman Islands regulatory bodies (each a Regulator), for example CIMA, has obtained consent from the Regulator; and
j. the Applicant will upon registration under the laws of the jurisdiction to which it proposes to transfer continue as a body corporate limited by shares.

The affidavit is also required to include (normally by way of attachment) a statement of the assets and liabilities of the Applicant made up to the latest practicable date before the date of such affidavit.

Effect of deregistration

Upon deregistration the Registrar will issue a certificate that the Applicant has been deregistered as an exempted company and specifying the date of such deregistration. From the commencement of the date of deregistration the Applicant will cease to be a company for all purposes under the Companies Act and will continue as a company under the laws of the jurisdiction to which it has transferred.

For the avoidance of doubt, the Companies Act provides that deregistration shall not operate:

a. to create a new legal entity;
b. to prejudice or affect the identity or continuity of the Applicant as previously constituted;
c. to affect the property of the Applicant;
d. to affect any appointment made, resolution passed or any other act or thing done in relation to the Applicant pursuant to a power conferred by its memorandum and articles of association or by the laws of

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the Cayman Islands;

e. to affect the rights, powers, authorities, functions and liabilities or obligations of the Applicant or any other person; or

f. to render defective any legal proceedings by or against the Applicant, and any legal proceedings that could have been continued or commenced by or against the Applicant before its deregistration may, notwithstanding such deregistration, be continued or commenced by or against the Applicant after deregistration.

Following deregistration the Registrar is required to publish a notice in the Cayman Islands Gazette specifying that the Applicant has been deregistered, stating the jurisdiction under the laws of which the Applicant has been registered by way of continuation and the new name of the Applicant, if changed.

Further information

We can provide legal advice on the deregistration application requirements mentioned in this guide and can assist with filing requirements through our affiliated corporate services team, Collas Crill Corporate Services Limited.

For more information on our corporate services please get in touch with one of the key contacts.

About Collas Crill

We are a leading offshore law firm. We are easy to do business with and give practical advice to overcome tough challenges. Through our network of offices, we practise Bermuda, British Virgin Islands, Cayman Islands, Guernsey and Jersey law.

About this guide

This guide gives a general overview of this topic. It is not legal advice and you may not rely on it. If you would like legal advice on this topic, please get in touch with one of the authors or your usual Collas Crill contacts.

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