

## COMPANIES ORDINANCE (Chapter 32)

In exercise of the power conferred on me under section 2A of the Companies Ordinance (Chapter 32) which will, upon the commencement of the new Companies Ordinance (Chapter 622) ('new Companies Ordinance'), be renamed as the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32), I hereby specify the following forms mentioned in the first column of the Schedule hereto for use with effect from the commencement of the new Companies Ordinance for the purpose of the section(s) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance ('the Ordinance') mentioned opposite to the respective entries of the forms in the second column of the Schedule hereto.

The forms specified are hereby published for information.

## SCHEDULE

Form		Section Number of the Ordinance
Form Number	Name of Form	
NRC1	Notice to Company of Appointment of Receiver or Manager	300A(1)(a) & (3)
NRC2	Statement of Affairs	300A(1)(b) & 300B
NRC3	Receiver or Manager's Abstract of Receipts and Payments	300A(2) & 301(1)
NW1	Certificate of Solvency	233(1)
NW2	Statement of Voluntary Winding Up in Case of Inability to Continue Business	228A(1)
NW3	Notification of Appointment of Liquidator or Provisional Liquidator	195(a), 228A(10) & 253(1)(b)
NW4	Notification of Change in Particulars of Liquidator or Provisional Liquidator	228A(12) & 253(3)
NW5	Notice of Cessation to Act as Liquidator or Provisional Liquidator	228A(11)(b) & 253(2)(b)
NW6	Certificate of Release of Liquidator	226A(1)

8 November 2013

Ada L. L. CHUNG Registrar of Companies



公司註冊處

表格 **NRC1**

向公司發出的  
委任接管人或經理人的通知書

公司編號

註 Note

致：

(公司名稱)

**1 委任詳情**

(請在適當空格內加上 ✓ 號)

1 姓名

姓氏

名字

地址

身分

接管人

經理人

接管人兼經理人

2 姓名

姓氏

名字

地址

身分

接管人

經理人

接管人兼經理人

向公司發出的  
委任接管人或經理人的通知書

公司編號

2 通知書 (請在適當空格內加上✓號)

本人／我們 \* 現發出通知：

根據 <sup>(一)</sup> \_\_\_\_\_ 就 <sup>(二)</sup> \_\_\_\_\_  
\_\_\_\_\_ 事宜所作出的命令  
(命令的日期為 \_\_\_\_\_ 年 \_\_\_\_\_ 月 \_\_\_\_\_ 日)，本人／我們 \*  
獲委任為上述公司的以下財產的 聯名 \* 接管人／經理人／接管人兼經理人 \*：  
<sup>(三)</sup>  
\_\_\_\_\_  
\_\_\_\_\_。

根據一份日期為 \_\_\_\_\_ 年 \_\_\_\_\_ 月 \_\_\_\_\_ 日的 <sup>(四)</sup> \_\_\_\_\_  
\_\_\_\_\_ 所載的權力，本人／我們 \* 於 \_\_\_\_\_ 年 \_\_\_\_\_ 月 \_\_\_\_\_ 日，  
獲委任為上述公司的以下財產的 聯名 \* 接管人／經理人／接管人兼經理人 \*：  
<sup>(五)</sup>  
\_\_\_\_\_  
\_\_\_\_\_。

3 簽署 : 簽署 :  
姓名 : \_\_\_\_\_ 姓名 : \_\_\_\_\_  
          接管人／經理人／接管人兼經理人 \*           接管人／經理人／接管人兼經理人 \*  
日期 : \_\_\_\_\_ 日期 : \_\_\_\_\_

\* 請刪去不適用者

**《公司(清盤及雜項條文)條例》(香港法例第 32 章)  
第 300A(1)(a)及(3) 條規定的**

**向公司發出的委任接管人或經理人的通知書**

**填表須知 — 表格 NRC1**

**附註**

1. 根據《公司(清盤及雜項條文)條例》第 300A(1)(a)條的規定，凡公司的全部財產或實質上全部財產的接管人或經理人，是代表以浮動押記作保證的公司任何債權證的持有人而獲委任的，該接管人或經理人須將其本人獲委任一事通知該公司。  
  
第 300A(3)條規定，凡根據任何其他文書所載權力而獲委任的公司財產接管人或經理人，亦須將其本人獲委任一事通知該公司。  
  
本表格是用以發出這些通知。
2. 請在適當的空位內述明以下資料—
  - (一) 作出命令的法院的名稱；
  - (二) 訴訟的簡稱；
  - (三) 從該項命令簡述該項委任所涉及的財產；
  - (四) 作出該項委任所根據的文書的詳細描述；及
  - (五) 該項委任所涉及的財產的簡述。
3. 本表格必須由接管人或經理人簽署。如多位接管人或經理人獲委任為聯名接管人或聯名經理人，本表格便須由全部接管人或經理人簽署。



Companies Registry

Form **NRC1**

## Notice to Company of Appointment of Receiver or Manager

Company Number

Note

To :

(Company Name)

### 1 Particulars of Appointment

*(Please tick the appropriate box)*

1 Name

Surname

Other names

Address

Capacity

Receiver

Manager

Receiver and Manager

2 Name

Surname

Other names

Address

Capacity

Receiver

Manager

Receiver and Manager

# Notice to Company of Appointment of Receiver or Manager

Company Number

**2** Notice (Please tick the appropriate box)

I/We \* hereby give notice that :

Under an order of the <sup>(a)</sup> \_\_\_\_\_  
dated \_\_\_\_\_ in the matter of <sup>(b)</sup> \_\_\_\_\_

I was/we were \* appointed joint \* receiver/manager/receiver and manager \*  
of <sup>(c)</sup> \_\_\_\_\_

of the property of the above-named company.

On the \_\_\_\_\_ day of \_\_\_\_\_ I was/we were \*  
appointed joint \* receiver/manager/receiver and manager \* of <sup>(d)</sup> \_\_\_\_\_

of the property of the above-named company under the powers contained in <sup>(e)</sup> \_\_\_\_\_

dated \_\_\_\_\_.

**3** Signed : \_\_\_\_\_ Signed : \_\_\_\_\_  
Name : \_\_\_\_\_ Name : \_\_\_\_\_  
Receiver / Manager /  
Receiver & Manager \* Receiver / Manager /  
Receiver & Manager \*  
Date : \_\_\_\_\_ Date : \_\_\_\_\_

\* Delete whichever does not apply

**NOTICE TO COMPANY OF APPOINTMENT OF RECEIVER OR MANAGER**

**For the purposes of section 300A(1)(a) and (3) of  
Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)**

**Notes for Completion of Form NRC1**

1. Under section 300A(1)(a) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, if a receiver or manager of the whole or substantially the whole of the property of the company is appointed on behalf of the holders of any debentures of the company secured by a floating charge, the receiver or manager shall notify the company of his appointment.

Under section 300A(3), the receiver or manager of the property of a company shall also notify the company of his appointment where the receiver or manager has been appointed under the power contained in any other instrument.

This form should be used for such notifications.

2. Please state the following in the appropriate space —
  - (a) the name of Court making the order;
  - (b) short title of action;
  - (c) short recital from the Order of the property over which the appointment is made;
  - (d) short description of the property over which the appointment is made; and
  - (e) full description of the instrument under which the appointment is made.
3. The form should be signed by the receiver or the manager. If joint receivers or managers are appointed, all receivers or managers should sign the form.





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**資產負債狀況說明書**  
列明按估計可變現價值計算的資產及按預期所列等級的債務

資產負債狀況說明書的日期  
(即接管人的委任日期)

日	月	年

有關列表		詳情	款額 \$
列表編號	如列表內沒有任何記項，請填「無」		
<b>資產</b>			
A		(1) 沒有特定質押的資產	
B		(2) 有特定質押的資產的估計盈餘	
		(3) 資產總額(即第 (1) 及 (2) 項的總額)	
<b>負債</b>			
C		(4) 優先債權人	
D		(5) 以浮動押記作保證的債權證持有人	
E		(6) 無抵押債權人	
		(7) 負債總額(即第 (4) 至 (6) 項的總額)	
		(8) 關於債權人的估計 盈餘/短缺 * (即第 (3) 項的資產總額減去第 (7) 項的負債總額)	
<b>已發行及已催繳的資本</b>			
		(9) 全部繳付股款而發行的優先股 即 _____ 股每股 \$ _____ (只適用於有面值的股份)	
		(10) 部分繳付股款而發行的優先股 即就 _____ 股按每股 \$ _____ 而被催繳的款額	
		(11) 全部繳付股款及被催繳的優先股股本總額 (即第 (9) 及 (10) 項的總額)	

\*請刪去不適用者

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有關列表		詳情	款額 \$
列表編號	如列表內沒有任何記項，請填「無」		
<b>已發行及已催繳的資本(續)</b>			
		(12) 全部繳付股款而發行的普通股 即 _____ 股每股 \$ _____ (只適用於有面值的股份)	
		(13) 部分繳付股款而發行的普通股 即就 _____ 股按每股 \$ _____ 而被催繳的款額	
		(14) 全部繳付股款及被催繳的普通股股本總額 (即第(12)及(13)項的總額)	
		(15) 任何其他類別的已發行股份或股本:- (請提供詳情) _____ _____ _____ _____	
		(16) 第(11) - (14) 及 (15) 項的總額	
F		(17) 關於成員的估計 盈餘/短缺 * (即第(8)項減去第(16)項, 及如列表 F 所示)	

**附註**

1 以上數字必須根據下述附註 (a) 及 (b) 提供:-

*請在有關空格內加 ✓ 號*

(a)  沒有可被催繳的未繳款資本。

可被催繳的未繳款資本的面額是\$ \_\_\_\_\_, 估計將產生款額\$ \_\_\_\_\_, 該款額 有/沒有 \* 作為使債權證持有人受惠而作的押記。  
(只適用於有面值的股份)

可被催繳的未繳款資本是\$ \_\_\_\_\_, 估計將產生款額\$ \_\_\_\_\_, 該款額 有/沒有 \* 作為使債權證持有人受惠而作的押記。  
(只適用於無面值的股份)

(b) 估計數字會受接管費用及受資產變現前交易的任何盈餘或短缺的影響而有所變更。

2 請隨附上述有記項的列表。

\*請刪去不適用者

表格 **NRC2**

公司編號

列表 A -  
沒有特定質押的資產

如某項資產的細節繁多，請以另外的附表填報。

	資產的詳細說明及性質	詳情如隨附的列表 A 附表所示	帳面值 \$	估計可得 \$
7	銀行現金 :- _____ _____ _____ 手頭現金 有價證券 應收票據 業務上債務人 貸款及墊款 未繳的催繳股款	I  II  III		
8	商品存貨 :- _____ _____ _____ _____			
8	在製品 :- _____ _____ _____ _____ 土地及建築物 工業裝置及機械 家具、裝備及用具等 專利、商標等 有價證券以外的投資			
8	其他資產 :- _____ _____ _____ _____			
須於第二頁 '資產' 下的第 (1) 項列出的總額				

表格 **NRC2**

公司編號

列表 A 附表 I -  
可供作資產的匯票、承付票等  
(共 \_\_\_\_\_ 頁)

9

編號	匯票或承付票承兌人姓名／名稱	地址	匯票或承付票的款額 \$	到期日期	估計可得 \$	就匯票或承付票的支付而作為抵押品持有的任何財產的詳情
附表 I 總額						

表格 **NRC2**

公司編號

列表 A 附表 II -  
業務上債務人  
(共 \_\_\_\_\_ 頁)

9 10

編號	姓名／名稱	地址	債項款額 \$	載有 有關詳情 的分類帳 或其他 紀錄的 檔號	估計可得 \$	任何就債項 而持有的 抵押品的 詳情
附表 II 總額						

表格 **NRC2**

公司編號

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列表 A 附表 III -  
未繳的催繳股款  
(共 \_\_\_\_\_ 頁)

9

編號	股份登記冊內編號	股東姓名／名稱	地址	所持股份數目	每股未繳款股份的催繳股款額 \$	欠款總額 \$	估計可得 \$
附表 III 總額							

表格 **NRC2**

列表 B -  
 有特定質押的資產及債權有十足或部分抵押的債權人  
 (不包括以浮動押記作保證的債權證持有人)  
 (共\_\_\_\_\_頁)

有抵押債權人的姓名／名稱須在用作保證其申索的資產所相對的位置列明及加以編號，並盡可能按筆劃數目順序排列。

有特定質押為抵押品的資產的詳情	編號	債權人姓名／名稱	地址	作出抵押日期	抵押品的估值	債項款額	訂約承擔債項日期	代價	淨負債額轉至列表 E 為無抵押債項	估計可從抵押品取得的盈餘
					(i) \$	(ii) \$			(ii) - (i) \$	(i) - (ii) \$
第 (i) / (ii) 欄的總額										
結轉至列表 E 為無抵押債項的總淨負債額										
須於第二頁 '資產' 下的第 (2) 項列出的有特定質押的資產的總估計盈餘										

表格 **NRC2**

公司編號

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9

列表 C -  
獲償付差餉、稅項、薪金、工資及其他款項的優先債權人  
(共\_\_\_\_\_頁)

編號	債權人 姓名／名稱	地址	申索性質	申索 應累算 到期的 期間	到期 日期	申索款額  (i) \$	須全數 支付的 優先債項 款額 (ii) \$	餘額轉至 列表 E 為非優先 償付的 債項 (i) - (ii) \$
須於第二頁‘負債’下的第(4)項列出的優先債項的總額								
結轉至列表 E 為非優先償付債項的總負債餘額								



表格 **NRC2**

公司編號

列表 D -  
以浮動押記作保證的債權證持有人  
(共 \_\_\_\_\_ 頁)

9

編號	持有人 姓名／名稱	地址	款額 \$	作抵押的資產的 描述
須於第二頁 '負債' 下的第 (5) 項列出的總額				

列表 E -  
無抵押債權人

詳情	詳情如隨附的列表／附表所示	債項款額 \$
有抵押債權人的無抵押的申索 (結轉自列表 B)	列表 B	
優先債權人的非優先債項的申索 (結轉自列表 C)	列表 C	
業務上債權人	列表 E 附表 _____	
應付票據	列表 E 附表 _____	
雜項債權人	列表 E 附表 _____	
未清付開支	列表 E 附表 _____	
或有債項	列表 E 附表 _____	
其他債項：- (請述明性質)	列表 E 附表 _____	
_____	列表 E 附表 _____	
_____	列表 E 附表 _____	
_____	列表 E 附表 _____	
_____	列表 E 附表 _____	
須於第二頁‘負債’下的第(6)項列出的總額		

表格 **NRC2**

公司編號

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列表 E 附表 \_\_\_\_\_ -  
 無抵押債權人  
 (共 \_\_\_\_\_ 頁)

9-12

編號	姓名／名稱	地址	債項款額 \$	訂約承擔 債項日期	代價
須於列表 E 列出的附表總額					

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列表 F -  
短缺或盈餘帳  
(列表 F 第一頁)

本帳目所涵蓋的期間，必須在接管人獲委任前不少於三年的日期開始，如該公司在整段有關期間未曾成立為法團，則由該公司組成的日期開始，但如接管人同意其他日期則除外。

	詳情如 隨附的 列表 F 附表 所示	\$
<b>導致短缺(或導致盈餘減少)的項目</b>		
(1) 資產負債表(副本隨附於後)所列明的資本及負債於 _____ 年 _____ 月 _____ 日超過資產的數額(如有的話)	附表 _____	
(2) 由 _____ 年 _____ 月 _____ 日至說明書日期的期間內所宣布派發的股息及紅利淨額	附表 _____	
(3) 由 _____ 年 _____ 月 _____ 日至說明書日期的期間內(於扣除列表 F 第二頁附註所列明的項目後)的營業虧損淨額	附表 _____	
(4) 同一段期間的非營業虧損或已在簿冊內作出提撥的虧損	附表 _____	
(5) 為編製說明書而已作出提撥、現已沖銷的估計虧損	附表 _____	
(6) 其他導致短缺或導致盈餘減少的項目：-	附表 _____	
_____	附表 _____	
_____	附表 _____	
<b>第 (1) 至 (6) 項的總額</b>		
<b>導致短缺減少(或導致盈餘)的項目</b>		
(7) 資產負債表(副本隨附於後)所列明的資產於 _____ 年 _____ 月 _____ 日超過資本及負債的數額(如有的話)	附表 _____	
(8) 由 _____ 年 _____ 月 _____ 日至說明書日期的期間內(於扣除列表 F 第二頁附註所列明的項目後)的營業利潤淨額	附表 _____	
(9) 同一段期間營業利潤以外的利潤及收入	附表 _____	
(10) 其他導致短缺減少或導致盈餘的項目：-	附表 _____	
_____	附表 _____	
_____	附表 _____	
<b>第 (7) 至 (10) 項的總額</b>		
<b>短缺/盈餘 *，如第三頁第 (17) 項所示</b>		

\*請刪去不適用者

表格 **NRC2**

公司編號

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列表 F -  
短缺或盈餘帳  
(列表 F 第二頁)

**關於營業利潤及虧損淨額的附註**

在計算本帳目(即列表 F 第一頁)的第 (3) 項營業虧損淨額或第 (8) 項營業利潤淨額時，已被計入的項目的詳情:-

	\$
固定資產折舊、更新或減值準備金	
香港利得稅	
債權證及其他定期貸款的利息	
公司向董事支付而法律規定須在帳目內披露的款項	
特殊或非經常開支:- (請述明詳情)	
_____	
_____	
_____	
_____	
_____	
特殊或非經常收入:- (請述明詳情)	
_____	
_____	
_____	
_____	
_____	
上述項目的淨額	

**《公司(清盤及雜項條文)條例》(香港法例第 32 章)  
第 300A(1)(b) 及 300B 條規定交付的**

**資產負債狀況說明書**

**填表須知 — 表格 NRC2**

**附註**

**引言**

1. 如公司接獲接管人根據《公司(清盤及雜項條文)條例》(第 32 章)第 300A(1)(a) 條送交的委任通知書(表格 RC1 / NRC1)，須於接獲通知書後 14 日內按第 300B 條的規定，擬備及向該接管人呈交一份關於公司在接管人獲委任之日的資產負債狀況說明書。本表格是用以製備這份說明書。
2. 該接管人在接獲該份說明書後 2 個月內，須向公司註冊處處長(「處長」)送交以下文件—
  - (a) 該說明書的副本及接管人認為適合就該說明書作出的任何評論；及
  - (b) 該說明書的撮要及接管人就該說明書所作評論(如有的話)的撮要。
3. 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。
4. 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。
5. 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《公司(清盤及雜項條文)條例》中有關條文的規定而交付處長。

**簽署**

6. 本表格必須由一名或多於一名在接管人獲委任之日身為公司董事的人及在該日身為公司秘書的人簽署。謹請注意，根據《公司條例》(第 622 章)第 479 條的規定，本表格不能只由一名身兼公司董事及公司秘書的人士簽署。公司註冊處不接納未簽妥的表格。

**列表及附表**

7. 請指明有關銀行的名稱及地址，並請述明公司在每間銀行的所有帳戶號碼及每個帳戶的結餘。
8. 請述明每項資產的性質。
9. 請把姓名／名稱按中文筆劃數目或英文字母順序排列及加以編號。
10. (a) 如公司的一名債務人同時亦是公司的債權人，但該債務人欠公司的款額大於公司欠該債務人的款額，則列表 A 附表 II 適用。該債務人欠公司的淨款額應在「債項款額」一欄內填報。該債務人欠公司的總額及對銷帳的結存額應在第 4 欄內以下列形式列出一

\$

欠公司  
減：向公司的申索      ( \_\_\_\_\_ )





公司註冊處  
Companies Registry

## Statement of Affairs

Form **NRC2**

Company 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

**Presenter's Reference**

Name:

Address:

Tel:

Fax:

Email:

Reference:

**For Official Use**



Form **NRC2**

Company Number

--

**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		
<b>ASSETS</b>			
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))	
<b>LIABILITIES</b>			
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))	
<b>ISSUED AND CALLED UP CAPITAL</b>			
		(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

--

Related List		Particulars	Amount \$
List No.	Type 'NIL' if no entries in the List		
<b>ISSUED AND CALLED UP CAPITAL (continued)</b>			
		(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.

\* Delete whichever does not apply

Form **NRC2**

Company Number

**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 \$
<b>7</b> Cash at bank :- _____ _____ _____ _____			
Cash in hand			
Marketable securities			
Bills receivable	I		
Trade debtors	II		
Loans and advances			
Unpaid calls	III		
<b>8</b> Stock in trade :- _____ _____ _____ _____			
<b>8</b> Work in progress :- _____ _____ _____ _____			
Land and buildings			
Plant and machinery			
Furniture, fittings, utensils, etc.			
Patents, trade marks, etc.			
Investments other than marketable securities			
<b>8</b> Other assets :- _____ _____ _____ _____			
<b>Total to be shown in item (1) under 'ASSETS' on Page 2</b>			

Form **NRC2**

Company Number

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

8

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
<b>Schedule I Total</b>						

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

9 10

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
<b>Schedule II Total</b>						



--

**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	Amount of debt	Date when contracted	Consideration	Balance of debt carried to List E as unsecured debt	Estimated surplus from security
					(i) \$	(ii) \$			(ii) - (i) \$	(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										

Form **NRC2**

Company Number

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

9

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) \$
<b>Total of preferential debts, to be shown in item (4) under 'LIABILITIES' on Page 2</b>								
<b>Total of balance not preferential, to be carried to List E</b>								



Form

# NRC2

Company Number

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

9

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

**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	
<b>Total to be shown in item (6) under 'LIABILITIES' on Page 2</b>		

Form **NRC2**

Company Number

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

9 - 12

No.	Name	Address	Amount of debt \$	Date when contracted	Consideration
<b>Schedule total to be shown in List E</b>					

--

**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	\$
<b>Items contributing to deficiency (or reducing surplus)</b>		
(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 _____	
<b>Total of items (1) to (6)</b>		
<b>Items reducing deficiency (or contributing to surplus)</b>		
(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 _____	
<b>Total of items (7) to (10)</b>		
<b>Deficiency / Surplus * as shown in item (17) on Page 3</b>		

\* Delete whichever does not apply

Form **NRC2**

Company Number

--

**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)	
_____	
_____	
_____	
_____	
_____	
Exceptional or non-recurring receipts :- (Please provide details)	
_____	
_____	
_____	
_____	
_____	
<b>Net total of the above items</b>	

## 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 (Cap. 32), 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 Presenter's Reference. Unless the presenter 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.

##### Lists and Schedules

7. 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.
8. Please state the nature of the asset under each item.
9. Please arrange the names in alphabetical order or according to the number of strokes of Chinese characters and number them consecutively.
10. (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	( _____ )

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









**《公司(清盤及雜項條文)條例》(香港法例第 32 章)  
第 300A(2) 及 301(1) 條規定交付的**

**接管人或經理人的收支摘要**

**填表須知 — 表格 NRC3**

**附註**

**引言**

1. 根據《公司(清盤及雜項條文)條例》(第 32 章)第 300A(2)條的規定,凡公司的全部財產或實質上全部財產的接管人或經理人,是代表以浮動押記作保證的公司任何債權證的持有人而獲委任的,該接管人或經理人須向有關人士,其中包括公司註冊處處長(「處長」),送交列明其收支的摘要。

《公司(清盤及雜項條文)條例》(第 32 章)第 301(1)條規定,凡根據任何其他文書所載權力而獲委任的公司財產接管人或經理人,亦須向處長送交列明其收支的摘要。

本表格是用以交付這些摘要。

2. 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。
3. 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。
4. 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《公司(清盤及雜項條文)條例》中有關條文的規定而交付處長。

**簽署**

5. 本表格必須由接管人或經理人簽署。如多位接管人或經理人獲委任為聯名接管人或聯名經理人,本表格必須由所有接管人或經理人簽署;但如聯名接管人或聯名經理人獲委任為共同及各別執行職務者,則可個別簽署本表格。公司註冊處不接納未簽妥的表格。

**收支摘要所涵蓋的始末日期(第 4 項)**

6. 根據第 300A(2)條而製備的摘要須涵蓋的期間如下—

- |             |                                    |
|-------------|------------------------------------|
| (a) 首份摘要:   | 在接管人或經理人獲委任之日起計的一段 12 個月期間;        |
| (b) 隨後的摘要:  | 隨後的每段 12 個月期間;及                    |
| (c) 最後一份摘要: | 由最近一份摘要所涵蓋的期間終結至接管人或經理人停任之日止的一段期間。 |

摘要須在每一段期間屆滿後 2 個月內送交處長。

7. 根據第 301(1)條而製備的摘要須涵蓋的期間如下—

- |             |                                    |
|-------------|------------------------------------|
| (a) 首份摘要:   | 在接管人或經理人獲委任之日起計的一段 6 個月期間;         |
| (b) 隨後的摘要:  | 隨後的每段 6 個月期間;及                     |
| (c) 最後一份摘要: | 由最近一份摘要所涵蓋的期間終結至接管人或經理人停任之日止的一段期間。 |

摘要須在每一段期間屆滿後 1 個月內送交處長。

### **摘要(第 5 項)**

8. 接管人或經理人應在每份摘要內列明其在有關期間內的收支。除首份摘要外，所有承轉自上一份摘要的總收入及總支出，須在第 5 項(a)部(關乎收入)及(b)部(關乎支出)分別列出。結轉至下一份摘要的總收入及總支出應等同接管人或經理人自獲委任的日期以來所收取及支付的總款額。
9. 如第 5 項的空位不足夠列出有關期間內的各項收入或支出，請用續頁填報。收入及支出須載於不同的續頁。每張續頁均須述明該頁所列出的各項收入或支出的總額。如使用續頁，請在第 5 項(a)部(關乎收入)或(b)部(關乎支出)列明每張續頁的號碼及該頁的總額。

## RECEIVER OR MANAGER'S ABSTRACT OF RECEIPTS AND PAYMENTS

For the purposes of sections 300A(2) and 301(1) of  
Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)

### Notes for Completion of Form NRC3

#### Introduction

1. Under section 300A(2) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), if a receiver or manager of the whole or substantially the whole of the property of the company is appointed on behalf of the holders of any debentures of the company secured by a floating charge, the receiver or manager is required to send abstracts showing his receipts and payments to, inter alia, the Registrar of Companies (the Registrar).

Under section 301(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), abstracts showing receipts and payments should also be sent to the Registrar where a receiver or manager of the property of a company has been appointed under the power contained in any other instrument.

This form should be used for delivering such abstracts.

2. 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.
3. 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.
4. 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

5. This form must be signed by the receiver or the manager. If joint receivers or managers are appointed, all receivers or managers should sign the form unless they are appointed to act jointly and severally. A form which is not properly signed will be rejected by the Companies Registry.

#### Period Covered by the Abstract of Receipts and Payments (Section 4)

6. An abstract required by section 300A(2) should be prepared to cover the respective periods as stated below —
  - (a) First Abstract : 12 months from the date of the appointment of the receiver or manager;
  - (b) Subsequent Abstract : every subsequent period of 12 months; and
  - (c) Final Abstract : from the end of the period of the last preceding abstract up to the date when the receiver or manager ceases to act.

The abstract should be sent to the Registrar within 2 months after the expiration of each period.

7. An abstract required by section 301(1) should be prepared to cover the respective periods as stated below —
  - (a) First Abstract : 6 months from the date of the appointment of the receiver or manager;
  - (b) Subsequent Abstract : every subsequent period of 6 months; and
  - (c) Final Abstract : from the end of the period of the last preceding abstract up to the date when the receiver or manager ceases to act.

The abstract should be sent to the Registrar within 1 month after the expiration of each period.

**Abstract (Section 5)**

8. The receiver or manager should show in each abstract his receipts and payments during the period. Except for the First Abstract, the aggregate amounts of receipts and payments brought forward from the preceding abstract should be shown separately under Part (a) (for Receipts) and Part (b) (for Payments) of Section 5. The two gross totals of receipts and payments for carrying forward to the next abstract shall equal to the respective totals of amounts received and paid by the receiver or manager since the date of appointment.
9. Continuation sheets should be used if the space in Section 5 is insufficient for showing the receipts or payments in the period. Receipts and payments should be shown on different continuation sheets. Each continuation sheet should state the total amount of the receipts or the payments listed on the sheet. Where continuation sheets are used, please state the sheet number and the total amount of each continuation sheet in Part (a) (for Receipts) or Part (b) (for Payments) of Section 5.



公司註冊處  
Companies Registry

# 有償債能力證明書 Certificate of Solvency

表格  
Form **NW1**

公司編號 Company Number

註 Note

## 1 公司名稱 Company Name

## 2 證明書 Certificate

本人／我們 \* 現證明 —  
I/We \* hereby certify that —

- (a) 按照《公司(清盤及雜項條文)條例》(第 32 章)第 233(1) 條，本人／我們 \* 已對上述公司的事務作出全面查訊，從而得出結論，認為公司將能夠在自動清盤開始之時起計不超過 12 個月的一段期間內，悉數償付其債項。

In accordance with section 233(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), I/we \* have made a full inquiry into the affairs of the above company, and that, having so done, I/we \* have formed the opinion that the company will be able to pay its debts in full within a period not exceeding 12 months from the commencement of the winding up.

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

4

提交人資料 Presenter's Reference

姓名 Name:  
地址 Address:

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

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2 證明書 Certificate (續上頁 cont'd)

- (b) 附表一載有上述公司在本證明書發出前在切實可行範圍內最近期的資產負債表。  
Schedule 1 is the Statement of Assets and Liabilities of the above company as at the latest practicable date before the issuing of this Certificate.

6 姓名 : \_\_\_\_\_ 簽署 : \_\_\_\_\_ 日期 : \_\_\_\_\_  
Name : \_\_\_\_\_ Signed : \_\_\_\_\_ Date : \_\_\_\_\_  
董事 Director 日 DD / 月 MM / 年 YYYY

姓名 : \_\_\_\_\_ 簽署 : \_\_\_\_\_ 日期 : \_\_\_\_\_  
Name : \_\_\_\_\_ Signed : \_\_\_\_\_ Date : \_\_\_\_\_  
董事 Director 日 DD / 月 MM / 年 YYYY

姓名 : \_\_\_\_\_ 簽署 : \_\_\_\_\_ 日期 : \_\_\_\_\_  
Name : \_\_\_\_\_ Signed : \_\_\_\_\_ Date : \_\_\_\_\_  
董事 Director 日 DD / 月 MM / 年 YYYY

姓名 : \_\_\_\_\_ 簽署 : \_\_\_\_\_ 日期 : \_\_\_\_\_  
Name : \_\_\_\_\_ Signed : \_\_\_\_\_ Date : \_\_\_\_\_  
董事 Director 日 DD / 月 MM / 年 YYYY

姓名 : \_\_\_\_\_ 簽署 : \_\_\_\_\_ 日期 : \_\_\_\_\_  
Name : \_\_\_\_\_ Signed : \_\_\_\_\_ Date : \_\_\_\_\_  
董事 Director 日 DD / 月 MM / 年 YYYY



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截至右列日期的資產負債表  
Statement of Assets and Liabilities as at

日 DD	月 MM	年 YYYY

(a)	資產 Assets	款額 Amount †
	<b>總額 Total</b>	

(b)	負債 Liabilities	款額 Amount †
	<b>總額 Total</b>	

† 請註明貨幣單位(例如：港元、美元)  
Please specify the currency (e.g. HKD, USD)

**《公司(清盤及雜項條文)條例》(香港法例第 32 章)  
第 233(1) 條規定交付的**

**有償債能力證明書**

**填表須知 — 表格 NW1**

**附註**

**引言**

1. 凡有建議將公司自動清盤，公司的唯一董事、董事或(如公司有多於兩名董事)過半數的董事可在董事會議上發出一份有償債能力證明書，證明公司有償債能力。本表格是用以發出該證明書。在符合《公司(清盤及雜項條文)條例》(第 32 章)第 233(1A)條的情況下，每名董事可在董事會議以外的其他場合分別發出證明書。
2. 本證明書除非符合以下條件，否則無效—
  - (a) 本證明書是在緊接公司通過清盤特別決議的日期前的 5 個星期內發出，或是在該日期但先於該決議通過之時發出；及
  - (b) 本證明書並不遲於該特別決議交付公司註冊處處長(「處長」)的日期交付處長登記。
3. 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。
4. 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。
5. 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《公司(清盤及雜項條文)條例》中有關條文的規定而交付處長。

**簽署**

6. 本表格必須由公司的董事簽署。所填報的董事姓名／名稱**必須**與公司註冊處的紀錄相同。公司註冊處不接納未簽妥的表格。

## CERTIFICATE OF SOLVENCY

For the purposes of section 233(1) of  
Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)

### Notes for Completion of Form NW1

#### Introduction

1. When it is proposed to place a company in voluntary winding up, a sole director or the directors of the company or, in the case of a company having more than two directors, the majority of the directors may, at a meeting of the director(s), issue a Certificate of Solvency certifying that the company is solvent. This form should be used for issuing such Certificate. Provided that section 233(1A) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) is complied with, the directors may each issue separate Certificates of Solvency other than at a meeting of the directors.
2. The Certificate of Solvency shall have no effect unless —
  - (a) it is issued within the 5 weeks immediately preceding the date of the passing of the special resolution for winding up the company or on that date but before the passing of the resolution; and
  - (b) the Certificate is delivered to the Registrar of Companies (the Registrar) for registration not later than the date of delivery of the special resolution to the Registrar.
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 Presenter's Reference. Unless the presenter 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 the director(s) of the company. Please note that the name(s) of the director(s) given under this Section **must be** identical to the name(s) kept in the Companies Registry's record. A form which is not properly signed will be rejected by the Companies Registry.



公司註冊處  
Companies Registry

因無能力繼續業務而自動清盤的陳述書  
Statement of Voluntary Winding Up  
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(1)條核證—  
In accordance with section 228A(1) 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

已在董事會議上通過以下決議—  
have, at a meeting of the director(s), passed the following resolution —

- (a) 公司因負債而不能繼續其業務；  
the company cannot by reason of its liabilities continue its business;
- (b) 基於下列第 3 項所述的原因，公司的董事認為需要將公司清盤，並認為基於根據《公司(清盤及雜項條文)條例》(第 32 章) 的其他條文開始清盤並非合理地切實可行，故應根據《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 Section 3 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
- (c) 公司會議及公司債權人會議會在本陳述書交付公司註冊處處長後 28 日內召集。  
meetings of the company and of its creditors will be summoned for a date not later than 28 days after the delivery of this statement to the Registrar of Companies.

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

4 提交人資料 Presenter's Reference

姓名 Name:  
地址 Address:

電話 Tel: 傳真 Fax:

電郵 Email:  
編號 Reference:

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

**因無能力繼續業務而自動清盤的陳述書**

**填表須知 — 表格 NW2**

**附註**

**引言**

1. 公司的唯一董事、董事或(如公司有多於兩名董事)過半數的董事如在董事會議上議決公司因其負債而不能繼續其業務，並有需要根據《公司(清盤及雜項條文)條例》(第 32 章)第 228A 條將公司清盤，公司的唯一董事或其中一名董事可以本表格向公司註冊處處長(「處長」)作出陳述，以證明董事已通過有關的決議。
2. 本陳述書必須在作出的日期後的 7 日內交付處長登記，否則無效。
3. 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。
4. 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。
5. 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《公司(清盤及雜項條文)條例》中有關條文的規定而交付處長。

**簽署**

6. 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。

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

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

**Notes for Completion of Form NW2**

**Introduction**

1. If a sole director or the directors of a company or, in the case of a company having more than two directors, the majority of the directors have resolved at a meeting of the director(s) that the company cannot by reason of its liabilities continue its business and that they consider it necessary that the winding up should be commenced under section 228A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), the sole director or one of the directors may deliver a Statement in this form to the Registrar of Companies (the Registrar) certifying that such a resolution has been passed.
2. This statement shall have no effect unless it is delivered to the Registrar for registration within 7 days after the date on which it is made.
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 Presenter's Reference. Unless the presenter 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 a director. A form which is not properly signed will be rejected by the Companies Registry.



公司註冊處  
Companies Registry

委任清盤人或臨時清盤人通知書  
Notice of Appointment of  
Liquidator or Provisional Liquidator

表格  
Form **NW3**

公司編號 Company Number

註 Note

1 公司名稱 Company Name

(清盤在進行中 In Liquidation)

2 清盤方式 Mode of Winding Up

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

由法院作出清盤 Winding Up by Court

成員自動清盤 Members' Voluntary Winding Up

債權人自動清盤 Creditors' Voluntary Winding Up

其他清盤方式 (請註明) Others (Please specify)

4 提交人資料 Presenter's Reference

姓名 Name:  
地址 Address:

電話 Tel:

傳真 Fax:

電郵 Email:

檔號 Reference:

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**《公司(清盤及雜項條文)條例》(香港法例第 32 章)  
第 195(a)、228A(10) 及 253(1)(b)條規定交付的**

**委任清盤人或臨時清盤人通知書**

**填表須知 — 表格 NW3**

**附註**

**引言**

1. 本表格是用以通知公司註冊處處長(「處長」)有關公司清盤人或臨時清盤人的委任。根據《公司(清盤及雜項條文)條例》(第 32 章)第 228A 條,獲委任的臨時清盤人須在委任日期後的 14 日內交付本表格;在自動清盤案中獲委任的清盤人則須在委任日期後的 21 日內交付本表格;獲法院委任的清盤人或臨時清盤人亦須盡快以本表格通知處長。
2. 如委任超過兩名清盤人或臨時清盤人,請使用另一份表格 NW3。如申報其詳情的更改,請使用表格 NW4。如申報有關清盤人或臨時清盤人的離任,請使用表格 NW5。
3. 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。
4. 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。
5. 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,則該表格不會視作會為遵從《公司(清盤及雜項條文)條例》中有關條文的規定而交付處長。

**簽署**

6. 本表格必須由每一位獲委任的清盤人或臨時清盤人簽署,公司註冊處不接納未簽妥的表格。

**委任詳情 (第 3 項)**

7. 請提供清盤人或臨時清盤人的電郵地址(如有的話)以方便聯絡。如電郵地址其後有任何更改,請以表格 NW4 通知公司註冊處。
8. 請申報清盤人或臨時清盤人的香港身分證號碼。如該人並非香港身分證持有人,請申報其所持護照的號碼及簽發國家。如該人並非香港身分證持有人,亦沒有任何國家的護照,則請在有關的空格內填上「無」。

## NOTICE OF APPOINTMENT OF LIQUIDATOR OR PROVISIONAL LIQUIDATOR

For the purposes of sections 195(a), 228A(10) and 253(1)(b) of  
Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)

### Notes for Completion of Form NW3

#### Introduction

1. This form should be used to notify the Registrar of Companies (the Registrar) of the appointment of the liquidator or provisional liquidator. A provisional liquidator appointed under section 228A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) should deliver this form within 14 days after the date of appointment. A liquidator appointed in a voluntary winding up should deliver this form within 21 days after the date of appointment. A liquidator or provisional liquidator appointed by the court should give notice of the appointment to the Registrar in this form as soon as possible.
2. If more than two liquidators or provisional liquidators are appointed, please use a separate Form NW3. To report any changes in their particulars, please use Form NW4. To report that a liquidator or provisional liquidator has ceased to act, please use Form NW5.
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 each of the newly appointed liquidators or provisional liquidators. A form which is not properly signed will be rejected by the Companies Registry.

#### Details of Appointment(s) (Section 3)

7. Please provide the email address of the liquidator or provisional liquidator, if any, to facilitate electronic communication. If there are any subsequent changes in the email address, please notify the Companies Registry by completing Form NW4.
8. The Hong Kong Identity Card number or, in the absence of which, the number and issuing country of the passport of the liquidator or provisional liquidator should be given. If he or she holds neither a Hong Kong Identity Card nor a passport, please state 'Nil' in the boxes provided.



公司註冊處  
Companies Registry

更改清盤人或臨時清盤人詳情通知書  
Notice of Change in Particulars of  
Liquidator or Provisional Liquidator

表格  
Form **NW4**

公司編號 Company Number

註 Note

1 公司名稱 Company Name

(清盤在進行中 In Liquidation)

2 清盤人或臨時清盤人詳情的更改

**Change in Particulars of Liquidator or Provisional Liquidator**

(如涉及超過一名清盤人，請用續頁填報 Use Continuation Sheet if more than 1 liquidator is involved)

A. 現時在公司註冊處登記的詳情

Particulars Currently Registered with the Companies Registry

中文姓名

Name in Chinese

英文姓名

Name in English

姓氏

Surname

名字

Other Names

7

身分證明

Identification




香港身分證號碼

Hong Kong Identity Card Number

護照號碼

Passport Number

4

提交人資料 Presenter's Reference

姓名 Name:

地址 Address:

電話 Tel:

電郵 Email:

權號 Reference:

傳真 Fax:

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《公司(清盤及雜項條文)條例》(香港法例第 32 章)  
第 228A(12) 及 253(3)條規定交付的

更改清盤人或臨時清盤人詳情通知書

填表須知 — 表格 NW4

附註

引言

1. 公司清盤人或臨時清盤人須以本表格通知公司註冊處處長(「處長」)其詳情的更改。本表格須在每項更改的日期後的 14 日內交付處長登記。
2. 如申報清盤人或臨時清盤人的委任,請使用表格 NW3。如申報清盤人或臨時清盤人的離任,請使用表格 NW5。
3. 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。
4. 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。
5. 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,則該表格不會視作會為遵從《公司(清盤及雜項條文)條例》中有關條文的規定而交付處長。

簽署

6. 本表格必須由清盤人或臨時清盤人簽署,公司註冊處不接納未簽妥的表格。

現時在公司註冊處登記的詳情 (第 2A 項)

7. 請填報清盤人或臨時清盤人已在公司註冊處登記的香港身分證號碼或護照號碼,以方便本處識別身分。如該項資料未曾在本處登記,請在有關的空格內填上「無」。

更改詳情 (第 2B 項)

8. 請在適當的空格內申報清盤人或臨時清盤人的**新詳情**,並在相關的空格內註明生效日期。沒有更改的詳情無需填報。
9. 請提供或更新清盤人或臨時清盤人的電郵地址(如有的話)以方便聯絡。如電郵地址其後有任何更改,亦請以本表格通知公司註冊處。



**NOTICE OF CHANGE IN PARTICULARS OF  
LIQUIDATOR OR PROVISIONAL LIQUIDATOR**

**For the purposes of sections 228A(12) and 253(3) of  
Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)**

**Notes for Completion of Form NW4**

**Introduction**

1. The liquidator or provisional liquidator of a company should notify the Registrar of Companies (the Registrar) in this form of the change in his or her particulars. This form should be delivered to the Registrar for registration within 14 days after the date of each change.
2. To report the appointment of liquidator or provisional liquidator, please use Form NW3. To report that the liquidator or provisional liquidator has ceased to act, please use Form NW5.
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 the liquidator or provisional liquidator. A form which is not properly signed will be rejected by the Companies Registry.

**Particulars Currently Registered with the Companies Registry (Section 2A)**

7. If the liquidator or provisional liquidator has registered the particulars in respect of his or her Hong Kong Identity Card number or passport number with the Companies Registry, please provide such number for identification purposes. If no such particulars have been registered, please state 'Nil' in the boxes provided.

**Details of Change(s) (Section 2B)**

8. Please state only the **new particulars** of the liquidator or provisional liquidator in the appropriate box(es) provided and specify the effective date of change in the corresponding box. There is no need to state those particulars which remain unchanged.
9. Please provide or update the email address of the liquidator or provisional liquidator, if any, to facilitate electronic communication. If there are any subsequent changes in the email address, please notify the Companies Registry by completing this form.



公司註冊處  
Companies Registry

清盤人或臨時清盤人停任通知書  
Notice of Cessation to Act as  
Liquidator or Provisional Liquidator

表格  
Form **NW5**

公司編號 Company Number

註 Note

1 公司名稱 Company Name

(清盤在進行中 In Liquidation)

2 離任詳情 Details of Ceasing to Act

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

身分 Capacity  清盤人 Liquidator  臨時清盤人 Provisional Liquidator

中文姓名 Name in Chinese

英文姓名 Name in English 姓氏 Surname

名字 Other Names

7

身分證明 Identification       ( )

香港身分證號碼  
Hong Kong Identity Card Number

護照號碼  
Passport Number

離任日期  
Date of Ceasing to Act

/  /   
日 DD 月 MM 年 YYYY

6

簽署 Signed :

姓名 Name : \_\_\_\_\_ 日期 Date : \_\_\_\_\_  
清盤人/臨時清盤人\*  
Liquidator / Provisional Liquidator \*  
日 DD / 月 MM / 年 YYYY

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

4

提交人資料 Presentor's Reference

姓名 Name:  
地址 Address:

請勿填寫本欄 For Official Use

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

**《公司(清盤及雜項條文)條例》(香港法例第 32 章)  
第 228A(11)(b) 及 253(2)(b) 條規定交付的**

**清盤人或臨時清盤人停任通知書**

**填表須知 — 表格 NW5**

**附註**

**引言**

1. 公司清盤人或臨時清盤人須在其離任後以本表格通知公司註冊處處長(「處長」)。本表格須在離任日期後的 21 日內交付處長登記。如多於一名清盤人或臨時清盤人離任，每名離任者須個別以本表格通知處長。
2. 如申報清盤人或臨時清盤人的委任，請使用表格 NW3。如申報其詳情的更改，請使用表格 NW4。
3. 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。
4. 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。
5. 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，則該表格不會視作會為遵從《公司(清盤及雜項條文)條例》中有關條文的規定而交付處長。

**簽署**

6. 本表格必須由離任的清盤人或臨時清盤人簽署，公司註冊處不接納未簽妥的表格。

**離任詳情 (第 2 項)**

7. 請填報離任的清盤人或臨時清盤人已在公司註冊處登記的香港身分證號碼或護照號碼，以方便本處識別身分。如該項資料未曾在本處登記，請在有關的空格內填上「無」。

## **NOTICE OF CESSATION TO ACT AS LIQUIDATOR OR PROVISIONAL LIQUIDATOR**

**For the purposes of sections 228A(11)(b) and 253(2)(b) of  
Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)**

### **Notes for Completion of Form NW5**

#### **Introduction**

1. The liquidator or provisional liquidator of a company should notify the Registrar of Companies (the Registrar) in this form of his or her ceasing to hold these posts. This form should be delivered to the Registrar for registration within 21 days after the date of the cessation. If more than one liquidator or provisional liquidator has ceased to hold the post, separate forms should be used to notify the Registrar.
2. To report the appointment of liquidator or provisional liquidator, please use Form NW3. To report any changes in the particulars of the liquidator or provisional liquidator, please use Form NW4.
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 Presenter's Reference. Unless the presenter 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 the liquidator or provisional liquidator who is ceasing to act. A form which is not properly signed will be rejected by the Companies Registry.

#### **Details of Ceasing to Act (Section 2)**

7. If the liquidator or provisional liquidator who has ceased to hold the post has registered the particulars in respect of his or her Hong Kong Identity Card number or passport number with the Companies Registry, please provide such number for identification purposes. If no such particulars have been registered, please state 'Nil' in the boxes provided.



公司註冊處  
Companies Registry

## 免除清盤人職務證明書 Certificate of Release of Liquidator

表格  
Form **NW6**

公司編號 Company Number

註 Note

**1 公司名稱 Company Name**

(清盤在進行中 In Liquidation)

**2 證明書 Certificate**

本人／我們 \*  
I/We \* ,

(請填報清盤人的姓名 Please state the name(s) of the Liquidator(s))

是上述公司的清盤人，現按照《公司(清盤及雜項條文)條例》(第 32 章)第 226A 條  
述明—  
being the Liquidator(s) of the above company, hereby state in accordance with section  
226A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)  
that —

- (a) 上述公司的事務已完全結束；及  
the affairs of the above company have been completely wound up; and
- (b) 本人／我們 \* 已獲法院根據《公司(清盤及雜項條文)條例》(第 32 章) 第 205  
條頒發的命令批准免除職務。  
I/We \* have been granted release by order of the court under section 205 of the  
Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).

法院命令的日期  
Date of the Court Order

日 DD	月 MM	年 YYYY

**5 簽署 Signed :**

姓名 Name(s) : \_\_\_\_\_ 日期 Date : \_\_\_\_\_  
清盤人 Liquidator(s) 日 DD / 月 MM / 年 YYYY

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

**3 提交人資料 Presentor's Reference**

姓名 Name:  
地址 Address:

**請勿填寫本欄 For Official Use**

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

**《公司(清盤及雜項條文)條例》(香港法例第 32 章)  
第 226A(1)條規定交付的**

**免除清盤人職務證明書**

**填表須知 — 表格 NW6**

**附註**

**引言**

1. 在法院作出清盤的情況下，當公司的事務已完全結束，而清盤人亦獲法院頒發的命令批准免除其職務，清盤人可以本表格向公司註冊處處長(「處長」)交付一份證明書，證明公司已符合上述條件。
2. 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。
3. 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。
4. 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《公司(清盤及雜項條文)條例》中有關條文的規定而交付處長。

**簽署**

5. 本表格必須由清盤人簽署。如清盤人屬共同清盤人，則本表格須由所有清盤人簽署。公司註冊處不接納未簽妥的表格。

**CERTIFICATE OF RELEASE OF LIQUIDATOR**

**For the purposes of section 226A(1) of  
Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)**

**Notes for Completion of Form NW6**

**Introduction**

1. In the case of winding up by the court, after the affairs of the company have been completely wound up and the liquidator has been granted his release by order of the court, the liquidator may deliver to the Registrar of Companies (the Registrar) a Certificate in this form stating that the company has satisfied the above conditions.
2. 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.
3. Please complete the Presenter's Reference. Unless the presenter needs to raise a specific issue for the attention of the Companies Registry, no covering letter is required.
4. 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**

5. This form must be signed by the liquidator(s). If the liquidators appointed are joint liquidators, this form should be signed by all the liquidators. A form which is not properly signed will be rejected by the Companies Registry.