

GOVERNMENT NOTIFICATION.—No. 14.

His Excellency the Officer Administering the Government has given his assent, in the name and on behalf of the Queen, to the following Ordinances passed by the Legislative Council:—

Ordinance No. 30 of 1886.—*An Ordinance enacted by the Governor of Hongkong, with the advice of the Legislative Council thereof, entitled An Ordinance to amend the Companies Ordinances 1865 to 1886.*

Ordinance No. 31 of 1886.—*An Ordinance enacted by the Governor of Hongkong, with the advice of the Legislative Council thereof, entitled An Ordinance for preserving an authentic record of the Ordinances of the Colony and for other purposes.*

By Command,

FREDERICK STEWART,
Acting Colonial Secretary.

Colonial Secretary's Office, Hongkong, 15th January, 1887.

(LS) W. H. MARSH.

No. 30 OF 1886.

An Ordinance enacted by the Governor of Hongkong, with the advice of the Legislative Council thereof, entitled *An Ordinance to amend the Companies Ordinances 1865 to 1886.*

[12th January, 1887.]

WHEREAS it is desirable that certain Imperial Acts amending the law relating to joint Stock Companies should be introduced into the Colony: Be it enacted by the Governor of Hongkong, with the advice of the Legislative Council thereof, as follows:—

PART I.

Preliminary.

Short title and construction.

1. This Ordinance may be cited for all purposes as *The Companies Ordinance, 1886* and shall so far as is consistent with the tenor thereof be construed as one with *The Companies Ordinances 1865 to 1881* and all Ordinances amending the same and the said Ordinances and this Ordinance may be referred to as *The Companies Ordinances 1865 to 1886.*

PART II.

Joint Stock Companies Arrangement.

Where compromise proposed, Court may order a meeting of creditors, &c., to decide as to such compromise. [33 & 34 V. c. 104, s. 2.]

2. Where any compromise or arrangement shall be proposed between a company which is, at the time of the passing of this Ordinance or afterwards, in the course of being wound up, either voluntarily or by or under the supervision of the Supreme Court, under *The Companies Ordinances 1865 to 1886* or any of them, and the creditors of such company, or any class of such creditors, it shall be lawful for the Court, in addition to any other of its powers, on the application in a summary way of any creditor or the liquidator, to order that a meeting of such creditors or class of creditors shall be summoned in such manner as the Court shall direct, and if a majority in number representing three fourths in value of such creditors or class of creditors present either in person or by proxy at such meeting shall agree to any arrangement or compromise, such arrangement or compromise shall, if sanctioned by an order of the Court, be binding on all such creditors or class of creditors, as the case may be, and also on the liquidator and contributories of the said company.

Interpretation [Ibid. s. 3.]

3. The word *company* in the last section shall mean any company liable to be wound up under *The Companies Ordinance, 1865.*

PART III.

Reduction of Capital.

4. The word *capital* as used in *The Companies Ordinance, 1877*, shall include paid up capital; and the power to reduce capital conferred by that Ordinance shall include a power to cancel any lost capital, or any capital unrepresented by available assets or to pay off any capital which may be in excess of the wants of the company; and paid up capital may be reduced either with or without extinguishing or reducing the liability (if any) remaining on the shares of the company and to the extent to which such liability is not extinguished or reduced, it shall be deemed to be preserved, notwithstanding any thing contained in *The Companies Ordinance, 1877*.

Construction of capital; Power to reduce capital; [40 and 41, V. c. 26, s. 3.]

5. The provisions of *The Companies Ordinance, 1877*, as amended by this Ordinance, shall apply to any company reducing its capital in pursuance of this Ordinance and of *The Companies Ordinance, 1877*, as amended by this Ordinance: Provided that where the reduction of the capital of a company does not involve either the diminution of any liability in respect of unpaid capital or the payment to any shareholder of any paid up capital,

Application of Ordinance No. 1 of 1877. [Ibid, s. 4.]

(1.) The creditors of the company shall not unless the Court otherwise direct, be entitled to object or required to consent to the reduction; and

(2.) It shall not be necessary before the presentation of the petition for confirming the reduction to add, and the Court may, if it thinks it expedient so to do, dispense altogether with the addition of the words *and reduced* as mentioned in *The Companies Ordinance, 1877*.

In any case that the Court thinks fit so to do, it may require the company to publish in such manner as it thinks fit the reasons for the reduction of its capital or such other information in regard to the reduction of its capital as the Court may think expedient with a view to give proper information to the public in relation to the reduction of its capital by a company, and, if the Court thinks fit, the causes which led to such reduction.

The minute required to be registered in the case of reduction of capital shall show, in addition to the other particulars required by law, the amount (if any) at the date of the registration of the minute proposed to be deemed to have been paid up on each share.

6. Any company limited by shares may so far modify the conditions contained in its memorandum of Association, if authorised so to do by its regulations as originally framed or as altered by special resolution, as to reduce its capital by cancelling any shares which, at the date of the passing of such resolution, have not been taken or agreed to be taken by any person; and the provisions of *The Companies Ordinance, 1877* shall not apply to any reduction of capital made in pursuance of this section.

Power to reduce capital by the cancelling of unissued shares. [Ibid, s. 5.]

PART IV.

Accumulated Profits.

7. When any company has accumulated a sum of undivided profits, which with the consent of the shareholders may be distributed among the shareholders in the form of a dividend or bonus, it shall be lawful for the company, by special resolution, to return the same, or any part thereof, to the shareholders in reduction of the paid up capital of the company, the unpaid capital being thereby increased by a similar amount. The powers vested in the directors of making calls upon the shareholders in respect of moneys unpaid upon their shares shall extend to the amount of the unpaid capital as augmented by such reduction.

Accumulated profits may be returned to Shareholders in reduction of paid-up capital. [43 V. c. 19, s. 3.]

8. No such special resolution as aforesaid shall take effect until a memorandum, showing the particulars required by law in the case of a reduction of capital by order of the Court, shall have been produced to and registered by the Registrar of Companies.

No resolution to take effect till particulars have been registered. [43 V. c. 19, s. 4.]

9. Upon any reduction of paid up capital made in pursuance of this Ordinance, it shall be lawful for any shareholder, or for any one or more of several joint shareholders, within one month after the passing of the special resolution for such reduction, to require the company to retain, and the company shall retain accordingly, the whole of the moneys actually paid upon the shares held by such person, either alone or jointly with any other person or persons, and which, in consequence of such reduction, would otherwise be returned to him or them, and thereupon the shares

Power to any Shareholder within one month after passing of resolution to require Company to retain moneys paid upon shares held by such person. [43 V. c. 19, s. 5.]

in respect of which the said moneys shall be so retained shall, in regard to the payment of dividends thereon, be deemed to be paid up to the same extent only as the shares on which payment as aforesaid has been accepted by the shareholders in reduction of their paid up capital, and the company shall invest and keep invested the moneys so retained in such securities, as may be authorised by the Supreme Court, and upon the money so invested, or upon so much thereof as from time to time exceeds the amount of calls subsequently made upon the shares in respect of which such moneys shall have been retained, the company shall pay such interest as shall be received by them from time to time on such securities, and the amount so retained and invested shall be held to represent the future calls which may be made to replace the capital so reduced on those shares, whether the amount obtained on sale of the whole or such proportion thereof as represents the amount of any call when made, produces more or less than the amount of such call.

Company to specify amounts which shareholders have required them to retain under s. 10; also to specify amounts of profits returned to shareholders. [43 V. c. 19, s. 6.]

10. From and after such reduction of capital the company shall specify in the annual lists of members, to be made by them in pursuance of the twenty-fifth section of *The Companies Ordinance, 1865*, the amounts which any of the shareholders of the company shall have required the company to retain, and the company shall have retained accordingly, in pursuance of the 9th Section of this Ordinance and the company shall also specify in the statements of account laid before any General Meeting of the company the amount of the undivided profits of the company which shall have been returned to the shareholders in reduction of the paid up capital of the company under this Ordinance.

PART V.

Defunct Companies.

Power of Registrar to strike names of defunct Companies off register. [43 V. c. 19, s. 7.]

11. (1.) Where the Registrar of Companies has reasonable cause to believe that a company, whether registered before or after the passing of this Ordinance, is not carrying on business or in operation, he shall send to the company a letter inquiring whether the company is carrying on business or in operation.
- (2.) If the Registrar does not within one month of sending the letter receive any answer thereto, he shall within fourteen days after the expiration of the month send to the company a second letter referring to the first letter, and stating that no answer thereto has been received by the Registrar, and that if an answer is not received to the second letter within one month from the date thereof, a notice will be published in the *Gazette* with a view to striking the name of the company off the register.
- (3.) If the Registrar either receives an answer from the company to the effect that it is not carrying on business or in operation, or does not within one month after sending the second letter receive any answer thereto, the Registrar may publish in the *Gazette* and send to the company a notice that at the expiration of three months from the date of that notice the name of the company mentioned therein will, unless cause is shown to the contrary, be struck off the register and the company will be dissolved.
- (4.) At the expiration of the time mentioned in the notice the Registrar may, unless cause to the contrary is previously shown by such company, strike the name of such company off the register, and shall publish notice thereof in the *Gazette*, and on the publication in the *Gazette* of such last mentioned notice the company whose name is so struck off shall be dissolved: Provided that the liability (if any) of every director, managing officer, and member of the company shall continue and may be enforced as if the company had not been dissolved.
- (5.) If any company or member thereof feels aggrieved by the name of such company having been struck off the register in pursuance of this section, the company or member may apply to the Supreme Court and the Court, if satisfied that the company was at the time of the striking off carrying on business or in operation, and that it is just

so to do, may order the name of the company to be restored to the register, and thereupon the company shall be deemed to have continued in existence as if the name thereof had never been struck off; and the Court may by the order give such directions and make such provisions as seem just for placing the company and all other persons in the same position as nearly as may be as if the name of the company had never been struck off.

- (6.) A letter or notice authorised or required for the purposes of this section to be sent to a company may either be sent by post or may be delivered by hand addressed to the company at its registered office, or, if no office has been registered, addressed to the care of some director or officer of the company, or if there be no director or officer of the company whose name and address are known to the Registrar, the letter or notice (in identical form) may be sent or delivered to each of the persons who subscribed the memorandum of association, addressed to him at the address mentioned in that memorandum.
- (7.) In the execution of his duties under this section the Registrar shall conform to any regulations which may be from time to time made by the Governor in Council.

PART VI.

Claims in winding up.

12. In the winding up of any Company under *The Companies Ordinances 1865 to 1886* whose assets may prove insufficient for the payment of its debts and liabilities and the costs of winding up, the same rules shall prevail and be observed as to the respective rights of secured and unsecured creditors as to debts and liabilities provable and as to the valuation of annuities and future and contingent liabilities respectively as may be in force for the time being under the law of bankruptcy with respect to the estate of persons adjudged bankrupt; and all persons who in any such case would be entitled to prove for and receive dividends out of the assets of any such Company may come in under the winding up of such Company, and make such claim against the same as they may be entitled to under any proceedings in bankruptcy.

Judicature
Act 1873
Sec. 10.

13. In the distribution of the assets of any company being wound up under *The Companies Ordinances 1865 to 1886*, there shall be paid in priority to other debts,

Wages and
salary to be
preferential
claims.
[46 & 47 V. c.
28, s. 4.]

(a.) All wages or salary of any clerk or servant in respect of service rendered to the company during four months before the commencement of the winding up not exceeding two hundred and forty dollars; and

(b.) All wages of any labourer or workman in respect of services rendered to the company during two months before the commencement of the winding up.

14. The debts mentioned in the preceding section shall rank equally among themselves, and shall be paid in full, unless the assets of the company are insufficient to meet them, in which case they shall abate in equal proportions between themselves.

Such claims to
rank equally.
[46 & 47 V. c.
28, s. 5.]

15. Subject to the retention of such sums as may be necessary for the costs of administration or otherwise, the liquidator or liquidators or official liquidator shall discharge the said last mentioned debts forthwith, so far as the assets of the company are and will be sufficient to meet them, as and when such assets come into the hands of such liquidator or liquidators or official liquidator.

Liquidator to
discharge
same upon
receipt of
sufficient
assets.
[46 & 47 V. c.
28, s. 6.]

PART VII.

Miscellaneous.

16. And whereas it is expedient to make provision for the reception as legal evidence of certificates of incorporation other than the original certificates, and of certified copies of and extracts from any documents filed and registered under *The Companies Ordinances 1865 to 1886*: Be it enacted, that any certificate of the incorporation of any company given by the Registrar of Companies shall be

Reception as
legal evidence
of certified
copies.
[46 & 47 V. c.
28, s. 6.]

received in evidence as if it were the original certificate; and any copy of or extract from any of the documents or part of the documents kept and registered at the office for the registration of joint Stock Companies within the Colony, if duly certified to be a true copy under the hand of the Registrar of Companies and whom it shall not be necessary to prove to be such Registrar, shall, in all legal proceedings, civil or criminal, and in all cases whatsoever, be received in evidence as of equal validity with the original document.

Rules.

17. The rules contained in the Schedule hereto shall be the rules under and for the purposes of *The Companies Ordinances 1865 to 1886*, provided that such rules may be altered, added to or annulled in manner directed by the said Ordinances.

Passed the Legislative Council of Hongkong, this 10th day of December, 1886.

ARATHOON SETH,
Clerk of Councils.

Assented to by His Excellency the Officer Administering the Government, the 12th day of January, 1887.

FREDERICK STEWART,
Acting Colonial Secretary.

SCHEDULE ABOVE REFERRED TO.

Petition to wind up Company.

Construction.

1. In the construction of these rules:—

The word *The Judge* shall mean any Judge of the Supreme Court to whom application is made under *The Companies Ordinances 1865 to 1886* or these rules or any rules added or altered under the provisions of the said Ordinances or these rules, and

The word *The Registrar* shall mean the Registrar of the Supreme Court.

Title of petition. (General orders (England) Nov. 1862, rule 1)

2. Every Petition for the winding-up of any company by the Court, or subject to the supervision of the Court and all notices, affidavits and other proceedings under such petition shall be entitled in the matter of the *Companies Ordinances 1865 to 1886* and of the company to which such petition shall relate, describing the company by its most usual style or firm name.

Advertisement of petition. (*ibid.*, r. 2)

3. Every such petition shall be advertised seven clear days before the hearing once in the *Gazette*, and once at least in one of the Hongkong daily newspapers.

The advertisement shall state the day on which the petition was presented, and the name and address of the petitioner or petitioners and of his or their solicitor.

Service of petition. (*ibid.*, r. 3)

4. Every such petition shall, unless presented by the company, be served at the registered office (if any) of the company, and if there be no registered office, then at the principal, or last known principal place of business of the company in the Colony, if any such can be found, upon any member, officer, or servant of the company there, or in case no such member, officer, or servant can be found there, then by being left at such registered office or principal place of business, or by being served on such member or members of the company as the Court may direct; and every petition for the winding-up of a company subject to the supervision of the Court shall also be served upon the liquidator (if any) appointed for the purpose of winding-up the affairs of the company.

Affidavit verifying petition. (*ibid.*, r. 4)

5. Every petition for the winding-up of any company by the Court, or subject to the supervision of the Court, shall be verified by an affidavit referring thereto, such affidavit shall be made by the petitioner, or by one of the petitioners, if more than one, or, in case the petition is presented by the company, by some director, secretary, or other principal officer thereof; and shall be sworn after and filed within four days, after the petition is presented, and such affidavit shall be sufficient *prima facie* evidence of the statements in the petition.

Copies of petition to be supplied. (*ibid.*, r. 5)

6. Every contributory or creditor of the company shall be entitled to be furnished by the solicitor to the petitioner, with a copy of the petition, within twenty-four hours after requiring the same on paying at the rate of 10 cents per folio of seventy-two words for such copy.

Order to wind-up Company.

Advertisement and service of order. (*ibid.*, r. 6)

7. Every order for the winding-up of a company, by the Court or subject to its supervision, shall within twelve days after the date thereof, be advertised by the petitioner once in the *Gazette*, and shall be served upon such persons (if any) and in such manner as the Court may direct.

8. Within ten days after the date of the order to wind up a summons may be taken out by the Petitioner to proceed with the winding-up of the company and in default thereof such summons may be taken out by any other person interested in the winding-up and in case the summons be taken out by any other person than the Petitioner the judge may, if he thinks fit, give the carriage and prosecution of the order to such person. Such summons shall be served upon all parties who may have appeared upon the hearing of the petition. Upon the return of such summons, a time shall, if the Judge thinks fit, be fixed for the appointment of an official liquidator and for the proof of debts and for the list of contributories to be brought in and directions may be given as to the advertisements to be issued for all or any of such purposes, and generally as to the proceedings and the parties to attend thereon. The proceedings under the order shall be continued by adjournment, and when necessary, by further summons; and any such direction as aforesaid may be given, added to, or varied, at any subsequent time, as may be found necessary.

Proceedings
on order.
[*ibid.*, r. 7]

Official Liquidator.

9. The Judge may appoint a person to the office of official liquidator, without previous advertisement or notice to any party, or fix a time and place for the appointment of an official liquidator, and may appoint or reject any person nominated at such time and place, and appoint any person not so nominated.

Appointment
of official
liquidator.
[*ibid.*, r. 8]

10. When a time and place are fixed for the appointment of an official liquidator, such time and place shall be advertised in such manner as the Judge shall direct, so that the first or only advertisement shall be published within fourteen days and not less than seven days before the date so fixed.

Advertisement
as to
appointment.
[*ibid.*, r. 9]

11. Every official liquidator shall give security by entering into a recognizance with two or more sufficient sureties in such sum as the Judge may approve; and the Judge may, if he shall think fit, accept the security of any guarantee Society established by Charter or Act of Parliament in England or Local Ordinance in lieu of the security of such sureties as aforesaid, or of any of them.

Security of
official
liquidator.
[*ibid.*, r. 10]

12. The official liquidator shall be appointed by order, and unless he shall have given security, a time shall be fixed by such order within which he is to do so: and the order shall fix the times or periods at which the official liquidator is to leave his accounts of his receipts with the Registrar, and shall direct that all moneys to be received shall be paid into Court or into such Bank as the Court may direct immediately after the receipt thereof to the account of the official liquidator of the company, and if paid into a Bank an account shall be opened there accordingly and an office copy of the order shall be lodged at such Bank.

Order
appointing
official
liquidator.
[*ibid.*, r. 11]

13. When an official liquidator has given security pursuant to the directions in the order appointing him, the same shall be certified by the Registrar as in the case of a receiver appointed in a suit subject to giving security.

Certificate of
security given.
[*ibid.*, r. 12]

14. The official liquidator shall on each occasion of passing his account and also whensoever the judge may so require, satisfy the judge that his sureties are living, and resident in the Colony and have not been adjudged bankrupt or become insolvent, and in default thereof he may be required to enter into fresh security within such time as shall be directed.

Fresh security
when required.
[*ibid.*, r. 13]

15. Every appointment of an official liquidator shall be advertised in such manner as the judge shall direct, immediately after he has been appointed, and has given security.

Advertisement
of
appointment
made.
[*ibid.*, r. 14]

16. Where it is desired to appoint provisionally an official liquidator an application for that purpose may, at any time after the presentation of the petition for winding-up the company, be made by summons, without advertisement or notice to any person, unless the judge shall otherwise direct; and such provisional official liquidator may, if the judge shall think fit, be appointed without security.

Provisional
official
liquidator.
[*ibid.*, r. 15]

17. In case of the death, removal, or resignation of an official liquidator another shall be appointed in his room, in the same manner as directed in the case of a first appointment, and the proceedings for that purpose may be taken by such party interested as may be authorized by the judge to take the same.

Vacancy in
office of official
liquidator.
[*ibid.*, r. 16]

18. The official liquidator shall, with all convenient speed after he is appointed, proceed to make up, continue, complete, and rectify the books of account of the company, and shall provide and keep such books of account as shall be necessary, or as the judge may direct, for the purposes aforesaid, and for shewing the debts and credits of the company, including a ledger which shall contain the separate accounts of the contributories, and in which every contributory shall be debited from time to time with the amount payable by him in respect of any call to be made as provided by *The Companies Ordinances 1865 to 1886* and these Rules.

Accounts.
[*ibid.*, r. 17]

19. The official liquidator shall be allowed in his accounts, or otherwise paid, such salary or remuneration as the judge may from time to time direct including any necessary employment of assistants or clerks by the official liquidator, to which regard shall be had, and such salary or remuneration may either be fixed at the time of his appointment, or at any time thereafter, as the judge may think fit. Every allowance of such salary or remuneration, unless made at the time of his appointment, or upon passing an account, shall be made upon application for that purpose by the official liquidator, on notice to such persons (if any), and supported by such evidence as the judge shall require: nevertheless, the judge may from time to time allow any sum he may think fit to the official liquidator, on account of the salary or remuneration to be thereafter allowed.

Remuneration
of liquidator.
[*ibid.*, r. 18]

Passing
accounts.
[*ibid.*, r. 19]

20. The accounts of the liquidator shall be left with the Registrar at the times directed by the order appointing him, and at such other times as may from time to time be required by the judge, and such accounts shall, upon notice to such parties (if any) as the judge shall direct, be passed and verified in the same manner as Receivers' accounts.

Proof of Debts.

Advertisement
for creditors.
[*ibid.*, r. 20]

21. For the purpose of ascertaining the debts and claims due from the company, and of requiring the creditors to come in and prove their debts or claims, an advertisement shall be issued, at such time as the judge shall direct and such advertisement shall fix a time for the creditors to send their names and addresses, and the particulars of their debts or claims, and the names and addresses of their solicitors (if any), to the official liquidator, and appoint a day for adjudicating thereon.

Attendance of
creditors.
[*ibid.*, r. 21]

22. The creditors need not attend upon the adjudication, nor prove their debts or claims, unless they are required to do so by notice from the official liquidator; but upon such notice being given, they are to come in and prove their debts or claims within a time to be therein specified.

List of debts.
[*ibid.*, r. 22]

23. The official liquidator shall investigate the debts and claims sent in to him, and ascertain, so far as he is able, which of such debts and claims are justly due from the company and he shall make out and leave with the Registrar a list of all the debts and claims sent in to him, distinguishing which of the debts and claims, or parts of debts and claims so claimed, are, in his opinion, justly due and proper to be allowed without further evidence, and which of them, in his opinion, ought to be proved by the creditors and he shall make and file, prior to the time appointed for adjudication, an affidavit setting forth which of the debts and claims in his opinion are justly due and proper to be allowed without further evidence, and stating his belief that such debts and claims are justly due and proper to be allowed, and the reasons for such belief.

Allowance of
debts.
[*ibid.*, r. 23]

24. At the time appointed for adjudicating upon the debts and claims, or at any adjournment thereof, the judge may either allow the debts and claims upon the affidavit of the official liquidator, or may require the same, or any of them, to be proved by the claimants, and adjourn the adjudication thereon to a time to be then fixed; and the official liquidator shall give notice to the creditors whose debts or claims have been so allowed of such allowance.

Proof of debts
[*ibid.*, r. 24]

25. The official liquidator shall give notice to the creditors whose debts or claims have not been allowed upon his affidavit, that they are required to come in and prove the same by a day to be therein named, being not less than four days after such notice, and to attend at a time to be therein named, being the time appointed by the advertisement, or by adjournment (as the case may be) for adjudicating upon such debts and claims.

Date of valuation
of debts.
[*ibid.*, r. 25]

26. The value of such debts and claims as are made admissible to proof by the 146th section of *The Companies Ordinance 1865* shall so far as is possible, be estimated according to the value thereof at the date of the order to wind-up the company.

Interest on
debts.
[*ibid.*, r. 26]

27. Interest on such debts and claims as shall be allowed shall be computed, as to such of them as carry interest, after the rate they respectively carry; any creditor whose debt or claim so allowed does not carry interest, shall be entitled to interest, at such rate per cent per annum as may from time to time be allowed by the Court or a Judge under *The Usury Ordinance 1886* from the date of the order to wind-up the company, out of any assets which may remain after satisfying the costs of the winding-up, the debts and claims established, and the interest of such debts and claims as by law carry interest.

Costs of
proof.
[*ibid.*, r. 27]

28. Such creditors as come in and prove their debts or claims pursuant to notice from the official liquidator, shall be allowed their costs of proof, in the same manner as in the case of debts proved in a suit.

Registrar's
certificate of
debts.
[*ibid.*, r. 28]

29. The result of the adjudication upon debts and claims shall be stated in a certificate to be made by the Registrar and certificates as to any of such debts and claims may be made from time to time. All such certificates shall state whether the debts or claims are allowed or disallowed, and whether allowed as against any particular assets, or in any other qualified or special manner.

List of Contributories.

List of con-
tributories.
[*ibid.*, r. 29]

30. The official liquidator shall, with all convenient speed after his appointment, or at such time as the Judge shall direct, make out and leave with the Registrar, a list of the contributories of the company, and such list shall be verified by the affidavit of the official liquidator, and shall, so far as is practicable, state the respective addresses of, and the number of shares or extent of interest to be attributed to each such contributory, and distinguish the several classes of contributories. And such list may from time to time, by leave of the Judge, be varied or added to by the official liquidator.

Notice of
appointment
to settle.
[*ibid.*, r. 30]

31. Upon the list of the contributories being left with the Registrar the official liquidator shall obtain an appointment for the Judge to settle the same, and shall give notice in writing of such appointment to every person included in such list, and stating in what character and for what number of shares, or interest, such person is included in the list; and in case any variation or addition to such list shall at any time be made by the official liquidator, a similar notice in writing shall be given to every person to whom such variation or addition applies. All such notices shall be served four clear days before the day appointed to settle such list or such variation or addition.

Registrar's
certificate.
[*ibid.*, r. 31]

32. The result of the settlement of the list of contributories shall be stated in a certificate by the Registrar and certificates may be made from time to time for the purpose of stating the result of such settlement down to any particular time, or as to any particular person, or stating any variation of the list.

Sales of Property.

33. Any real or personal property belonging to the company may be sold with the approbation of the Judge, in the same manner as in the case of a sale under a decree or order of the Court in a suit, or, if the Judge shall so direct, by the official liquidator; and upon any such sale by the official liquidator, the conditions or contracts of sale shall be settled and approved of by the Judge, unless he shall otherwise direct, and the Judge may, if he thinks fit, direct such conditions and contracts, and the abstract of the title to the property, to be submitted to Counsel and may, on any sale by public auction, fix a reserved bidding; and, unless on account of the small amount of the purchase moneys or other cause it shall, having regard to the amount of the security given by the official liquidator, be thought proper that the purchase moneys shall be paid to him, all conditions and contracts of sale shall provide that the purchase moneys shall be paid by the respective purchasers into Court or into such Bank as the Court may direct to the account of the official liquidator of the company.

Sales of property.
[*ibid.*, r. 33]

Calls.

34. Every application to the Judge to make any call on the contributories or any of them, for any purpose authorized by *The Companies Ordinances, 1865 to 1886* shall be made by summons, stating the proposed amount of such call; and such summons shall be served four clear days at the least before the day appointed for making the call, on every contributory proposed to be included in such call; or if the Judge shall so direct, notice of such intended call may be given by advertisement.

Summons for call.
[*ibid.*, r. 33]

35. When any order for a call has been made, a copy thereof shall be forthwith served upon each of the contributories included in such call, together with a notice from the official liquidator specifying the amount or balance due from such contributory (having regard to the provisions of the said Ordinances) in respect of such call, but such order need not be advertised unless for any special reason the Judge shall so direct.

Service of order.
[*ibid.*, r. 34]

36. At the time of making an order for a call, the further proceedings relating thereto shall be adjourned to a time subsequent to the day appointed for the payment thereof, and afterwards from time to time so long as may be necessary; and at the time appointed by any such adjournment, or upon a summons to enforce payment of the call, duly served, and upon proof of the service of the order and notice of the amount due, and non-payment an order may be made for such of the contributories who have made default, or of such of them against whom it shall be thought proper to make such order, to pay the sum which by such former order and notice they were respectively required to pay, or any less sum which may appear to be due from them respectively.

Proceedings under order.
[*ibid.*, r. 35]

Payment in of moneys and Deposit of Securities.

37. If any official liquidator shall not pay all the moneys received by him into Court or such Bank as aforesaid to the account of the official liquidator of the company, within seven days next after the receipt thereof, unless the Judge shall have otherwise directed, such official liquidator shall be charged in his account with \$5 for every \$500 and a proportionate sum for any larger amount, retained in his hands beyond such period, for every seven days during which the same shall have been so retained, and the Judge may, for any such retention, disallow the salary or remuneration of such official liquidator.

Default of payment into court or bank.
[*ibid.*, r. 36]

38. All bills, notes, and other securities payable to the company or to the official liquidator thereof shall, as soon as they shall come to the hands of such official liquidator, be deposited by him in Court or such Bank as the Court may direct for the purpose of being presented by the Registrar or by the Bank (as the case may be) for acceptance and payment, or for payment only, (as the case may be).

Bills, &c., to be deposited in court or a bank.
[*ibid.*, r. 37]

39. All orders for payment of calls, balances, or other moneys due from any contributory or other person, shall direct the same to be paid into Court or such Bank as the Court may direct to the account of the official liquidator of the company, unless on account of the smallness of the amount or other cause, it shall, having regard to the amount of the security given by the official liquidator, be thought proper to direct payment thereof to the official liquidator; Provided that where any such order has been made directing payment of a specific sum into Court or some Bank in case it shall be thought proper for the purpose of enabling the official liquidator to issue execution or take other proceedings to enforce the payment thereof, or for any other reason, an order may, either before service of such former order, or after the time thereby fixed for payment, be made, without notice, for payment of the same sum to the official liquidator.

Call, &c., to be paid into court or bank.
[*ibid.*, r. 38]

40. At the time of the service of any order for payment into Court or such Bank, as aforesaid the official liquidator shall give to the party served a notice, for the purpose of informing him how the payment is to be made; and before the time fixed for such payment, the liquidator shall furnish the Registrar or the cashier of such Bank as aforesaid with a certificate of payment to be signed by the Registrar or cashier and delivered to the party paying in the money therein mentioned.

Notice as to payment into court or bank.
[*ibid.*, r. 39]

41. For the purpose of enforcing any order for payment of money into Court or into a Bank an affidavit of non-payment by the official liquidator, shall be sufficient evidence of the non-payment thereof.

Affidavit of non-payment.
[*ibid.*, r. 40]

42. All moneys, bills, notes, and other securities paid and delivered into Court or into a Bank shall be placed to the credit of the account of the official liquidator of the company; and orders for any such payment and delivery shall direct the same accordingly.

Title of account of moneys paid in.
[*ibid.*, r. 41]

Delivery out of Securities, and Payment out and Investment of Moneys.

43. All bills, notes, and other securities delivered into Court or to any such Bank as aforesaid, shall be delivered out upon a request signed by the official liquidator, and countersigned by the Registrar and moneys placed to the account of the official liquidator shall be paid out upon cheques or orders signed by the official liquidator and countersigned by the Registrar.

Cheques and requests.
[*ibid.*, r. 42]

- Investment.**
[*ibid.*, r. 43]
44. All or any part of the money for the time being standing to the credit of the account of the official liquidator in Court or at any such Bank as aforesaid and not immediately required for the purposes of the winding-up, may be invested as the Court may direct in the name of the official liquidator. All such investments shall be made upon a request signed by the official liquidator, and countersigned by the Registrar and which request shall be a sufficient authority for debiting the account with the purchase money and the securities share-certificates or other documents representing such investments shall be retained by or deposited with the Registrar or such Bank as aforesaid in the name and on behalf of the official liquidator and such investments shall not afterwards be sold or transferred or otherwise dealt with except upon a direction for that purpose signed by the official liquidator and countersigned by the Registrar or under an order to be made by the Judge.
- Receipt of dividends.**
[*ibid.*, r. 44]
45. All dividends and interest to accrue due upon any such investments shall from time to time be received by the Registrar or by such Bank as aforesaid under a power of attorney to be executed by the official liquidator and placed to the credit of the account of such official liquidator.

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Meetings of Creditors or Contributories.

- Notice.**
[*ibid.*, r. 45]
46. When the judge shall direct a meeting of the creditors or contributories of the company to be summoned under the 88th or 137th section of *The Companies Ordinance 1865* the official liquidator shall give notice in writing seven clear days before the day appointed for such meeting, to every creditor or contributory, of the time and place appointed for such meeting, and of the matter upon which the judge desires to ascertain the wishes of the creditors or contributories; or, if the judge shall so direct, such notice may be given by advertisement in which case the object of the meeting need not be stated, and it shall not be necessary to insert such advertisement in the *Gazette*.
- Votes.**
[*ibid.*, r. 46]
47. The votes of the creditors or contributories of the company at any meeting summoned by the direction of the judge, may be given either personally or by proxy but no creditor shall appoint a proxy who is not a creditor of the company whose debt or claim has been allowed, and no contributory shall appoint a proxy who is not a contributory of the company.
- Memorandum as to calling meeting.**
[*ibid.*, r. 47]
48. The direction of the judge for any meeting of creditors or contributories under the 88th or 137th section of *The Companies Ordinance 1865* and the appointment of a person to act as chairman of any such meeting, shall be testified by a memorandum signed by the Registrar.

Direction or Sanction of the Judge.

- Bill of exchange or promissory note.**
[*ibid.*, r. 48]
49. The sanction of the judge to the drawing, accepting, making and indorsing of any bill of exchange or promissory note by any official liquidator shall be testified by a memorandum on such bill of exchange, or promissory note, signed by the Registrar.
- Compromise.**
[*ibid.*, r. 49]
50. Every application for the sanction of the judge to a compromise with any contributory or other person indebted to the company shall be supported by the affidavit of the official liquidator that he has investigated the affairs of such contributory or person, and stating his belief that the proposed compromise will be beneficial to the company, and his reasons for such belief; and the sanction of the judge thereto shall be testified by a memorandum, signed by the Registrar on the agreement of compromise unless any party shall desire to appeal from the decision of the judge, in which case an order shall be drawn up for that purpose.
- Other cases.**
[*ibid.*, r. 50]
51. The direction, or sanction of the judge for any other proceeding or act to be taken or done by the official liquidator shall be obtained upon summons, and an order shall be drawn up thereon, unless the judge shall otherwise direct.

Application to the Court or Judge under Sections 125, 126, 129, 155 and 156 of the Companies Ordinance 1865.

- Application how made.**
[*ibid.*, r. 51]
52. Every application under the 125th, 126th or 129th section of *The Companies Ordinance 1865* shall be made by petition or motion, or if the judge shall so direct, by summons at chambers; and every application under the 155th or 156th section of the said Ordinance shall be made by petition.

Orders.

- Drawing up orders.**
[*ibid.*, s. 52]
53. All orders made in chambers shall be drawn up in chambers, unless specially directed to be drawn up by the Registrar and shall be entered in the same manner, as other orders made in chambers.

Advertisements.

- Insertion of advertisements.**
[*ibid.*, r. 53]
54. When an advertisement is required for any purpose except where otherwise directed by these Rules, the advertisement shall be inserted once in the *Gazette*, and in such other newspaper or newspapers, and for such number of times as may be directed. The judge may, in such cases as he shall think fit, dispense with any advertisement required by these Rules.

Admission of Documents.

- Notice to admit.**
[*ibid.*, r. 54]
55. Any party to any proceeding in Court or chambers relating to the winding-up of a Company may by notice in writing call on any other party thereto competent to admit the same, to admit any document saving all just exceptions; and in case of refusal or neglect so to admit, the costs of proving such document shall be paid by the party so refusing or neglecting unless, the judge shall be of opinion that the refusal to admit was reasonable; and no costs of proving any document shall be allowed unless such notice shall have been given, except in cases where the omission to give such notice has been, in the opinion of the Registrar on taxation, a saving of expense.

Affidavits.

56. Where an order shall have been made for the winding-up of any company, any person intending to use any affidavit in any proceeding under such order, shall file the same with the Registrar and give notice thereof to the official liquidator. The person, other than the official liquidator, filing the affidavit shall not be required to take an office copy thereof, but an office copy thereof shall be taken by the official liquidator, and he shall produce the same at the hearing of any application or proceeding upon which it is intended to be used, unless the judge shall otherwise direct.

Filing and office copies of affidavits. [*ibid*, r. 55]

Certificate of Registrar.

57. The certificate of the Registrar shall be in such form as he may deem necessary and when prepared and settled shall be transcribed in such form and within such time as the Registrar shall require, and shall be signed by the Registrar either then or (if necessary) at an adjournment to be made for that purpose.

Form of Registrar's certificate. [S. B. C. (England), 1883, order LV, r. 57 substituted for Cons. Ord. XXXV, r. 48]

58. Any party may before the proceedings before the Registrar are concluded, take the opinion of the judge upon any matter arising in the course of the proceedings without any fresh summons for that purpose.

Time for taking opinion of judge before certificate signed by him. [*ibid*, r. 69. Note Cons. Ord. XXXV, r. r. 49 to 51 are not revived]

59. Every certificate with the accounts (if any) to be filed there-with shall be filed by the Registrar and shall thenceforth be binding on all the parties to the proceedings unless discharged or varied upon application by summons to be made before the expiration of eight clear days after the filing of the certificate.

When certificate becomes binding application to discharge or vary it. [*ibid*, r. 70]

60. The judge may if the special circumstances of the case require it upon an application by motion or summons for the purpose direct a certificate to be discharged or varied at any time after the same has become binding on the parties.

Discharge or variation after lapse of time. [*ibid*, r. 71]

Register and File of Proceedings.

61. Notes shall be kept of all proceedings in chambers by the judge's clerk with proper dates, so that all the proceedings in each matter may appear consecutively and in chronological order with a short statement of the questions or points decided or ruled at every hearing and no document or proceedings are to be filed with the Registrar, unless the judge shall otherwise direct.

Register of proceedings. [General Order 1862, v. 57. Consolidated order XXXV, r. 57 as altered by S. B. C., 1883, (England) Ord. LV, r. 73]

62. All orders, exhibits, admissions, memorandums, and office copies of affidavits, examinations, depositions, and certificates, and all other documents relating to the winding-up of any company, shall be filed by the official liquidator, as far as may be, in one continuous file and such file shall be kept by him or otherwise, as the judge may from time to time direct. Every contributory of the company, and every creditor thereof whose debt or claim has been allowed, shall be entitled, at all reasonable times, to inspect such file free of charge, and, at his own expense, to take copies or extracts from any of the documents comprised therein, or to be furnished with such copies or extracts at a rate not exceeding five cents per folio of seventy-two words; and such file shall be produced in Court, or before the judge, and otherwise, as occasion may require.

File of proceedings. [General Order, 1862, r. 58]

Provisional Official Liquidator.

63. All the above Rules relating to official liquidators shall, as far as the same are applicable, and subject to the directions of the judge in each case, apply to provisional official liquidators.

Provisional official liquidator. [*ibid*, r. 59]

Attendance and Appearance of Parties.

64. Every person for the time being, on the list of contributories of the company left with the Registrar by the official liquidator, and every person having a debt or claim against the company, allowed by the judge, shall be at liberty, at his own expense, to attend the proceedings before the judge, and shall be entitled, upon payment of the costs occasioned thereby, to have notice of all such proceedings as he shall by written request desire to have notice of; but if the judge shall be of opinion that the attendance of any such person upon any proceeding has occasioned any additional costs which ought not to be borne by the funds of the company, he may direct such costs or a gross sum in lieu thereof, to be paid by such person; and such person shall not be entitled to attend any further proceedings until he has paid the same.

Attendance of parties. [*ibid*, r. 60]

65. The judge may from time to time appoint any one or more of the contributories, or creditors, as he thinks fit, to represent before him, at the expense of the company, all or any class of the contributories or creditors, upon any question as to a compromise with any of the contributories or creditors, or in and about any other proceedings before him relating to the winding-up of the company, and may remove the person or persons so appointed. In case more than one person shall be so appointed, they shall unite in employing the same solicitor to represent them.

Appointment of representative party. [*ibid*, r. 61]

66. No contributory or creditor shall be entitled to attend any proceedings at the chambers of the judge, unless and until he or his duly constituted attorney has entered in a book to be kept by the Registrar for that purpose his name and address, and the name and address of his solicitor (if any), and upon any change of his address or of his solicitor, his new address, and the name and address of his new solicitor.

Particulars to be given before attendance. [*ibid*, r. 62]

Services of Summonses, Notices, &c.

67. Services upon contributories and creditors shall be effected (except when personal service is required) by delivering the notice, or a copy of the summons or order or other proceeding at, or by sending the same through the post in a pre-paid letter addressed to the solicitor of the party to be served (if any) or otherwise to the party

Service how effected. [*ibid*, r. 63]

himself at the address entered or last entered pursuant to the preceding Rule; or if no such entry has been made, then, if a contributory, at or to his last known address or place of abode; and if a creditor, at or to the address given by him, pursuant to the foregoing Rule 21; and the delivery and the time of the delivery of such notice, or copy, summons, order, or other proceeding may be proved by the affidavit of the party delivering the same and if such notice or copy, summons, order or other proceeding be sent through the post as aforesaid it shall be considered as served at the time, the same ought to be delivered in the due course of delivery by the post office, and notwithstanding the same may be returned by the post office.

Name of person in complete. [ibid, r. 64]

68. No service under these Rules shall be deemed invalid by reason that the Christian name or name other than the surname or any of the Christian names or other names aforesaid of the person on whom service is sought to be made, has been omitted or designated by initial letters, in the list of contributories, or in the summons, order, notice, or other document wherein the name of such contributory or creditor is contained, provided the judge is satisfied that such service is in other respects sufficient.

Proceedings on termination. [ibid, r. 65]

69. Upon the termination of the proceedings in chambers for the winding-up of any company, a balance-sheet shall be brought in by the official liquidator of his receipts and payments, and verified by his affidavit; and the official liquidator shall pass his final account, and the balance (if any) due thereon shall be certified. And upon payment of such balance in such manner as the Court or judge shall direct, the recognizance entered into by the official liquidator and his sureties may be vacated.

Dissolution of company. [ibid, r. 66]

70. When the official liquidator has passed his final account, and the balance (if any) certified to be due thereon has been paid in such manner as the judge shall direct, a certificate shall be made by the Registrar that the affairs of the company have been completely wound up; and in case the company has not been already dissolved, the official liquidator shall, immediately after such certificate has become binding, apply to the judge for an order that the company be dissolved from the date of such order.

Deposit of filed proceedings. [ibid, r. 67]

71. When the proceedings for winding up any company have been completed, the file of proceedings and the book containing the official liquidator's account, shall be deposited with the Registrar.

Duties of Solicitor of Official Liquidator.

Duties of solicitor. [ibid, r. 72]

72. The solicitor of the official liquidator shall conduct all such proceedings as are ordinarily conducted by solicitors of the Court; and where the attendance of his solicitor is required on any proceeding in Court or Chambers, the official liquidator need not attend in person, except in cases where his presence is necessary in addition to that of his solicitor, or the judge shall direct him to attend.

Petition to reduce Capital.

Title of petition to reduce capital. [General Order March, 1868, r. 2]

73. Every Petition for an order confirming a special resolution for reducing the capital of a company, and all notices, affidavits, and other proceedings under such petition, shall be intitled in the matter of *The Companies Ordinances 1877 and 1886* and of the company in question.

Certificate before petition placed in list. [ibid, r. 3]

74. No such petition, as mentioned in the preceding Rule, shall be placed in the hearing list until after the expiration of eight clear days from the filing of such certificate as is hereinafter mentioned in the 85th Rule.

Proceedings after petition presented. [ibid, r. 4]

75. When any such petition as last aforesaid has been presented, application may be made, *ex parte* by summons in chambers, to the judge for directions as to the proceedings to be taken for settling the list of creditors entitled to object to the proposed reduction and the judge may thereupon fix the date with reference to which the list of such creditors is to be made out, pursuant to the 12th section of *The Companies Ordinance 1877* and may, either at the same time or afterwards, as he shall think fit, give such directions as are hereinafter mentioned in the 76th and 77th Rules.

Advertisement of petition. [ibid, r. 5]

76. Notice of the presentation of the petition shall be published at such times, and in such newspapers as the judge shall direct, so that the first insertion of such notice be made not less than one Calendar month before the day of the date fixed as hereinbefore mentioned in the 75th Rule.

Affidavit as to creditors. [ibid, r. 6]

77. The company shall, within such time as the judge shall direct, file with the Registrar an affidavit made by some officer or officers of the company competent to make the same, verifying a list containing the names and addresses of the creditors of the company at the date fixed as hereinbefore mentioned in the 75th Rule and the amounts due to them respectively.

Contents of affidavit. [ibid, r. 7]

78. The person making such affidavit shall state therein his belief that such list is correct, and that there was not at the date so fixed as aforesaid any debt, or claim which, if that date were the commencement of the winding-up of the company would be admissible in proof against the company, except the debts set forth in such list, and shall state his means of knowledge of the matters deposed to in such affidavit.

Inspection of list of creditors. [ibid, r. 8]

79. Copies of such list containing the names and addresses of the creditors, and the total amount due to them, but omitting the amounts due to them respectively or (as the judge shall think fit) complete copies of such list, shall be kept at the registered office of the company and at the offices of their solicitors and agents (if any) in the Colony and any person desirous of inspecting the same may at any time during the ordinary hours of business, inspect and take extracts from the same on payment of the sum of fifty cents.

Notice to creditors. [ibid, r. 9]

80. The company shall, within seven days after the filing of such affidavit, or such further time as the judge may allow, send to each creditor whose name is entered in the said list, a notice stating the amount of the proposed reduction of capital, and the amount of the debt for which such creditor is entered in the said list, and the time (such time to be fixed by the judge) within which if he claims to be a creditor for a larger amount, he must send in his name and address, and the particulars of his debt, or claim, and the name and address of his solicitor (if any) to the solicitor of the Company; and such notice may be delivered by hand or sent through the post in a prepaid letter addressed to each creditor at his last known address or place of abode.

81. Notice of the list of creditors shall, after the filing of the affidavit mentioned in the 77th Rule be published at such times, and in such newspapers, as the judge shall direct. Every such notice shall state the amount of the proposed reduction of capital, and the places where the aforesaid list of creditors may be inspected and the time within which creditors of the company who are not entered on the said list, and are desirous of being entered therein, must send in their names and addresses, and the particulars of their debts or claims, and the names and addresses of their solicitors (if any) to the solicitor of the company.

Advertisement as to list of creditors
[*ibid.*, r. 10]

82. The company shall, within such time as the judge shall direct, file, with the Registrar an affidavit made by the person to whom the particulars of debts or claims are, by such notices as are hereinbefore mentioned in the 80th and 81st Rules required to be sent in stating the result of such notices respectively, and verifying a list containing the names and addresses of the persons (if any) who shall have sent in the particulars of their debts or claims in pursuance of such notices respectively and the amounts of such debts or claims and some competent officer or officers of the company shall join in such affidavit, and shall in such list distinguish which (if any) of such debts and claims are wholly, or as to any and what part thereof admitted by the company, and which (if any) of such debts and claims are wholly, or as to any and what part thereof, disputed by the company.

Affidavit as to result of rules 79 and 80.
[*ibid.*, r. 11]

83. If any debt or claim, the particulars of which are so sent in, shall not be admitted by the company at its full amount, then and in every such case, unless the company are willing to set apart and appropriate in such manner as the Judge shall direct the full amount of such debt or claim, the company shall, if the Judge thinks fit so to direct, send to the creditor, a notice that he is required to come in and prove such debt or claim, or such part thereof as is not admitted by the company, by a day to be therein named, being not less than four clear days after such notice and being the time appointed by the Judge for adjudicating upon such debts and claims, and such notice shall be sent in the manner hereinbefore mentioned in the 80th Rule.

Proceedings where claim not admitted.
[*ibid.*, r. 12]

84. Such creditors as come in to prove their debts or claims in pursuance of any such notice as is hereinbefore mentioned in the 83rd Rule shall be allowed their costs of proof against the company, and be answerable for costs, in the same manner as in the case of persons coming in to prove debts under a judgment or decree in a suit.

Costs of proof.
[*ibid.*, r. 13]

85. The result of the settlement of the list of creditors shall be stated in a certificate by the Registrar and such certificate shall state what debts or claims (if any) have been disallowed, and shall distinguish the debts or claims the full amount of which the company are willing to set apart and appropriate, and the debts or claims (if any) the amount of which has been fixed by inquiry and adjudication in manner provided by section 13 of *The Companies Ordinance 1877* and the debts or claims (if any) the full amount of which is not admitted by the company, nor such as the company are willing to set apart and appropriate, and the amount of which has not been fixed by inquiry and adjudication as aforesaid and shall shew which of the creditors have consented in writing to the proposed reduction, and the total amount of the debts due to them, and the total amount of the debts or claims the payment of which has been secured in manner provided by the said 13th section and the persons to or by whom the same are due or claimed; but it shall not be necessary to shew in such certificate the several amounts of the debts or claims of any persons who have consented in writing to the proposed reduction or the payment of whose debts or claims has been secured as aforesaid.

Registrar's certificate as to creditors.
[*ibid.*, r. 14]

86. After the expiration of eight clear days from the filing of such last-mentioned certificate, the petition may be placed in the hearing list upon a note from the Registrar to the Judge's clerk stating that the certificate has been filed and become binding.

Placing petition in list.
[*ibid.*, r. 15]

87. Before the hearing of the petition, notices stating the day on which the same is appointed to be heard shall be published at such times and in such newspapers as the Judge shall direct.

Advertisement of hearing.
[*ibid.*, r. 16]

88. Any creditor settled on the said list whose debt or claim has not, before the hearing of the petition, been discharged or determined, or been secured in manner provided by the 13th Section of *The Companies Ordinance 1877* and who has not before the hearing signed a consent to the proposed reduction of capital, may if he thinks fit, upon giving two clear days' notice to the solicitor of the company of his intention so to do, appear at the hearing of the petition and oppose the application.

Who may appear.
[*ibid.*, r. 17]

89. Where a creditor who appears at the hearing under the last preceding Rule is a creditor the full amount of whose debt or claim is not admitted by the company, and the validity of such debt or claim has not been inquired into and adjudicated upon under section 13th of *The Companies Ordinance 1877* the costs of and occasioned by his appearance shall be dealt with as to the Court shall seem just, but in all other cases a creditor appearing under the last preceding Rule shall be entitled to the costs of such appearance, unless the Court shall be of opinion that in the circumstances of the particular case his costs ought not to be allowed.

Costs of appearance.
[*ibid.*, r. 18]

90. When the petition comes on to be heard, the Court may, if it shall so think fit, give such directions as may seem proper with reference to the securing in manner mentioned in Section 13th of *The Companies Ordinance 1877* the payment of the debts or claims of any creditors who do not consent to the proposed reduction; and the further hearing of the petition may, if the Court shall think fit, be adjourned for the purpose of allowing any steps to be taken with reference to the securing in manner aforesaid the payment of such debts or claims.

Directions at the hearing.
[*ibid.*, r. 19]

Order confirm-
ing reduction.
[*ibid.*, r. 30]

91. Where the Court makes an order confirming a reduction, such order shall give directions in what manner and in what newspapers, and at what times, notice of the registration of the order and of such minute as mentioned in the 14th section of *The Companies Ordinance 1887* is to be published; and shall fix the date until which the words *and Reduced* are to be deemed part of the name of the company as mentioned in the 10th section of the said Ordinance.

Forms.

Forms.
[General
Order, 1862, r.
69]

92. The forms in use in England as prescribed by The General Orders of November 1862 and March 1868 in relation to joint stock Companies or any subsequent order or Rules of Court in England may so far as circumstances will permit and with such variations as the circumstances of each case may require, be used for the purposes of *The Companies Ordinances 1865 to 1886* and of these Rules.

Fees.

Solicitor's
fees.
[*ibid.*, r. 70]

93. Solicitors shall be entitled to charge, and be allowed the fees set forth and referred to in the first schedule hereto, unless the Court or Judge shall otherwise especially direct.

Court fees.
[*ibid.*, r. 71]

94. The fees of Court set forth and referred to in the second schedule hereto, shall be paid in relation, to proceedings in the Court under *The Companies Ordinances 1865 to 1886* and shall be collected by means of stamps.

Taxation of Costs.

Taxation of
costs.
[*ibid.*, r. 72]

95. Where an order is made in Court or chambers for payment of any costs, the order shall direct the taxation thereof by the Registrar except on interlocutory applications in cases where the Court deems it proper to direct or award a gross sum in lieu of taxed costs to be paid by any party to any other party.

Power of Judge.

General power
of judge.
[*ibid.*, r. 73]

96. The Court and a Judge sitting in chambers, shall have power to enlarge, or abridge the time in these rules prescribed for doing any act, or taking any proceeding to adjourn, or review any proceeding and to give any direction as to the course of proceeding, and in particular such power shall be had and exercised when any creditor contributory or other person upon or to whom any petition summons notice or other document is required to be served, sent, delivered or given or by whom any act is required to be done, is not resident or has no known representative or attorney within the Colony.

[new]

General.

General prac-
tice to apply.
[*ibid.*, r. 74]

97. The general practice of the Court including the course of proceeding and practice of the judges' chambers, shall, in cases not provided for by *The Companies Ordinances 1865 to 1886* or these Rules, and so far as the same are applicable, and not inconsistent with the said Ordinances or these Rules, apply to all proceedings for winding-up a company.

Time for
appeal.
[H. S. C. Eng-
land Ord. 58,
r. r. 9, 15]

98. Notwithstanding any thing in the Hongkong code of civil Procedure to the contrary the time for appealing to the Full Court as thereby defined from any order or decision of any judge sitting alone either in Court or Chambers in the matter of the winding-up of a company under the provisions of *The Companies Ordinances 1865 to 1886* or any Ordinance amending the same and of these Rules shall except by special leave of the Court or Judge be limited to twenty-one days. Such period shall be calculated in the case of an appeal from an order in chambers from the time when such order or decision was pronounced or when the appellant first had notice thereof, and in all other cases from the time at which the judgment or order is signed entered or otherwise perfected or in the case of the refusal of an application from the date of such refusal.

THE FIRST SCHEDULE.

Fees and Charges to be allowed Solicitors.

For preparing and drawing up every order made at Chambers and at the Registrar's Office to get the same entered,.....	\$ 3.00
For engrossing every order in addition to the above per folio, ..	.10
For other duties performed according to any scale of fees and charges of the practice of the Supreme Court for the time being in force	

THE SECOND SCHEDULE.

Court Fees in Judges Chambers.

For every summons,75
For every order drawn up by the Judge's Clerk,	1.50
For every advertisement,	5.00
For every certificate,	1.50
For every oath, affirmation, declaration, or attestation upon honor,50

By the Registrar.

For every order made in Court,	5.00
Do., Do., in Chambers,	1.50
For every office copy of an order,	1.50
Upon the presentation of every petition,	5.00

By the Registrar as Taxing Master.

For every summons but not more than one summons is to be issued on one bill or set of bills unless the Registrar shall think it necessary to issue a fresh summons,75
On signing every report and certificate,	2.50
Upon the taxation of every bill of costs as taxed where the amount shall not exceed \$100,	2.50
Upon every additional \$100 or fractional part thereof a further fee of,	2.50
For every oath, affirmation declaration or attestation upon honor,50

LS

W. H. MARSH.

No. 31 OF 1886.

An Ordinance enacted by the Governor of Hongkong, with the advice of the Legislative Council thereof, entitled *An Ordinance for preserving an authentic record of the Ordinances of the Colony and for other purposes.*

[12th January, 1887.]

WHEREAS a collection of the Ordinances of the Colony from the commencement thereof down to and inclusive of Ordinance No. 30 of 1886, partly composed of Original Ordinances, and partly of copies in print and manuscript, has been made by, and under the direction of the Commissioners appointed by the Governor for the Revision of the Ordinances, and the same has been certified by the Secretary to the Commissioners, and deposited for safe custody with the Registrar of the Supreme Court, and it is expedient to make provision in respect thereof and for the recording of all future Ordinances and of all Proclamations in relation thereto and of all Rules, Regulations, and Orders made under or in pursuance of such Ordinances: Be it enacted by the Governor of Hongkong, with the advice of the Legislative Council thereof, as follows:—

1. This Ordinance may be cited for all purposes as *The Statute Law Preservation Ordinance, 1886.*

Short title.

2. Ordinances No. 7 of 1864 and No. 10 of 1875 are hereby repealed, but such repeal shall not affect the past operation of the said Ordinances or either of them.

Repeal.

3. The collection of the Ordinances, so deposited as aforesaid, is hereby declared and shall be taken to be a true and authentic record of the Ordinances therein comprised, as if they were all original Ordinances duly authenticated under the hand of the Governor for the time being and the Seal of the Colony.

The collection of Ordinances to form an authentic record of such Ordinances as past.

4. From and after the commencement of this Ordinance, this and all Ordinances upon receiving the assent of the Governor and all proclamations relating thereto and all such Rules, Orders and Regulations as aforesaid immediately after they have been made by the Governor shall be transmitted by the Clerk of Councils, certified under hand of the Governor and the Seal of the Colony to the Registrar of the Supreme Court, for record; and such Ordinances, Proclamations, Rules, Regulations, and Orders shall be deemed and considered in the Colony to be the originals thereof and may be proved in any Court or Judicial proceedings by the production of an examined copy thereof or of a copy certified under the hand of the said Registrar.

Recording of Ordinances, &c. (see Colonial Rules and Regulations r. 181).

5. The said Registrar shall carefully preserve the said collection and shall file all such Ordinances, Proclamations, Rules, Regulations and Orders as may hereafter be transmitted to him.

Registrar to preserve them.

6. Any such Ordinances, Proclamations, Rules, Regulations or Orders published in the *Gazette* and also any copies thereof purporting to be printed by the Government printers, by authority, shall be deemed and accepted as *prima facie* evidence of the contents thereof.

Gazette and Government printers copies to be *prima facie* evidence.

7. Any person shall be entitled to inspect the said Ordinances within the office hours of the Supreme Court on payment of 25 cents for each inspection not exceeding three hours and to take copies or extracts therefrom on payment of 25 cents per folio of 72 words for each copy or extract.

Inspection and copies.

Passed the Legislative Council of Hongkong, this 10th day of December, 1886.

ARATHOON SETH,
Clerk of Councils.

Assented to by His Excellency the Officer Administering the Government, the 12th day of January, 1887.

FREDERICK STEWART,
Acting Colonial Secretary.