

Note:-Before filling up the Proxy Form, please read the instructions on the back hereof carefully.

FORM 81 (Rule 132)
IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
COMPANIES WINDING-UP PROCEEDINGS
NO. OF

IN THE MATTER of the Companies (Winding Up and Miscellaneous Provisions) Ordinance
And
IN THE MATTER of

SPECIAL PROXY

I/We (Name) .....
of (address) .....
..... and on telephone no. ....
a creditor (or contributory), hereby appoint (Note 1) .....
.....
as my/our proxy at the meeting of creditors (or contributories) to be held on the .....day of .....
....., or at any adjournment thereof, to vote for the resolutions numbered (Note 2) .....
in Instruction 6 overleaf and (Note 3) .....

Dated this ..... day of ....., .....

(Signed)(Note 4) .....
Creditor/Contributory

NOTES

- (1) The person appointed proxy may be the Official Receiver, the liquidator (Provisional Liquidator for first meetings), or such other person as the creditor (or contributory) may approve, and the proxy form when signed must be lodged by the time and at the address named for that purpose in the notice convening the meeting at which it is to be used. A creditor (or contributory) may give a special proxy to any person to vote at any specified meeting or adjournment thereof on all or any of the following matters:-
(a) any of the resolutions in Instruction 6 overleaf and
(b) on all questions relating to any matter, other than those above referred to, arising at a specified meeting or adjournment thereof.
(2) Insert the numbers of the particular resolutions in Instruction 6 if you so wish.
(3) Insert any other resolution, if any, or delete the word 'and' if you have no other resolution.
(4) If a firm, sign the firm's trading title, and add "by A.B., a partner in the said firm". If the appointor is a corporation, then the form of proxy must be under its common seal or under the hand of some officer duly authorized in that behalf, and the fact that the officer is so authorized must be stated.
(5) This proxy form can also be lodged by way of facsimile transmission on line (852) 3105 1814.

## INSTRUCTIONS FOR FILLING UP FORM OF SPECIAL PROXY

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1. If the creditor or contributory proposes attending the meeting personally, or to be represented by a general proxy, it is not necessary for him to fill up this form.
2. A company can only vote:-
  - (a) by means of a proxy under its common seal or signed by a person duly authorized under such seal; or
  - (b) by a person authorized by resolution of its directors to act as its representative at the meeting. A copy of such resolution either under its common seal or certified to be a true copy by the secretary or a director of the company must be produced to the chairman of the meeting.
3. If the creditor or contributory wishes to appoint a special proxy, this form must be filled up by the creditor or contributory personally, or by any manager or clerk or any other person in the regular employment, or by the solicitor employed by him in connexion with the matter.
4. This form must be signed by the creditor or contributory. (Where the creditor or contributory is a firm or a corporation, see Note (4) overleaf).
5. A creditor or contributory may appoint the Official Receiver or any other person but not a minor, as his special proxy.
6. The resolutions to be voted on may be as follows:-
  - (a) that no person be appointed liquidator of the company in place of the provisional liquidator, OR
  - (b) that \* ..... be appointed liquidator of the company;
  - (c) that an application be made to the court for the appointment of a committee of inspection and that \* .....  
..... be appointed members of the committee; OR
  - (d) that a committee of inspection be not appointed in this winding-up;
  - (e) that an application be made to the court under S. 209A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) for an order that the winding-up be conducted as if it were a creditors' voluntary winding-up\*\* OR
  - (f) that no application be made to the court under S. 209A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) for an order that the winding-up be conducted as if it were a creditors' voluntary winding-up.

\* Insert full name of any person(s) other than the Official Receiver. Members of the committee of inspection, if appointed, should preferably be between 3 to 5. They can be appointed only if they consent to act.

\*\* The Official Receiver does not act as liquidator in a voluntary winding-up. If this resolution is passed, Resolution 6(a) should not be passed.

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### EXTRACT FROM COMPANIES (WINDING-UP) RULES

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Rule 138                      No person acting either under a general or a special proxy shall vote in favour of any resolution which would directly or indirectly place himself, his partner or employer in a position to receive any remuneration out of the assets of the company otherwise than as creditor rateably with the other creditors of the company:

Provided that where any person holds special proxies to vote for an application to the court in favour of the appointment of himself as liquidator he may use the said proxies and vote accordingly.