

**SPECIMEN A1 - Special resolution in writing signed by all members**

*Please note that section 344A of the Companies Ordinance (CO) does **NOT** apply to  
(i) a company that is not a private company; or  
(ii) a company specified in Part I of the Sixteenth Schedule to the CO.*

Company No.:

THE COMPANIES ORDINANCE  
(CHAPTER 32)

SPECIAL RESOLUTION  
OF  
(Company Name)  
Passed on (Date)

By a written resolution signed by all the Members of the Company pursuant to section 116B of the Companies Ordinance, the following Special Resolution was duly passed :-

- (a) the company will become dormant \* as from the date of delivery of this special resolution to the Registrar of Companies (“the Registrar”) / as from (date) (Note);
- (b) the directors of the company are authorised to deliver to the Registrar this special resolution; and
- (c) prior to the company ceasing to be dormant, the directors of the company shall deliver to the Registrar a further special resolution, declaring that the company intends to enter into a relevant accounting transaction.

(Signature)

(Name)

Shareholder

(Signature)

(Name)

Shareholder

*\* Please delete as appropriate*

*Note : If a date is inserted, such date should be later than the date of delivery of this special resolution to the Registrar.*

**SPECIMEN A2 - Special resolution passed in a general meeting**

*Please note that section 344A of the Companies Ordinance (CO) does **NOT** apply to  
(i) a company that is not a private company; or  
(ii) a company specified in Part I of the Sixteenth Schedule to the CO.*

Company No.:

THE COMPANIES ORDINANCE  
(CHAPTER 32)

SPECIAL RESOLUTION  
OF  
(Company Name)  
Passed on (Date)

At an Extraordinary General Meeting of (*Company Name*) duly convened and held at (*address*) on (*date*), the following Special Resolution was duly passed :-

- (a) the company will become dormant \* as from the date of delivery of this special resolution to the Registrar of Companies (“the Registrar”) / as from (*date*) (Note);
- (b) the directors of the company are authorised to deliver to the Registrar this special resolution; and
- (c) prior to the company ceasing to be dormant, the directors of the company shall deliver to the Registrar a further special resolution, declaring that the company intends to enter into a relevant accounting transaction.

(Signature)

\_\_\_\_\_  
(Name)

Chairman #

\* *Please delete as appropriate*

*Note : If a date is inserted, such date should be later than the date of delivery of this special resolution to the Registrar.*

*# Chairman presiding at the meeting*

**SPECIMEN B1 - Special resolution in writing signed by all members**

Company No.:

THE COMPANIES ORDINANCE  
(CHAPTER 32)  
SPECIAL RESOLUTION  
OF  
(*Company Name*)  
Passed on (*Date*)

By a written resolution signed by all the Members of the Company pursuant to section 116B of the Companies Ordinance, the following Special Resolution was duly passed :-

- (a) the Company intends to enter into a relevant accounting transaction as defined in section 344A(9); and
- (b) the Company will cease to be dormant upon the delivery to the Registrar of this Special Resolution.

(Signature)

(Name)

Shareholder

(Signature)

(Name)

Shareholder

**SPECIMEN B2 - Special resolution passed in a general meeting**

Company No.:

THE COMPANIES ORDINANCE  
(CHAPTER 32)  
SPECIAL RESOLUTION  
OF  
(Company Name)  
Passed on (Date)

At an Extraordinary General Meeting of (*Company Name*) duly convened and held at (*address*) on (*date*), the following Special Resolution was duly passed :-

- (a) the Company intends to enter into a relevant accounting transaction as defined in section 344A(9); and
- (b) the Company will cease to be dormant upon the delivery to the Registrar of this Special Resolution.

(Signature)

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(Name)

Chairman