

Caldicott Worldwide Ltd v Siong Beng Seng, Ching Hui Huat and Springfield Investments & Nominees Pte Ltd BVIHCMAP2023/0009

October 2025

Court: Eastern Caribbean Court of Appeal

Subject: Application for conditional leave; interplay between arbitration clauses and statutory unfair prejudice remedies

Judges: Hon. Mde. Ellis, Hon. Mde. Byer, Hon. Mr. Theodore

Summary

In granting conditional leave to appeal to the Privy Council, the Eastern Caribbean Court of Appeal held that the question raised – whether an arbitration clause between a company and a shareholder can be used to stay the factual basis of a shareholder-versus-shareholder unfair prejudice petition – has wide-ranging implications for s. 1841 of the BVI Business Companies Act (**BCA**) and under similar legislation in other jurisdictions. It affects the integrity of statutory remedies for thousands of companies, possibly rendering such remedies illusory.

Therefore, the ultimate determination of this appeal could have far-reaching implications for the practical ability of minority shareholders to obtain relief under s.1841 of the BCA and analogous legislation elsewhere.

The procedural context to this matter, while relevant to the ultimate appeal, is complex and not covered here.

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