



*Official Receiver's Office*  
**Hong Kong Special Administrative Region**

**Winding-up of a Company  
by the Court:**

**Your Duties as a Company  
Director**

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## Winding-up of a Company by the Court: Your Duties as a Company Director

The court makes a winding-up order and a Provisional Liquidator (PL) is appointed. (*Section 194 of Cap.32*)

**You must:**

- deliver to the PL the company's assets, books and records and the company's seal;
- attend the PL's office to provide information about the company's assets and dealings;
- continue to co-operate with the PL or liquidator and perform your duties as a director properly until the liquidation is concluded;
- notify the PL or liquidator immediately if you change your address.

You must submit a sworn statement of affairs (or a supplementary affidavit, if required) to the PL within 28 days. It may be an offence if you fail to submit the statement (or affidavit) to the PL, for which you may be prosecuted. (*Section 190 of Cap.32*)

If you are notified by the PL to attend the meetings of creditors and contributories, you must attend; otherwise, the PL will report such failure to the court. (*Rule 110 of Cap.32H*)

If you fail to perform your duties as a director properly, such as failure to submit a statement of affairs or supplementary affidavit, failure to keep accounting records that comply with section 373(2) and (3) of Cap. 622, the Official Receiver may take prosecution actions against you under Sections 190, 274 and 275 of Cap. 32 and Sections 373, 374 and 377 of Cap. 622 etc. The Official Receiver may also take disqualification actions under Sections 168C-T of Cap. 32 against you.

**Note 1:** As quoted above :

- Cap. 32 refers to the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32);
- Cap. 32H refers to the Companies (Winding-up) Rules (Cap. 32H);
- Cap. 622 refers to the Companies Ordinance (Cap. 622).

Sections 121 and 122 of Cap. 32 have been repealed by the Companies Ordinance (28 of 2012) with effect from 3<sup>rd</sup> March 2014. The provisions in sections 121 and 122 as in force immediately before their repeal may continue to apply by virtue of Schedule 11 of Cap. 622. Cap. 32 has been amended by the Companies (Winding Up and Miscellaneous Provisions) (Amendment) Ordinance 2016 (14 of 2016) with effect from 13<sup>th</sup> February 2017. Some pre-amended provisions in sections 168C-T of Cap. 32 and the pre-amended provisions in sections 190, 194 and 274 as in force immediately before that date may continue to apply by virtue of Schedule 26 to Cap. 32.

**Note 2:** Related flowcharts: "Winding-up of a Company by the Court: The main processing stages" and "Winding-up of a Company by the Court: Your rights as a creditor".

(Revised in Feb 2017)