



公司註冊處
Companies Registry

有限合夥基金撤銷註冊申請書

Application for Deregistration of Limited Partnership Fund

表格
Form **LPF7**

編號 Number

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註 Note

1 有限合夥基金名稱 Name of the Limited Partnership Fund

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2 申請人證明書 Certification by Applicant

本申請書的簽署人現申請撤銷上述基金的註冊，並核證上述基金已符合下述所有的申請條件—

The signatory of this application applies for deregistration of the above named fund and certifies that the above named fund has met all the conditions stated below —

- 基金的所有合夥人均同意撤銷註冊；
all the partners in the fund agree to the deregistration;
- 基金沒有尚未清償的債務；
the fund has no outstanding liabilities;
- 基金的普通合夥人沒有在任何法律程序中，正在以有關基金的合夥人的身分，就有關基金的事務起訴或被起訴；及
the general partner in the fund is not suing or being sued as a partner in the fund in respect of the affairs of the fund in any legal proceedings; and
- 基金的資產不包含位於香港的不動產。
the fund's assets do not consist of any immovable property situate in Hong Kong.

3 隨本申請書交付的文件 Document Delivered with this Application

現隨本申請書交付稅務局局長發出的書面通知，述明稅務局局長並不反對上述基金的註冊撤銷。

The written notice from the Commissioner of Inland Revenue stating that the Commissioner has no objection to the deregistration of the fund is delivered with this application.

8 簽署 Signed :

姓名 Name :

身分 Capacity :

(如適用 if applicable)

普通合夥人
General Partner

日期 Date :

日 DD / 月 MM / 年 YYYY

5 提交人資料 Presentor's Reference

姓名／名稱 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

**《有限合夥基金條例》香港法例第 637 章
第 68 條規定交付的**

有限合夥基金撤銷註冊申請書

填表須知 — 表格 LPF7

附註

引言

1. 本表格是用以向公司註冊處處長(「處長」)按《有限合夥基金條例》「(該條例)」第 68 條申請撤銷有限合夥基金(「基金」)的註冊。
2. 撤銷註冊的申請須由基金的普通合夥人作出。處長在撤銷有關基金的註冊後，會向普通合夥人發出撤銷註冊通知。
3. 如處長根據該條例第 69(3)條在憲報刊登公告，宣布撤銷有關基金的註冊，則在該公告刊登當日，該基金的註冊即告撤銷，該基金不再是有限合夥基金。如該基金在緊接該日之前仍然存在，則該基金持續以合夥(「持續合夥」)的形式存在，但該條例不再適用於該持續合夥。除非有關持續合夥屬非香港有限責任合夥，否則該持續合夥須視為不屬有限責任合夥的合夥；及有關舊有有限合夥基金的普通合夥人或有限責任合夥人，須視為該持續合夥的合夥人。
4. 如以中文申報本表格內的資料，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。
5. 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。
6. 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，則該表格須視為未曾按該條例規定交付處長。

費用

7. 本表格必須連同正確的費用一併交付，否則公司註冊處不會接納。有關所需費用的詳情，請參閱《有限合夥基金註冊後須向公司註冊處交付文件的責任》資料小冊子。如以港幣劃線支票繳付費用，抬頭請註明「公司註冊處」。請勿郵寄現金。

簽署

8. 本表格必須由基金的普通合夥人簽署。公司註冊處不接納未簽妥的表格。
 - (a) 如該普通合夥人是自然人，本表格必須由該人簽署，並填上該人的全名。
 - (b) 如該普通合夥人是根據《公司條例》(第 622 章)或《舊有公司條例》成立為法團的私人股份有限公司，本表格必須由該公司的一名董事或公司秘書簽署，並填上簽署人的全名及身分。
 - (c) 如該普通合夥人是註冊非香港公司，本表格必須由該公司的一名董事、公司秘書、經理或獲授權代表(《公司條例》(第 622 章)第 774(1)條所界定者)簽署，並填上簽署人的全名及身分。
 - (d) 如該普通合夥人是根據《有限責任合夥條例》(第 37 章)註冊的有限責任合夥，或具有法人資格的非香港有限責任合夥，本表格必須由該有限責任合夥的一名普通合夥人簽署，並填上簽署人的全名及身分。

- (e) 如該普通合夥人是另一有限合夥基金或不具有法人資格的非香港有限責任合夥，本表格必須由根據該條例第 23 條獲委任為該基金的獲授權代表簽署。
- (i) 如該獲授權代表是自然人，則由該人簽署，並填上該人的全名及身分。
- (ii) 如該獲授權代表是公司，則由該公司的一名董事或公司秘書簽署，並填上簽署人的全名及身分。
- (iii) 如該獲授權代表是註冊非香港公司，則由該公司的一名董事、公司秘書、經理或獲授權代表(《公司條例》(第 622 章)第 774(1)條所界定者)簽署，並填上簽署人的全名及身分。

申請人證明書 (第 2 項)

- 9.** 第 2 項所述的債務包括或有負債，例如銀行擔保。

隨本申請書交付的文件 (第 3 項)

- 10.** 申請人交付本申請書時，必須同時交付稅務局局長發出的通知書正本，述明稅務局局長並不反對有關基金的註冊撤銷。本申請書應在該通知書發出之日起計 3 個月內交付，否則申請可能被延遲處理，甚至不獲受理。

APPLICATION FOR DEREGISTRATION OF LIMITED PARTNERSHIP FUND

For the purposes of section 68 of Limited Partnership Fund Ordinance (Cap. 637)

Notes for Completion of Form LPF7

Introduction

1. This form should be used for applying to the Registrar of Companies (the Registrar) for the deregistration of a limited partnership fund (the fund) under section 68 of the Limited Partnership Fund Ordinance (the Ordinance).
2. This application must be made by the general partner in the fund. On the deregistration of the fund, the Registrar will give notice of the deregistration to the general partner.
3. If the Registrar publishes in the Gazette a notice pursuant to section 69(3) of the Ordinance declaring the fund to be deregistered, the fund is deregistered on the date of publication of the notice and ceases to be a limited partnership fund. If the fund was still in existence immediately before that date, the fund continues in existence in the form of a partnership (continuing partnership) but the Ordinance ceases to apply to the continuing partnership. Unless the continuing partnership is a non-Hong Kong limited partnership, the continuing partnership is to be regarded as a partnership that is not a limited partnership; and the general partner or a limited partner in the former limited partnership fund is to be regarded as a partner in the continuing partnership.
4. 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.
5. 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.
6. 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 is taken as not having been delivered to the Registrar as required by the Ordinance.

Fee

7. This form must be delivered with the correct fee. A form which is not delivered with the correct fee will be rejected by the Companies Registry. Please refer to the information pamphlet on 'Filing Obligations of a Limited Partnership Fund after registration' for the fee payable. If the fee is paid by cheque, the cheque should be crossed and issued in Hong Kong Dollars payable to 'Companies Registry'. Please do not send cash.

Signature

8. This form must be signed by the general partner of the fund. A form which is not properly signed will be rejected by the Companies Registry.
 - (a) If the general partner is a natural person, this form must be signed by that person with the full name of that person stated.
 - (b) If the general partner is a private company limited by shares incorporated under the Companies Ordinance (Cap. 622) or a former Companies Ordinance, this form must be signed by a director or company secretary of the company with the full name and capacity of the signatory stated.
 - (c) If the general partner is a registered non-Hong Kong company, this form must be signed by a director, company secretary, manager, or authorized representative (as defined by section 774(1) of the Companies Ordinance (Cap. 622)) of the company with the full name and capacity of the signatory stated.
 - (d) If the general partner is a limited partnership registered under the Limited Partnerships Ordinance (Cap. 37) or a non-Hong Kong limited partnership with a legal personality, this form must be signed by a general partner in the limited partnership with the full name and capacity of the signatory stated.

- (e) If the general partner is another limited partnership fund or a non-Hong Kong limited partnership without a legal personality, this form must be signed by the authorized representative appointed under section 23 of the Ordinance.
 - (i) If the authorized representative is a natural person, this form must be signed by that person with the full name and capacity of that person stated.
 - (ii) If the authorized representative is a company, this form must be signed by a director or company secretary of the company with the full name and capacity of the signatory stated.
 - (iii) If the authorized representative is a registered non-Hong Kong company, this form must be signed by a director, company secretary, manager, or authorized representative (as defined by section 774(1) of the Companies Ordinance (Cap. 622)) of the company with the full name and capacity of the signatory stated.

Certification by Applicant (Section 2)

- 9. Outstanding liabilities mentioned in Section 2 include contingent liabilities such as a bank guarantee.

Document Delivered with this Application (Section 3)

- 10. The original written notice from the Commissioner of Inland Revenue stating that the Commissioner has no objection to the deregistration of the fund must be delivered together with this application. This application should be delivered within 3 months from the date of such notice. Failure to do so may result in the application being delayed or even rejected.