



公司註冊處  
Companies Registry

# 有限合夥基金解散通知 Notification of Dissolution of Limited Partnership Fund

表格  
Form **LPF8**

編號 Number

註 Note

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

**2 解散日期 Date of Dissolution**

日 DD	月 MM	年 YYYY

**3 解散通知 Notice of Dissolution**

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

**A. 按照上述基金的有限合夥協議  
In Accordance with the Limited Partnership Agreement of the Above Named Fund**

- 基金已按照其有限合夥協議解散。  
the fund was dissolved in accordance with the limited partnership agreement of the fund.
- 基金已藉其合夥人按照有限合夥協議通過的決議而解散。該決議的文本已隨本通知交付。  
the fund was dissolved by a resolution of the partners in the fund in accordance with the limited partnership agreement. A copy of the resolution is delivered with this notification.

**B. 其他情況—  
Other Circumstances—**

- 上述基金的 \*普通合夥人／獲授權代表 已經 \*破產／解散／死亡，並且在該情況發生的日期後的 30 日期間內，沒有另一人替代該 \*普通合夥人／獲授權代表。  
The \*general partner in the fund / authorized representative of the fund was \*bankrupt / dissolved / dead and was not replaced within a period of 30 days after the date on which the circumstance arose.

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

**3 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**

### 3 解散通知 Notice of Dissolution (續上頁 cont'd)

#### B. 其他情況— Other Circumstances—

- 法庭根據《公司(清盤及雜項條文)條例》(第 32 章)就基金的 \*普通合夥人／獲授權代表 作出清盤令，並且在該情況發生的日期後的 30 日期間內，沒有另一人替代該 \*普通合夥人／獲授權代表。  
**A winding-up order was made by the Court under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap.32) in respect of the \*general partner in the fund /authorized representative of the fund and that person was not replaced within a period of 30 days after the date on which the circumstance arose.**
- 有根據香港以外任何司法管轄區的法律就基金的 \*普通合夥人／獲授權代表 作出的清盤令或相類的命令，並且在該情況發生的日期後的 30 日期間內，沒有另一人替代該 \*普通合夥人／獲授權代表。  
**A winding-up order or a similar order is made under the laws of a jurisdiction outside Hong Kong in respect of the \*general partner in the fund/authorized representative of the fund and that person was not replaced within a period of 30 days after the date on which the circumstance arose.**
- 上述基金的普通合夥人已不再是基金的普通合夥人，並且在該情況發生的日期後的 30 日期間內，沒有另一人替代。  
**The general partner in the fund ceased to be such and was not replaced within a period of 30 days after the date on which the circumstance arose.**
- 上述基金的獲授權代表已不再是基金的獲授權代表，並且在該情況發生的日期後的 30 日期間內，沒有另一人替代。  
**The authorized representative of the fund ceased to be such and was not replaced within a period of 30 days after the date on which the circumstance arose.**

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

6 簽署 Signed :

姓名 Name :

身分 Capacity :

日期 Date :

日 DD / 月 MM / 年 YYYY

《有限合夥基金條例》(香港法例第 637 章)  
第 70(6)條規定交付的

有限合夥基金解散通知

填表須知 — 表格 LPF8

附註

引言

1. 有限合夥基金(「基金」)的普通合夥人或(如適用)其獲授權代表，須在基金解散後的 15 日內將解散通知以本表格送交公司註冊處處長(「處長」)存檔。如基金解散時，既無普通合夥人亦無獲授權代表，則基金的有限責任合夥人須在基金解散後的 15 日內確保解散通知會以本表格送交處長存檔。
2. 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。
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，則該表格須視為未曾按《有限合夥基金條例》(「該條例」)規定交付處長。

費用

5. 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

6. 本表格必須由基金的普通合夥人簽署。如基金既無普通合夥人亦無獲授權代表，本表格必須由基金的一名有限責任合夥人簽署。公司註冊處不接納未簽妥的表格。
  - (a) 如解散通知是由屬自然人的普通合夥人作出，本表格必須由該人簽署並填上該人的全名及身分。
  - (b) 如解散通知是由屬根據《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的普通合夥人作出，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) 如解散通知是由屬註冊非香港公司的普通合夥人作出，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) 如解散通知是由屬根據《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的普通合夥人作出，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) 如解散通知是由屬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的普通合夥人作出，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。

- (f) 如解散通知是由屬自然人的有限責任合夥人作出，本表格必須由該人簽署，並填上該人的全名及身分。
- (g) 如解散通知是由屬非自然人的有限責任合夥人作出，本表格必須由一名可代表該有限責任合夥人的人士簽署，並填上簽署人的全名及身分。

**解散日期 (第 2 項)**

- 7. 如基金是藉本表格第 3B 項提述的情況而解散，則基金在有關情況發生的日期後的 30 日屆滿時即告解散。

## NOTIFICATION OF DISSOLUTION OF LIMITED PARTNERSHIP FUND

For the purposes of section 70(6) of Limited Partnership Fund Ordinance (Cap. 637)

### Notes for Completion of Form LPF8

#### Introduction

1. The general partner in, or (if applicable) the authorized representative of, a limited partnership fund (the fund) must file a notification of dissolution in this form with the Registrar of Companies (the Registrar) within 15 days after the fund is dissolved under the circumstances stated in Section 3 of this form. If the fund has neither a general partner nor an authorized representative when it was dissolved, each limited partner in the fund must ensure the filing of the notification of dissolution in this form with the Registrar within 15 days after the fund was so dissolved.
2. 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 is taken as not having been delivered to the Registrar as required by the Limited Partnership Fund Ordinance (the Ordinance).

#### Fee

5. 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

6. This form must be signed by the general partner of the fund. If the fund has neither a general partner nor an authorized representative, this form must be signed by a limited partner of the fund. A form which is not properly signed will be rejected by the Companies Registry.
  - (a) If the notice of dissolution is filed by the general partner who is a natural person, this form must be signed by that person with the full name and capacity of that person stated.
  - (b) If the notice of dissolution is filed by the general partner which 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 notice of dissolution is filed by the general partner which 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 notice of dissolution is filed by the general partner which 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 notice of dissolution is filed by the general partner which 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.
- (f) If the notice of dissolution is filed by a limited partner who is a natural person, this form must be signed by that person with the full name and capacity of that person stated.
- (g) If the notice of dissolution is filed by a limited partner which is not a natural person, this form must be signed by a person representing the limited partner with the full name and capacity of the signatory stated.

**Date of Dissolution (Section 2)**

7. If the fund is dissolved under the circumstances stated in Section 3B of this form, the fund is dissolved on the expiry of a period of 30 days after the date on which the circumstance arises.