

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

And

IN THE MATTER of

(Name).....
of (address).....
..... and on telephone no.
a , hereby appoint (Note 1)
.....
.....
as proxy at the meeting of to be held on theday of.....
....., or at any adjournment thereof, to vote for the resolutions numbered (Note 2).....
in Instruction 7 overleaf (Note 3)
.....
.....

Dated this day of,

(Signed)(Note 4)

- (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. The proxy can also be lodged by way of facsimile transmission or electronic means with the provisional liquidator/liquidator. 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 7 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 7 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) If the Official Receiver is the provisional liquidator/liquidator, the proxy may be faxed to (852) 3105 1814 or submitted by email to roadmin@oro.gov.hk, provided that the proxy form submitted is signed with a valid digital signature supported by a recognized digital certificate and in accordance with the relevant requirements under the Electronic Transactions Ordinance (Cap. 553).

INSTRUCTIONS FOR FILLING UP FORM OF SPECIAL PROXY

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. A creditor or contributory may give a special proxy to any person or the provisional liquidator / liquidator to vote at any specified meeting or adjournment thereof on all or any of the following matters — Companies (Winding-Up) Rules 135 and 137 –
 - (a) for or against the appointment or continuance in office of any specified person as liquidator or member of the committee of inspection; and
 - (b) on all questions relating to any matter other than those referred to in paragraph (a) and arising at the meeting or an adjournment thereof.
4. 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.
5. 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).
6. A creditor or contributory may appoint the Official Receiver or any other person but not a minor, as his special proxy.
7. Referring to paragraph (3), the resolutions to be voted on may be as follows:-
 - (a) that *.....be appointed the liquidator / the joint and several liquidators of the company;
 - (b) 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
 - (c) that a committee of inspection be not appointed in this winding-up; and
 - (d) that the liquidator(s) shall be entitled to remuneration charged on time-costs basis or such other basis as may be determined by the court / committee of inspection under section 196(2) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) and such remuneration shall be paid out of the assets of the company.

*Insert full name of any person(s) other than the Official Receiver. The person(s) can be appointed only if they consent to act. Pursuant to section 206 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), a committee of inspection appointed must consist of not less than 3 and not more than 7 members. A liquidator may however apply to the court for an order to vary the minimum or maximum number of members of a committee of inspection and the court may make an order that it thinks fit.

EXTRACT FROM COMPANIES (WINDING-UP) RULES

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.