



公司註冊處
Companies Registry

因無能力繼續業務而依循特別程序
自動清盤的陳述書

Statement of Voluntary Winding Up
under Special Procedure
in Case of Inability to Continue Business

表格
Form **NW2**

公司編號 Company Number

註 Note

1 公司名稱 Company Name

2 清盤陳述書 Winding-Up Statement

本人現按照《公司(清盤及雜項條文)條例》(第 32 章) 第 228A(1B)條核證 —
In accordance with section 228A(1B) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), I hereby certify that —

請在適用的空格內加上 ✓ 號 Please tick the relevant box

本人作為上述公司的唯一董事，
I, as the sole director of the above company,

上述公司的過半數董事／全體董事 *
a majority of the directors/all the directors *of the above company

A. 已通過以下董事局的決議 —

have passed the following resolution of the board of directors —

(i) 公司因為其負債，以致不能繼續其業務；
the company cannot by reason of its liabilities continue its business;

(ii) 基於下列第 3A 及 3B 項所述的理由，按公司董事的意見，有需要將公司清盤，而因為根據《公司(清盤及雜項條文)條例》(第 32 章) 的另一條文開始清盤並非合理地切實可行，故此應根據《公司(清盤及雜項條文)條例》第 228A 條開始清盤；及
due to the reason(s) stated in Sections 3A and 3B below, the director(s) consider(s) it necessary that the company be wound up and that the winding up should be commenced under section 228A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) because it is not reasonably practicable for the winding up to be commenced under another section of the Companies (Winding Up and Miscellaneous Provisions) Ordinance; and

(iii) 將會召集公司會議及公司債權人會議，而會議日期定於在向公司註冊處處長交付本清盤陳述書後的 28 日內。
meetings of the company and of its creditors will be summoned for a date not later than 28 days after the delivery of this winding-up statement to the Registrar of Companies.

*請刪去不適用者 Delete whichever does not apply

6

提交人資料 Presentor's Reference

姓名 Name:
地址 Address:

電話 Tel: 傳真 Fax:
電郵 Email:
檔號 Reference:

請勿填寫本欄 For Official Use

2 清盤陳述書 Winding-Up Statement (續上頁) (cont'd)

**B. 已召集公司會議，而會議定於下列日期及時間舉行 —
have summoned a meeting of the company for the date and time stated below —**

請在適用的空格內加上 ✓ 號 Please tick the relevant box

			:	
日 DD	月 MM	年 YYYY	時 Hour 分 Minute	<input type="checkbox"/> 上午 a.m. <input type="checkbox"/> 下午 p.m.

3

4

**C. 已委任臨時清盤人，而該項委任將會在清盤開始時生效 —
have appointed provisional liquidator(s) and the appointment will take effect from the commencement of the winding up —**

臨時清盤人的資料

Particulars of Provisional Liquidator

(如委任超過一名臨時清盤人，請用續頁填報 Use Continuation Sheet if more than 1 provisional liquidator is appointed)

請在適用的空格內加上 ✓ 號 Please tick the relevant box

類別 Status 唯一 Sole 共同 Joint 共同及各別 Joint & Several

中文姓名
Name in Chinese

英文姓名
Name in English

姓氏
Surname

名字
Other Names

地址
Address

國家 / 地區
Country / Region

(本處不接納郵政信箱號碼 Post office box numbers are not acceptable)

本清盤陳述書所包括的續頁數目 Number of Continuation Sheet(s) included in this Winding-Up Statement

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8 3 支持本清盤陳述書第 2A(ii)項所提及的意見的理由
Reason(s) in Support of the Consideration Mentioned in Section 2A(ii) of this Winding-Up Statement

A. 支持認為有需要將公司清盤的理由
Reason(s) in support of the consideration that it is necessary that the company be wound up

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B. 支持認為公司根據《公司(清盤及雜項條文)條例》(第 32 章)的另一條文開始清盤並非合理地切實可行，故此應根據《公司(清盤及雜項條文)條例》第 228A 條開始清盤的理由

Reason(s) in support of the consideration that the winding up of the company should be commenced under section 228A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) because it is not reasonably practicable for the winding up to be commenced under another section of the Companies (Winding Up and Miscellaneous Provisions) Ordinance

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9 **10** 簽署 Signed :

姓名 Name : _____ 日期 Date : _____

董事 Director

日 DD / 月 MM / 年 YYYY

公司編號 **Company Number**

臨時清盤人的資料 (第 2C 項)

Particulars of Provisional Liquidator (Section 2C)

請在適用的空格內加上 ✓ 號 *Please tick the relevant box*

類別
Status

共同
Joint

共同及各別
Joint & Several

中文姓名
Name in Chinese

英文姓名
Name in English

姓氏
Surname

名字
Other Names

地址
Address

國家 / 地區
Country / Region

(本處不接納郵政信箱號碼 *Post office box numbers are not acceptable*)

**《公司(清盤及雜項條文)條例》(香港法例第 32 章)
第 228A(1B)條規定交付的**

因無能力繼續業務而依循特別程序自動清盤的陳述書

填表須知 — 表格 NW2

附註

引言

1. 公司的唯一董事、全體董事或(如公司有多於兩名董事)過半數的董事在採取下述行動後，可以本表格向公司註冊處處長(「處長」)交付清盤陳述書—
 - (a) 通過董事局的決議，議決—
 - (i) 公司因為其負債，以致不能繼續其業務；
 - (ii) 按該等董事的意見，有需要將公司清盤，而因為根據《公司(清盤及雜項條文)條例》(第32章)(「該條例」)的另一條文開始清盤並非合理地切實可行，故此應根據該條例第228A條開始清盤；及
 - (iii) 將會召集公司會議及公司債權人會議，而會議日期定於在向處長交付清盤陳述書後的28日內；
 - (b) 安排召集公司會議，而會議日期定於在向處長交付清盤陳述書後的28日內；及
 - (c) 委任一人為公司清盤的臨時清盤人，而該項委任在清盤開始時生效。
2. 本清盤陳述書除非是在它作出的日期後7日內交付處長登記，否則就該條例而言並無效力。
3. 在不局限該條例第262A條的原則下，任何人不得根據該條例第228A條(1)(c)款獲委任為臨時清盤人，亦不得以如此獲委任的臨時清盤人的身分行事，除非該人已用書面同意該項委任及該人是一名律師，或是一名《專業會計師條例》(第50章)所指的會計師。
4. 獲委任的臨時清盤人必須在公司清盤開始後的15日內，將一份具指明格式的關於他獲委任的通知書(表格NW3)交付處長登記。
5. 請劃一以中文或英文申報各項所需資料。如以中文申報，請用繁體字。以手寫方式填寫的表格或不會被公司註冊處接納。
6. 請提供提交人資料。除非有特別事項需要公司註冊處注意，否則無須另加附函。
7. 你可郵寄本表格到「香港金鐘道66號金鐘道政府合署14樓公司註冊處」，或親身到上址交付。如以郵寄方式交付表格而處長並沒有收到該表格的話，則該表格不會視作曾為遵從該條例中有關條文的規定而交付處長。

支持本清盤陳述書第2A(ii)項所提及的意見的理由(第3項)

8. 本清盤陳述書必須指明有何理由支持該等董事認為有需要將該公司清盤，及有何理由支持他們認為因為公司根據該條例的另一條文開始清盤並非合理地切實可行，故此應根據該條例第228A條開始清盤的意見。

簽署

9. 本表格必須由一名董事簽署，公司註冊處不接納未簽妥的表格。
10. 如公司的某董事簽署本清盤陳述書，但並無合理的理由而—
 - (a) 得出公司因其負債而不能繼續其業務的意見；
 - (b) 認為基於公司根據該條例的其他條文開始清盤並非合理地切實可行，故應根據第228A條開始清盤；或
 - (c) 核證本清盤陳述書第2項提述的任何事宜，

該名董事可被處罰款及監禁。

**STATEMENT OF VOLUNTARY WINDING UP
UNDER SPECIAL PROCEDURE
IN CASE OF INABILITY TO CONTINUE BUSINESS**

**For the purposes of section 228A(1B) of
Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)**

Notes for Completion of Form NW2

Introduction

1. A sole director or all the directors of a company or, in the case of a company having more than two directors, the majority of the directors may, after having –
 - (a) passed a resolution of the board of directors to the effect that –
 - (i) the company cannot by reason of its liabilities continue its business;
 - (ii) they consider it necessary that the company be wound up and that the winding up should be commenced under section 228A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) (the Ordinance) because it is not reasonably practicable for it to be commenced under another section of the Ordinance; and
 - (iii) meetings of the company and of its creditors will be summoned for a date not later than 28 days after the delivery of a winding-up statement to the Registrar of Companies (the Registrar);
 - (b) caused a meeting of the company to be summoned for a date not later than 28 days after the delivery of a winding-up statement to the Registrar; and
 - (c) appointed a person as the provisional liquidator in the winding up of the company with effect from the commencement of the winding up,

deliver a winding-up statement in this form to the Registrar.
2. This winding-up statement shall have no effect for the purposes of the Ordinance unless it is delivered to the Registrar for registration within 7 days after the date on which it is made.
3. Without limiting section 262A of the Ordinance, no person may be appointed as, or act as, a provisional liquidator under subsection (1)(c) of section 228A of the Ordinance unless that person has consented in writing to the appointment and that person is a solicitor, or a certified public accountant under the Professional Accountants Ordinance (Cap. 50).
4. The provisional liquidator must, within 15 days after the commencement of the winding up of the company, deliver to the Registrar for registration a notice of his appointment in the specified form (Form NW3).
5. 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.
6. 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.
7. 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 Ordinance.

Reason(s) in Support of the Consideration Mentioned in Section 2A(ii) of this Winding-Up Statement (Section 3)

8. The reasons in support of the directors' consideration that it is necessary that the company be wound up and that the winding up should be commenced under section 228A of the Ordinance because it is not reasonably practicable for it to be commenced under another section of the Ordinance must be specified.

Signature

- 9.** This form must be signed by a director. A form which is not properly signed will be rejected by the Companies Registry.
- 10.** A director of a company who signs this winding-up statement without having reasonable grounds –
 - (a) for the opinion that the company cannot by reason of its liabilities continue its business;
 - (b) to consider that the winding up of the company should be commenced under section 228A of the Ordinance because it is not reasonably practicable for it to be commenced under another section of the Ordinance; or
 - (c) for certifying any of the matters referred to in Section 2 of this winding-up statement,shall be liable to a fine and imprisonment.