



公司註冊處
Companies Registry

Statement of Affairs

Form **NRC2**

Business Registration Number

Note

Company Name

We, being the director / directors * and the company secretary of the above-named company, hereby confirm that the contents of the statement made on pages 2 and 3 and the several lists hereto annexed marked _____ and submitted in accordance with section 300B(2) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) are true.

6

Name : _____ Signed : _____ Date : _____
Company Secretary DD / MM / YYYY

Name : _____ Signed : _____ Date : _____
Director DD / MM / YYYY

Name : _____ Signed : _____ Date : _____
Director DD / MM / YYYY

* Delete whichever does not apply

4

Presentor's Reference

Name:

Address:

Tel:

Fax:

Email:

Reference:

For Official Use

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Statement of Affairs
showing assets at the estimated realizable values and liabilities expected to rank

Date of Statement of Affairs
(being the Date of Appointment of the Receiver)

| | | |
|----|----|------|
| | | |
| DD | MM | YYYY |

| Related List | | Particulars | Amount |
|-------------------------------------|--|---|--------|
| List No. | Type 'NIL' if no entries in the List | | \$ |
| ASSETS | | | |
| A | | (1) Assets not specifically pledged | |
| B | | (2) Estimated surplus from assets specifically pledged | |
| | | (3) Total Assets (i.e. total of items (1) and (2)) | |
| LIABILITIES | | | |
| C | | (4) Preferential creditors | |
| D | | (5) Debenture holders secured by a floating charge | |
| E | | (6) Unsecured creditors | |
| | | (7) Total Liabilities (i.e. total of items (4) to (6)) | |
| | | (8) Estimated Surplus/Deficiency * as regards Creditors (i.e. total assets as in item (3) less total liabilities as in item (7)) | |
| ISSUED AND CALLED UP CAPITAL | | | |
| | | (9) Preference shares issued as fully paid i.e. _____ shares at \$ _____ per share (only applicable to shares with nominal value) | |
| | | (10) Preference shares issued as partially paid i.e. amount called up for _____ shares at \$ _____ per share | |
| | | (11) Total of preference share capital fully paid and called up (i.e. total of items (9) and (10)) | |

* Delete whichever does not apply

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| Related List | | Particulars | Amount \$ |
|---|--------------------------------------|--|--------------|
| List No. | Type 'NIL' if no entries in the List | | |
| ISSUED AND CALLED UP CAPITAL (continued) | | | |
| | | (12) Ordinary shares issued as fully paid i.e. _____ shares at \$ _____ per share (only applicable to shares with nominal value) | |
| | | (13) Ordinary shares issued as partially paid i.e. amount called up for _____ shares at \$ _____ per share | |
| | | (14) Total for ordinary share capital fully paid and called up (i.e. total of items (12) and (13)) | |
| | | (15) Any other types of shares or capital issued :- (Please state particulars) _____ _____ _____ _____ | |
| | | (16) Total of items (11), (14) and (15) | |
| F | | (17) Estimated Surplus/Deficiency * as regards Members (i.e. item (8) less item (16), and as per List F) | |

NOTES

1 The above figures must be provided in accordance with the following notes (a) and (b) :-

Please tick the relevant box

- (a) There is no unpaid capital liable to be called up.
- The nominal amount of unpaid capital liable to be called up is \$ _____ estimated to produce \$ _____ which is/is not * charged in favour of debenture holders.
(only applicable to shares with nominal value)
- The amount of unpaid capital liable to be called up is \$ _____ estimated to produce \$ _____ which is/is not * charged in favour of debenture holders.
(only applicable to shares with no nominal value)

(b) The estimates are subject to costs of the receivership and to any surplus or deficiency on trading pending realization of the assets.

2 Please attach the above Lists with entries.

**List A -
Assets not specifically pledged**

Where particulars of the assets are numerous, they should be stated in separate schedules.

| Full statement and nature of assets | Details as per Schedule (annexed) to List A | Book value \$ | Estimated to produce \$ |
|---|---|------------------|----------------------------|
| 8 Cash at bank :- _____ _____ _____ _____ _____ Cash in hand Marketable securities Bills receivable Trade debtors Loans and advances Unpaid calls | I II III | | |
| 9 Stock in trade :- _____ _____ _____ | | | |
| 9 Work in progress :- _____ _____ _____ _____ Land and buildings Plant and machinery Furniture, fittings, utensils, etc. Patents, trade marks, etc. Investments other than marketable securities | | | |
| 9 Other assets :- _____ _____ _____ _____ | | | |
| Total to be shown in item (1) under 'ASSETS' on Page 2 | | | |

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**Schedule I to List A -
Bills of exchange, promissory notes, etc., available as assets
(consisting of _____ pages)**

10

| No. | Name of acceptor of bill or note | Address | Amount of bill or note \$ | Date when due | Estimated to produce \$ | Particulars of any property held as security for payment of bill or note |
|-------------------------|----------------------------------|---------|------------------------------|---------------|----------------------------|--|
| Schedule I Total | | | | | | |

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**Schedule II to List A -
Trade debtors
(consisting of _____ pages)**

10 11

| No. | Name | Address | Amount of debt \$ | Reference in ledger or other record where particulars are to be found | Estimated to produce \$ | Particulars of any securities held for debt |
|--------------------------|------|---------|-----------------------------|--|-----------------------------------|---|
| Schedule II Total | | | | | | |

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**Schedule III to List A -
Unpaid calls**
(consisting of _____ pages)

10

| No. | No. in share register | Name of shareholder | Address | No. of shares held | Amount of call per share unpaid \$ | Total amount due \$ | Estimated to produce \$ |
|---------------------------|-----------------------|---------------------|---------|--------------------|---------------------------------------|------------------------|----------------------------|
| Schedule III Total | | | | | | | |

List B -
Assets specifically pledged and creditors fully or partly secured
(not including debenture holders secured by a floating charge)
(consisting of _____ pages)

The names of the secured creditors are to be shown against the assets on which their claims are secured, numbered consecutively, and arranged in alphabetical order as far as possible.

| Particulars of assets specifically pledged as security | No. | Name of creditor | Address | Date when security given | Estimated value of security (i) \$ | Amount of debt (ii) \$ | Date when contracted | Consideration | Balance of debt carried to List E as unsecured debt (ii) - (i) \$ | Estimated surplus from security (i) - (ii) \$ |
|--|-----|------------------|---------|--------------------------|--|------------------------------|----------------------|---------------|---|---|
| | | | | | | | | | | |
| Total of columns (i) / (ii) | | | | | | | | | | |
| Total of balance of debt to be carried to List E as unsecured debt | | | | | | | | | | |
| Total of estimated surplus from assets specifically pledged, to be shown in item (2) under 'ASSETS' on Page 2 | | | | | | | | | | |

List C -
Preferential creditors for rates, taxes, salaries, wages and otherwise
(consisting of _____ pages)

10

| No. | Name of creditor | Address | Nature of claim | Period during which claim accrued due | Date when due | Amount of claim | Amount payable in full as preferential debts | Balance not preferential carried to List E |
|---|------------------|---------|-----------------|---------------------------------------|---------------|-----------------|--|--|
| | | | | | | (i) \$ | (ii) \$ | (i) - (ii) \$ |
| | | | | | | | | |
| Total of preferential debts, to be shown in item (4) under 'LIABILITIES' on Page 2 | | | | | | | | |
| Total of balance not preferential, to be carried to List E | | | | | | | | |

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**List D -
Debenture holders secured by a floating charge
(consisting of _____ pages)**

10

| No. | Name of holder | Address | Amount \$ | Description of assets over which security extends |
|--|----------------|---------|--------------|---|
| Total to be shown in item (5) under 'LIABILITIES' on Page 2 | | | | |

**List E -
Unsecured creditors**

| Particulars | Details as per Schedule / List (annexed) | Amount of debt \$ |
|---|--|----------------------|
| Unsecured balance of claims of secured creditors (brought forward from List B) | List B | |
| Balance of claims of preferential creditors (brought forward from List C) | List C | |
| Trade creditors | Schedule _____ to List E | |
| Bills payable | Schedule _____ to List E | |
| Sundry creditors | Schedule _____ to List E | |
| Outstanding expenses | Schedule _____ to List E | |
| Contingent liabilities | Schedule _____ to List E | |
| Other liabilities :- (Please state nature) | Schedule _____ to List E | |
| _____ | Schedule _____ to List E | |
| _____ | Schedule _____ to List E | |
| _____ | Schedule _____ to List E | |
| _____ | Schedule _____ to List E | |
| Total to be shown in item (6) under 'LIABILITIES' on Page 2 | | |

Schedule _____ to List E -
Unsecured creditors
(consisting of _____ pages)

10 - 13

| No. | Name | Address | Amount of debt \$ | Date when contracted | Consideration |
|---|------|---------|-------------------------|-------------------------|---------------|
| Schedule total to be shown in List E | | | | | |

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**List F -
Deficiency or surplus account
(page 1 of List F)**

The period covered by this account must commence on a date not less than three years before the appointment of the receiver or, if the company has not been incorporated for the whole of that period, the date of formation of the company, unless the receiver otherwise agrees.

| | Details as per Schedule (annexed) to List F | \$ |
|--|--|----|
| Items contributing to deficiency (or reducing surplus) | | |
| (1) Excess (if any) of capital and liabilities over assets on the _____ day of _____ as shown by the balance sheet (copy annexed) | Schedule _____ | |
| (2) Net dividends and bonuses declared during the period from the _____ day of _____ to the date of the statement | Schedule _____ | |
| (3) Net trading losses (after charging items shown in the note on page 2 of List F) for the period from the _____ day of _____ to the date of the statement | Schedule _____ | |
| (4) Losses other than trading losses or for which provision has been made in the books during the same period | Schedule _____ | |
| (5) Estimated losses now written off for which provision has been made for the purpose of preparing the statement | Schedule _____ | |
| (6) Other items contributing to deficiency or reducing surplus :- _____ _____ | Schedule _____ Schedule _____ | |
| Total of items (1) to (6) | | |
| Items reducing deficiency (or contributing to surplus) | | |
| (7) Excess (if any) of assets over capital and liabilities on the _____ day of _____ as shown by the balance sheet (copy annexed) | Schedule _____ | |
| (8) Net trading profits (after charging items shown in the note on page 2 of List F) for the period from the _____ day of _____ to the date of the statement | Schedule _____ | |
| (9) Profits and income other than trading profits during the same period | Schedule _____ | |
| (10) Other items reducing deficiency or contributing to surplus :- _____ _____ | Schedule _____ Schedule _____ | |
| Total of items (7) to (10) | | |
| Deficiency / Surplus * as shown in item (17) on Page 3 | | |

* Delete whichever does not apply

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**List F -
Deficiency or surplus account
(page 2 of List F)**

Note as to net trading profits and losses

Particulars of the items which have been included in arriving at the amount of net trading losses or profits shown under items (3) and (8) respectively in this account (i.e. page 1 of List F) are:-

| | \$ |
|--|----|
| Provisions for depreciation, renewals or diminution in value of fixed assets | |
| Charges for Hong Kong profits tax | |
| Interest on debentures and other fixed loans | |
| Payments to directors made by the company and required by law to be disclosed in the accounts | |
| Exceptional or non-recurring expenditure :- (Please provide details) <hr/> <hr/> <hr/> <hr/> <hr/> | |
| Exceptional or non-recurring receipts :- (Please provide details) <hr/> <hr/> <hr/> <hr/> <hr/> | |
| Net total of the above items | |

STATEMENT OF AFFAIRS

For the purposes of sections 300A(1)(b) & 300B of Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)

Notes for Completion of Form NRC2

Introduction

1. Where a company receives a notice of appointment of receiver (Form RC1/NRC1) under section 300A(1)(a) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, there shall within 14 days after the receipt of the notice, be made out and submitted to the receiver in accordance with section 300B a statement of affairs of the company as at the date of the receiver's appointment. This form should be used for making such a statement.
2. Within 2 months after receipt of the statement of affairs, the receiver shall send to the Registrar of Companies (the Registrar) the following —
 - (a) a copy of the statement and of any comments he sees fit to make thereon; and
 - (b) a summary of the statement and of his comments (if any) thereon.
3. Please fill in all particulars and complete all items consistently in either Chinese or English. Traditional Chinese characters should be used if the form is completed in Chinese. Please note that handwritten forms may be rejected by the Companies Registry.
4. Please complete the Presentor's Reference. Unless the presentor needs to raise a specific issue for the attention of the Companies Registry, no covering letter is required.
5. This form can be delivered by post or in person to "The Companies Registry, 14th floor, Queensway Government Offices, 66 Queensway, Hong Kong". If the form is delivered by post but the Registrar has not received it, the form will not be regarded as having been delivered to the Registrar in satisfaction of the relevant provision of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

Signature

6. This form must be signed by one or more of the persons who are at the date of the receiver's appointment the directors and by the person who is at that date the company secretary of the company. Please note that in accordance with section 479 of the Companies Ordinance (Cap. 622), this form cannot be signed only by the person who acts as both the director and the company secretary of the company. A form which is not properly signed will be rejected by the Companies Registry.

Business Registration Number

7. Please provide the business registration number (i.e. the first 8 digits of the Business Registration Certificate number) issued by the Business Registration Office of the Inland Revenue Department. The numbers after [-] are not required. For companies incorporated on or after 27 December 2023, the business registration number is also adopted as the "No." on the "Certificate of Incorporation" issued by the Companies Registry.

Lists and Schedules

8. Please specify the names and addresses of the banks. For each bank, please state the account numbers and respective balances of all accounts in respect of the company.
9. Please state the nature of the asset under each item.
10. Please arrange the names in alphabetical order or according to the number of strokes of Chinese characters and number them consecutively.

11. (a) If a debtor to the company is also a creditor, but the amount owed by the debtor to the company is greater than the amount that the company owes the debtor, Schedule II to List A should be used. The net amount due to the company by the debtor should be inserted in the column under the heading 'Amount of debt'. The gross amount due to the company and the amount of the contra account should be shown in the fourth column in the format of —

\$

Due to company
Less : Claim against company (_____)

- (b) If a creditor of the company is also a debtor, but the amount owed by the company to the creditor is greater than the amount that the creditor owes the company, the Schedule to List E should be used. The net amount due to the creditor by the company should be inserted in the column under the heading 'Amount of debt'. The gross amount due to the creditor and the amount of the contra account should be shown in the fourth column in the format of —

\$

Total amount of claim
Less : Due to company (_____)

12. Please insert the particulars of any bills of exchange and promissory notes held by a creditor immediately below the address of such creditor.
13. For contingent liabilities included in the list, please state the nature of the liabilities in the column under the heading 'Consideration'.