

No. 1018.

Companies (Winding-up) Rules, 1936.

The Companies (Winding-up) Rules, 1936, made by the Chief Justice pursuant to the Companies Ordinance, 1932, section 282, and approved by the Legislative Council on the 30th day of December, 1936.

The references in the margin, "R1", etc., are to the English Companies (Winding-up) Rules, 1929.

Preliminary.

1. Subject to the limitation hereinafter mentioned these Rules shall apply to the proceedings in every Winding-up under the Ordinance of a Company, which shall commence on and after the date on which these Rules come into operation, and they shall also, so far as practicable, and subject to any general or special order of the Court, apply to all proceedings which shall be taken or instituted after the said date, in the Winding-up of a Company which commenced on or after the 1st day of July, 1933. Rules which from their nature and subject matter are, or which by the head lines above the group in which they are contained or by their terms are made applicable only to the proceedings in a Winding-up by the Court, or only to such proceedings and proceedings in a creditors voluntary Winding-up shall not apply to the proceedings in a voluntary Winding-up, or as the case may be in a members' voluntary Winding-up whether any such voluntary Winding-up is or is not being continued under the supervision of the Court.

Application
of rules.
R 1.

2. In these Rules, unless the context or subject-matter otherwise requires:—

Interpreta-
tion of
terms.

"The Ordinance" means the Companies Ordinance, 1932.

R 2.

"The Company" means a company which is being wound-up, or against which proceedings to have it wound-up have been commenced.

"Court" means the Supreme Court of Hong Kong and includes any Judge thereof.

"Creditor" includes a corporation, and a firm of creditors in partnership.

"Gazetted" means published in the *Hong Kong Government Gazette*.

"Liquidator" includes an Official Receiver when acting as Liquidator.

"Official Receiver" includes any officer appointed by the Governor to discharge the duties of Official Receiver under the Ordinance and includes a Deputy Official Receiver so appointed.

"Proceedings" means the proceedings in the winding-up of a Company under the Ordinance.

"Registrar" means the Registrar of the Court and includes a Deputy Registrar.

“Bailiff” means the Bailiff of the Court and includes an Assistant Bailiff.

“The Rules” means these Rules, and includes the prescribed Forms.

“Sealed” means sealed with the seal of the Court.

“Taxing Officer” means the officer of the Court whose duty it is to tax costs in the proceedings of the Court under its ordinary jurisdiction.

Use of
forms in
Appendix.
R 3

3. The forms in the Appendix, where applicable, and where they are not applicable forms of the like character, with such variations as circumstances may require, shall be used. Where such forms are applicable any costs occasioned by the use of any other or more prolix forms shall be borne by or disallowed to the party using the same, unless the Court shall otherwise direct.

Court and Chambers.

Office of
Registrar in
the Court.
R 4.

4.—(1) All proceedings in the winding-up of Companies in the Court shall be attached to the Registrar, who shall, together with the necessary clerks and officers, and subject to the Ordinance and Rules, act under the general or special directions of a Judge.

(2) In every cause or matter within the jurisdiction of a Judge, whether by virtue of the Ordinance or otherwise, the Registrar shall, in addition to his powers and duties under the Rules, have all the powers and duties of a Master, Registrar, or Taxing Master.

Matters in
Court to be
heard in
Court and
Chambers.
R 5 and
R 6.

5.—(1) The following matters and applications in the Court shall be heard before a Judge in open Court :—

(a) Petitions.

(b) Appeals to the Court from the Official Receiver when acting as Official Receiver and not as Liquidator.

(c) Applications under section 276 of the Ordinance.

(d) Applications by the Official Receiver or liquidator under subsection 3 of section 270 of the Ordinance, or an appeal thereunder.

(e) Applications for the committal of any person to prison for contempt.

(f) Public Examinations.

(g) Applications under sub-section (1) of section 263 of the Ordinance.

(h) Applications to rectify the Register.

(i) Such matters and applications as a Judge may from time to time by any general or special orders direct to be heard before him in open Court.

(2) Examinations of persons summoned before the Court under section 207 of the Ordinance, shall be held in Court or in Chambers as the Court shall direct.

(3) Every other matter or application in the Court under the Ordinance to which the Rules apply may be heard and determined in Chambers.

6. Subject to the provisions of the Ordinance and Rules :—

Applications
in Chambers.
R 7.

(1) The Registrar may under the general or special directions of a Judge hear and determine any application or matter which under the Ordinance and Rules may be heard and determined in Chambers.

(2) Any matter or application before the Registrar may at any time be adjourned by him to be heard before a Judge.

(3) Any matter or application may, if a Judge thinks fit, be adjourned from Chambers to Court, or from Court to Chambers.

7.—(1) Every application in Court other than a petition, shall be made by motion, notice of which shall be served on every person against whom an order is sought, not less than two clear days before the day named in the notice for hearing the motion.

Motions and
Summonses.
R 8.
Form 1.

(2) Every application in Chambers shall be made by summons, which, unless otherwise ordered, shall be served on every person against whom an order is sought, and shall require the person or persons to whom the summons is addressed to attend at the time and place named in the summons.

(3) Every application by the Liquidator to the Court for directions in relation to any particular matter arising under the winding-up shall be made in chambers.

8. Subject to the provisions of the Ordinance, the times of the Sitting of the Court in matters of the winding-up of Companies shall be those which are appointed for the transaction of the general business of the Court, unless a Judge shall otherwise order.

Times for
holding
Court.
R 10.

Proceedings.

9.—(1) Every proceeding in a winding-up matter shall be dated, and shall, with any necessary additions, be intitled as follows :—

Title of
proceedings.
R 11.

IN THE SUPREME COURT OF HONG KONG.

COMPANIES (WINDING-UP). No. OF 19

In the Matter of the Companies Ordinance, 1932.

and in the matter of the company to which it relates. Numbers and dates may be denoted by figures.

(2) The first proceeding in every winding-up matter shall have a distinctive number assigned to it in the office of the Registrar, and all proceedings in any matter subsequent to the first proceeding shall bear the same number as the first proceeding.

10. All proceedings shall be written or printed, or partly written or partly printed, on paper of the size of 13 inches in length and 8 inches in breadth, or thereabouts, and must have a stitching margin; but no objection shall be allowed to any proof or affidavit on account only of its being written or printed on paper of other size.

Written or
printed
proceedings.
R 12.

11. All orders, summonses, petitions, warrants, process of any kind (including notices when issued by the Court) and office copies in any winding-up matter shall be sealed.

Process to
be sealed.
R 13.

Issue of
Summonses.
R 14.

12. Every summons in a winding-up matter in the Court shall be prepared by the Applicant or his Solicitor, and issued from the office of the Registrar. A summons, when sealed, shall be deemed to be issued.

Orders.
R 15.

13. Every order, whether made in Court or in Chambers, in the winding-up of a Company shall be drawn up by the Applicant or his Solicitor and signed by the Registrar, unless in any proceeding, or classes of proceedings, the Judge or Registrar who makes the order shall direct that no order need be drawn up. Where a direction is given that no order need be drawn up, the note or memorandum of the order, signed or initialled by the Judge or the Registrar making the order, shall be sufficient evidence of the order having been made.

File of
proceedings
in office
of Registrar.
R 16.

14. All petitions, affidavits, summonses, orders, proofs, notices, depositions, bills of costs and other proceedings in the Court in a winding-up matter shall be kept and remain of record in the office of the Registrar and, subject to the directions of the Court, shall be placed in one continuous file.

Office
copies.
R 18.

15. All office copies of petitions, affidavits, depositions, papers and writings, or any parts thereof, required by the Official Receiver or any liquidator, contributory, creditor, officer of a Company, or other person entitled thereto, shall be provided by the Registrar, and shall, except as to figures, be fairly written out at length, and be sealed and delivered out without any unnecessary delay, and in the order in which they shall have been bespoken.

Inspection
of file.
R 19.

16. Every person who has been a director or officer of a Company which is being wound up, shall be entitled, free of charge, and every contributory and every creditor whose claim or proof has been admitted shall be entitled on payment of a fee of one dollar for each inspection per diem, at all reasonable times, to inspect the file of proceedings and to take copies or extracts from any document therein, or to be furnished with such copies or extracts upon payment of fifty cents per folio of seventy-two words, each figure being counted as a word.

Use of
file by
Official
Receiver.
R 20.

17. Where, in the exercise of his functions under the Ordinance or Rules, the Official Receiver requires to inspect or use the file of proceedings the Registrar shall (unless the file is at the time required for use in Court or by him) on request, transmit the file of proceedings to the Official Receiver, and the Registrar may, in his discretion, permit the Official Receiver to retain in his custody for such time as the Registrar may think fit any file or files of proceedings.

Defacement
of stamps.
R 21.

18. Every officer of the Court who shall receive any document to which an adhesive stamp shall be affixed, shall immediately upon receipt of the document deface the stamp thereon and no such document shall be filed or delivered until the stamp thereon shall have been so defaced.

Service and Execution of Process and Enforcement of Orders.

Duties of
Bailiff.
R 22.

19.—(1) It shall be the duty of the Bailiff to serve such orders, summonses, petitions and notices as the Court may require him to serve; to execute warrants and other process; to attend any sittings of the Court if so required by the Court (but not sittings in Chambers); and to do and perform all such things as may be required of him by the Court.

(2) Nothing in this Rule shall require any order, summons, petition, or notice to be served by a bailiff or officer of the Court which is not specially by the Ordinance or Rules required to be so served, unless the Court in any particular proceeding by order specially so directs.

20.—(1) All notices, summonses, and other documents other than those of which personal service is required, may be sent by prepaid post letter to the last known address of the person to be served therewith; and the notice, summons, or document shall be considered as served at the time that the same ought to be delivered in the due course of post by the post office, and notwithstanding the same may be returned by the post office. Service.
R 23.

(2) No service shall be deemed invalid by reason that the name, or any of the names other than the surname of the person to be served, has been omitted from the document containing the person's name, provided that the Court is satisfied that in other respects the service of the document has been sufficient.

21. Every order of the Court made in the exercise of the powers conferred by the Ordinance and Rules, may be enforced by the Court as if it was a judgment or order of the Court made in the exercise of its ordinary jurisdiction. Enforcement
of Orders.
R 24.

Petition.

22. Every petition for the winding-up of a Company by the Court, or subject to the supervision of the Court, shall be in the Forms Nos. 2 and 3 in the Appendix with such variations as circumstances may require. Form of
petition.
R 25.
Forms 2
and 3.

23. A petition shall be presented at the office of the Registrar, who shall appoint the time and place at which the petition is to be heard. Notice of the time and place appointed for hearing the petition shall be written on the petition and sealed copies thereof, and the Registrar may at any time before the petition has been advertised, alter the time appointed, and fix another time. Presentation
of petition.
R 26.

24. Every petition shall be advertised seven clear days or such longer time as the Court may direct before the hearing, as follows:— Advertise-
ment of
petition.
R 27.
Form 4.

(1) In the case of a Company whose registered office, or if there shall be no such office, then whose principal or last known principal place of business is or was situate within the Colony of Hong Kong once in the *Gazette*, and once at least in two Hong Kong daily newspapers, or in such other newspaper as the Court directs.

(2) In the case of any other Company, once in the *Gazette*, and twice at least in one local newspaper circulating in the district where the local register is kept, or the principal or last known principal place of business, as the case may be, of such Company is or was situate, or in such other newspaper as shall be directed by the Court.

(3) The advertisement shall state the day on which the petition was presented, and the name and address of the petitioner, and of his solicitor and shall contain a note at the foot thereof, stating that any person who intends to appear on the hearing of the petition, either to oppose or support, must send notice of his intention to the petitioner, or to his solicitor

within the time and in the manner prescribed by Rule 30, and an advertisement of a petition for the winding-up of a Company by the Court which does not contain such a note shall be deemed irregular.

And if the Petitioner or his Solicitor does not within the time hereby prescribed or within such extended time as the Registrar may allow duly advertise the Petition in the manner prescribed by this Rule the appointment of the time and place at which the Petition is to be heard shall be cancelled by the Registrar and the Petition shall be removed from the file unless a Judge or the Registrar shall otherwise direct.

Service of
petition.
R 28.
Forms 5
and 6.

25. Every petition shall, unless presented by the Company, be served upon the Company at the registered office, if any, of the Company, and if there is no registered office, then at the principal or last known principal place of business of the Company, if any such can be found, by leaving a copy with any member, officer, or servant of the Company there, or in case no such member, officer, or servant can be found there, then by leaving a copy at such registered office or principal place of business, or by serving it on such member of members, officer, or servant of the Company as the Court may direct; and where the Company is being wound up voluntarily, the petition shall also be served upon the Liquidator (if any), appointed for the purpose of winding-up the affairs of the Company.

Verification
of petition.
R 29.
Forms 7
and 8.

26. Every petition for the winding-up of a 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 a corporation, 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.

Copy of
petition
to be
furnished to
creditor or
contributory.
R 30.

27. Every contributory or creditor of the Company shall be entitled to be furnished by the solicitor of the petitioner with a copy of the petition, within 24 hours after requiring same, upon payment of 50 cents per folio of 72 words for such copy, each figure being counted as a word.

Provisional Liquidator.

Appoint-
ment of
Provisional
Liquidator.
R 31.

28.—(1) After the presentation of a petition, upon the application of a creditor, or of a contributory, or of the Company, and upon proof by affidavit of sufficient grounds for the appointment of a Provisional Liquidator, the Court, if it thinks fit, and upon such terms as in the opinion of the Court shall be just and necessary, may make the appointment.

Form 9.

(2) The Order appointing the Provisional Liquidator shall bear the number of the petition, and shall state the nature and a short description of the property of which the Provisional Liquidator is ordered to take possession, and the duties to be performed by the Provisional Liquidator.

(3) Subject to any Order of the Court, if no order for the winding-up of the Company is made upon the Petition, or if an order for the winding-up of the Company on the Petition is rescinded, or if all proceedings on the petition are stayed, or

if an order is made continuing the voluntary winding-up of the Company subject to the supervision of the Court, the Provisional Liquidator shall be entitled to be paid, out of the property of the Company, all the costs, charges, and expenses properly incurred by him as Provisional Liquidator, including such sum as is or would be payable under the scale of fees in force for the time being where the Official Receiver is appointed Provisional Liquidator, and may retain out of such property the amounts of such costs, charges, expenses, and fees.

(4) Where any person other than the Official Receiver has been appointed Provisional Liquidator and the Official Receiver has taken any steps for the purpose of obtaining a statement of affairs or has performed any other duty prescribed by these Rules the Provisional Liquidator shall pay the Official Receiver such sum, if any, as the Court directs.

Hearing of Petitions and Orders Made Thereon.

29. After a petition has been presented, the petitioner, or his Solicitor, shall, on a day to be appointed by the Registrar, attend before the Registrar and satisfy him that the petition has been duly advertised, that the prescribed affidavit verifying the statements therein and the affidavit of service (if any) have been duly filed, and that the provisions of the Rules as to petitions for winding-up Companies have been duly complied with by the petitioner. No order for the winding-up of a Company shall be made on the petition of any petitioner who has not, prior to the hearing of the petition, attended before the Registrar at the time appointed, and satisfied him in manner required by this Rule.

Attendance before hearing to show compliance with rules.
R 32.

30. Every person who intends to appear on the hearing of a petition shall serve on, or send by post to, the petitioner, or his solicitor, at the address stated in the advertisement of the petition, notice of his intention. The notice shall contain the address of such person, and shall be signed by him or his solicitor, and shall be served, or if sent by post shall be posted in such time as in ordinary course of post to reach the address not later than six o'clock in the afternoon of the day previous to the day appointed for the hearing of the petition, or if such day be a Monday, not later than one o'clock in the afternoon of the Saturday previous to such day. The notice shall be in Form 10 with such variations as circumstances may require. A person who has failed to comply with this Rule shall not, without the special leave of the Court, be allowed to appear on the hearing of the petition.

Notice by persons who intend to appear.
R 33.

31. The petitioner, or his solicitor, shall prepare a list of the names and addresses of the persons who have given notice of their intention to appear on the hearing of the petition, and of their respective solicitors, which shall be in Form 11. On the day appointed for hearing the petitioner a fair copy of the list (or if no notice of intention to appear has been given a statement in writing to that effect) shall be handed by the petitioner, or his solicitor, to the Court prior to the hearing of the petition.

List of names and addresses of persons who appear on the petition.
R 34.
Form 11.

32.—(1) Affidavits in opposition to a petition that a Company may be wound up by or subject to the supervision of the Court shall be filed within seven days, or such longer time as the Court may direct, of the date on which the affidavit verifying the petition is filed and notice of the filing of every affidavit in opposition to such a petition shall be given to the petitioner or his solicitor on the day on which the affidavit is filed.

Affidavits in opposition and reply.
R 35.

(2) An affidavit in reply to an affidavit filed in opposition to a petition shall be filed within three days of the date on which notice of such affidavit is received by the petitioner or his solicitor.

Substitution of creditor or contributory for withdrawing petitioner.
R 36.

33. When a petitioner is not entitled to present a petition or whether so entitled or not, where he (1) fails to advertise his petition within the time by these Rules prescribed or such extended time as the Registrar may allow or (2) consents to withdraw his petition, or to allow it to be dismissed, or the hearing adjourned, or fails to appear in support of his petition when it is called on in Court on the day originally fixed for the hearing thereof, or on any day to which the hearing has been adjourned, or (3) if appearing, does not apply for an order in the terms of the prayer of his petition, the Court may, upon such terms as it may think just, substitute as petitioner any creditor or contributory who in the opinion of the Court would have a right to present a petition, and who is desirous of prosecuting the petition. An order to substitute a petitioner may, where a petitioner fails to advertise his petition within the time prescribed by these Rules or consents to withdraw his petition, be made in Chambers at any time.

Order to Wind-up a Company.

Notice that winding-up order has been pronounced to be given to Official Receiver.
R 37.

Forms 12 and 13.

Drawing up and contents of winding-up order.
R 40.

Form 14.

34. When an order for the winding-up of a Company, or for the appointment of a Provisional Liquidator prior to the making of an order for the winding-up of the Company, has been pronounced in Court, the Registrar shall, on the same day, send to the Official Receiver a notice informing him that the order has been pronounced.

The notice may be in Forms 12 and 13 respectively, with such variations as circumstances may require.

35.—(1) It shall be the duty of the petitioner, or his solicitor, and of all other persons who have appeared on the hearing of the petition, at latest on the day following the day on which an order for the Winding-up of a Company is pronounced in Court, to leave with the Registrar a draft of the order and all other documents required for the purpose of enabling the Registrar to complete the order forthwith. It shall not be necessary for the Registrar to make an appointment to settle the order unless in any particular case the special circumstances make an appointment necessary.

(2) An order to wind up a Company or for the appointment of a Provisional Liquidator shall contain at the foot thereof a notice stating that it will be the duty of the person who is at the time Secretary or Chief Officer of the Company, and of such of the persons who are liable to make out or concur in making out the Company's statement of affairs as the Official Receiver may require, to attend on the Official Receiver at such time and place as he may appoint and to give him all information he may require.

Transmission and advertisement of winding-up order.
R 41.

36.—(1) When an order that a Company be wound up, or for the appointment of a Provisional Liquidator has been made :—

(a) Three copies of the order sealed with the seal of the Court shall forthwith be sent by the Registrar to the Official Receiver.

(b) The Official Receiver shall cause a sealed copy of the order to be served upon the Company by prepaid letter addressed to it at the registered office of the Company (if any), or if there is no registered office at its principal or last known

principal place of business, or upon such other person or persons, and in such other manner as the Court may direct, and if the order is that the Company be wound up by the Court, shall forward to the Registrar of Companies the copy of the order which by Section 171 of the Ordinance is directed to be so forwarded by the Company, or otherwise as may be prescribed.

(c) The Official Receiver shall forthwith cause notice of the order to be gazetted. Form 103 (1).

(d) The Official Receiver shall forthwith send notice of the order to such local paper as the Court may from time to time direct, or, in default of such direction, as he may select. Form 16.

(2) An order for the winding-up of a Company, subject to the supervision of the Court, shall before the expiration of twelve days from the date thereof be advertised by the petitioner, once in the *Gazette*, and shall be served on such persons (if any) and in such manner as the Court shall direct. Form 15.

Special Manager.

37. An application by the Official Receiver for the appointment of a special manager shall be supported by a report of the Official Receiver, which shall be placed on the file of proceedings. No affidavit by the Official Receiver in support of the application shall be required. Appointment of Special Manager. R 48.

38. Every special manager shall account to the Official Receiver, and the special manager's accounts shall be verified by affidavit, and, when approved by the Official Receiver, the totals of the receipts and payments shall be added by the Official Receiver to his accounts. Accounting by Special Manager. R 49. Form 17.

Statement of Affairs.

39.—(1) Every person who under section 176 of the Ordinance, has been required by the Official Receiver to submit and verify a statement as to the affairs of a Company, shall be furnished by the Official Receiver with forms and instructions for the preparation of the statement. The statement shall be made out in duplicate, one copy of which shall be verified by affidavit. The Official Receiver shall cause to be filed with the Registrar the verified statement of affairs. Preparation of statement of affairs. R 50. Form 23.

(2) The Official Receiver may from time to time hold personal interviews with every such person for the purpose of investigating the Company's affairs, and it shall be the duty of every such person to attend on the Official Receiver at such time and place as the Official Receiver may appoint and give the Official Receiver all information that he may require.

40. When any person requires any extension of time for submitting the statement of affairs, he shall apply to the Official Receiver, who may, if he thinks fit, give a written certificate extending the time, which certificate shall be filed with the proceedings in the winding-up and shall render an application to the Court unnecessary. Extension of time for submitting statement of affairs. R 51.

41. After the statement of affairs of a Company has been submitted to the Official Receiver it shall be the duty of each person who has made or concurred in making it, if and when required, to attend on the Official Receiver and answer all such questions as may be put to him, and give all such further information as may be required of him by the Official Receiver in relation to the Statement of Affairs. Information subsequent to statement of affairs. R 52.

42. Any default in complying with the requirements of section 176 of the Ordinance, may be reported by the Official Receiver to the Court. Default. R 53.

Expenses of statement of affairs.
R 54.

43. A person who is required to make or concur in making any statement of affairs of a Company shall, before incurring any costs or expenses in and about the preparation and making of the statement, apply to the Official Receiver for his sanction, and submit a statement of the estimated costs and expenses which it is intended to incur; and, except by order of the Court, no person shall be allowed out of the assets of the Company any costs or expenses which have not before being incurred been sanctioned by the Official Receiver.

Dispensing with statement of affairs.
R. 55.

44.—(1) Any application to dispense with the requirements of section 176 of the Ordinance shall be supported by a report of the Official Receiver showing the special circumstances which in his opinion render such a course desirable.

(2) When the Court has made an order dispensing with the requirements of the said section, it may give such consequential directions as it may see fit and in particular it may give directions as to the sending of any notices which are by these Rules required to be sent to any person mentioned in the Statement of Affairs.

Appointment of Liquidator in a Winding-up by the Court.

Appointment of Liquidator on report of meetings of creditors and contributories.
R 56.
Form 24.

45.—(1) As soon as possible after the first meetings of creditors and contributories have been held the Official Receiver, or the Chairman of the meeting, as the case may be, shall report the result of each meeting to the Court.

(2) Upon the result of the meetings of creditors and contributories being reported to the Court, the Court may, if the meeting of creditors and the meeting of contributories have each passed the same resolutions, or if the resolutions passed at the two meetings are identical in effect, upon the application of the Official Receiver, forthwith make the appointments necessary for giving effect to such resolutions. In any other case the Court shall, on the application of the Official Receiver, fix a time and place for considering the resolutions and determinations (if any) of the meetings, deciding differences (if any), and making such order as shall be necessary.

(3) When a time and place have been fixed for the consideration of the resolutions and determinations of the meetings, such time and place shall be advertised by the Official Receiver in such manner as the Court shall direct, but so that the first or only advertisement shall be published not less than seven days before the time so fixed.

(4) Upon the consideration of the resolutions and determinations of the meetings the Court shall hear the Official Receiver and any creditor or contributory.

(5) If a Liquidator is appointed, a copy of the order appointing him shall be transmitted by him to the Official Receiver and the Official Receiver shall, as soon as the Liquidator has given security, cause notice of the appointment to be gazetted. The expense of gazetting the notice of the appointment shall be paid by the Liquidator, but may be charged by him on the assets of the Company.

Forms 25 and 103 (7).

Form 27.

(6) Every appointment of a Liquidator or Committee of Inspection shall be advertised by the Liquidator in such manner as the Court directs immediately after the appointment has been made, and the Liquidator has given the required security.

Forms 103 (8) and (9).

(7) If a Liquidator in a winding-up by the Court shall die, or resign, or be removed, another Liquidator may be appointed in his place in the same manner as in the case of a first ap-

pointment, and the Official Receiver shall, on the request of not less than one-tenth in value of the creditors or contributories summon meetings for the purpose of determining whether or not the vacancy shall be filled; but none of the provisions of this Rule shall apply where the Liquidator is released under section 191 of the Ordinance in which case the Official Receiver shall remain Liquidator.

Notice of Appointment of Liquidator.

46. The notice of the appointment of a Liquidator required by Section 239 of the Ordinance shall be in Form 28 in the appendix to these Rules.

Notice of appointment of Liquidator. Form 28.

Security by Liquidator or Special Manager in a Winding-up by the Court.

47. In the case of a Special Manager or a Liquidator other than the Official Receiver, the following provisions as to security shall have effect, namely:—

Security to satisfaction of Official Receiver. R 57.

(1) The security shall be given to such officers or persons, and in such manner as the Official Receiver may from time to time direct.

Form 26.

(2) It shall not be necessary that security shall be given in each separate winding-up; but security may be given either specially in a particular winding-up, or generally, to be available for any winding-up in which the person giving security may be appointed, either as Liquidator or Special Manager.

(3) The Official Receiver shall fix the amount and nature of such security, and may from time to time, as he thinks fit, either increase or diminish the amount of special or general security which any person has given.

(4) The certificate of the Official Receiver that a Liquidator or Special Manager has given security to his satisfaction shall be filed with the Registrar.

Form 26.

(5) The cost of furnishing the required security by a Liquidator or Special Manager, including any premiums which he may pay to a Guarantee Society, shall be borne by him personally, and shall not be charged against the assets of the Company as an expense incurred in the winding-up.

48.—(1) If a Liquidator or Special Manager fails to give the required security within the time stated for that purpose in the order appointing him, or any extension thereof, the Official Receiver shall report such failure to the Court, who may thereupon rescind the order appointing the Liquidator or Special Manager.

Failure to give or keep up security. R 58.

(2) If a Liquidator or Special Manager fails to keep up his security, the Official Receiver shall report such failure to the Court, who may thereupon remove the Liquidator or Special Manager, and make such order as to costs as the Court shall think fit.

(3) Where an order is made under this Rule rescinding an order for the appointment of or removing a Liquidator, the Court may direct that another Liquidator is to be appointed

and thereupon the same meetings shall be summoned and the same proceedings may be taken as in the case of a first appointment of a Liquidator.

Public Examination.

Report of
Official
Receiver
to be filed.

49. A report made by the Official Receiver pursuant to sub-section (2) of Section 177 of the Ordinance shall state, in a narrative form, the facts and matters which the Official Receiver desires to bring to the notice of the Court, and his opinion as required by the said section.

Appoint-
ment of
time for
considera-
tion of
report.

50. The Official Receiver may apply to the Court to fix a day for the consideration of the report, and on such application the Court shall appoint a day on which the report shall be considered.

Considera-
tion of
report.

R 59.

51. The consideration of the report shall be before a Judge personally in Chambers, and the Official Receiver shall personally, or by Counsel or Solicitor, attend the consideration of the report, and give the Court any further information or explanation with reference to the matter stated in the report which the Court may require.

Order
for public
examination.
Form 29.

52. An order under section 208 of the Ordinance directing any person or persons to attend for public examination shall be in Form 29 with such variations as circumstances may require.

Application
for day for
holding
examination.
R 61.

53. Upon an order directing a person to attend for public examination being made, the Official Receiver shall apply for the appointment of a day on which the public examination is to be held.

Appoint-
ment of
time and
place for
public
examination.
R 62.
Forms 30
and 31.

54. A day and place shall be appointed for holding the public examination, and notice of the day and place so appointed shall be given by the Official Receiver to the person who is to be examined by sending such notice in a registered letter addressed to his usual or last known address.

Notice of
public
examination
to creditors
and contribu-
tories.
R 63.

Form
103 (3).

55.—(1) The Official Receiver shall give notice of the time and place appointed for holding a public examination to the creditors and contributories by advertisement in such newspapers as the Court from time to time may direct, or in default of any such direction as the Official Receiver thinks fit, and shall also cause notice of the appointment to be gazetted.

(2) Where an adjournment of the public examination has been directed, notice of the adjournment shall not, unless otherwise directed by the Court, be advertised.

Default in
attending.
R 64.

Form 38.

56.—(1) If any person who has been directed by the Court to attend for public examination fails to attend at the time and place appointed for holding or proceeding with the same, and no good cause is shown by him for such failure, or if before the day appointed for the examination the Official Receiver satisfies the Court that such person has absconded, or that there is reason for believing that he is about to abscond with the view of avoiding examination, it shall be lawful for the Court, upon its being proved to the satisfaction of the

Court that notice of the order and of the time and place appointed for attendance at the public examination was duly served, without any further notice, to issue a warrant for the arrest of the person required to attend, or to make such other order as the Court shall think just.

(2) A warrant of arrest issued by the Court under this Rule shall be issued in the Registry of the Supreme Court pursuant to an order of the Court directing such issue.

Warrants of arrest.
Form 38A.

57. The notes of every public examination shall, after being signed as required by section 208 (7) of the Ordinance, be filed with the Registrar.

Notes of examination to be filed.
R. 65.
Forms 34 and 35.

Proceedings by or against Directors, Promoters, and Officers.

58.—(1) An application under any of the following provisions of the Ordinance :—

- (a) section 262;
- (b) sub-sections (1) (2) or (4) of section 261;
- (c) section 209;
- (d) sub-section (2) of section 345

Application by or against delinquent directors, officers and promoters.
R. 66.

shall be made by a summons returnable in the first instance in Chambers, in which summons shall be stated the nature of the declaration or order for which application is made, and the grounds of the application, and which summons, unless otherwise ordered by the Court, shall be served, in the manner in which an originating summons is required by the Code of Civil Procedure to be served, on every person against whom an order is sought, not less than eight days before the day named in the summons for hearing the application. Where the application is made by the Official Receiver or Liquidator he may make a report to the Court stating any facts and information on which he proceeds which are verified by affidavit, or derived from sworn evidence in the proceedings. Where the application is made by any other person it shall be supported by affidavit to be filed by him.

A copy of every report and affidavit intended to be used in support of the summons shall be served on every person against whom an order is sought not less than four days before the hearing of the summons.

(2) On the return of the summons the Court may give such directions as it shall think fit as to the taking of evidence wholly or in part by affidavit or orally, and the cross-examination either before a Judge on the hearing in Court or in Chambers of any deponents to affidavits in support of or in opposition to the application and as to any report it may require the Official Receiver or Liquidator to make and generally as to the procedure on the summons and for the hearing thereof.

59. Where in the course of the proceedings in a winding-up by the Court an order has been made for the public examination of persons named in the order pursuant to section 208 of the Ordinance, then in any proceedings subsequently instituted under any of the provisions of the Ordinance mentioned in paragraph (1) of Rule 58, the verified notes of the examination of each person who was examined under the order shall, subject as hereinafter mentioned, and to any order or directions of the Court as to the manner and extent in and to which the notes shall be used, and subject to all just exceptions to the admissibility in evidence against any particular person or

Use of depositions taken at public examinations.
R. 69.

persons of any of the statements contained in the notes of the examinations, be admissible in evidence against any of the persons against whom the application is made, who, under section 208 of the Ordinance, and the order for the public examination, was or had the opportunity of being present at and taking part in the examination: Provided that before any such notes of a public examination shall be used on any such application, the person intending to use the same shall, not less than fifteen days before the day appointed for hearing the application, give notice of such intention to each person against whom it is intended to use such notes, or any of them, specifying the notes or parts of the notes which it is intended to read against him, and furnish him with copies of such notes, or parts of notes (except notes of the person's own depositions), and provided also that every person against whom the application is made shall be at liberty to cross-examine or re-examine (as the case may be) any person the notes of whose examination are read, in all respects as if such person had made an affidavit on the application.

Witnesses and Depositions.

Shorthand
Notes
R 70.
Forms 32
and 33.

60. If the Court or the officer of the Court before whom any examination under the Ordinance and Rules is directed to be held shall in any case, and at any stage of the proceedings, be of opinion that it would be desirable that a person (other than the person before whom an examination is taken) should be appointed to take down the evidence of any person examined in shorthand or otherwise, it shall be competent for the Court or officer aforesaid to make such appointment, and every person so appointed, if not in the service of the Government, shall be paid a sum not exceeding twenty-five dollars a day, and also a sum not exceeding twenty-five cents per folio of seventy-two words for any transcript of the evidence that may be required and such sums shall be paid by the party at whose instance the appointment was made, or out of the assets of the company, as may be directed by the court. The shorthand writer (if any) attached to the Official Receiver's office shall be deemed to be duly appointed under this rule, and it shall not be necessary to make any application to make such appointment, and a general declaration by such shorthand writer adapted from Form 33 shall be deemed to apply to all cases in which notes are taken by him as aforesaid, but this rule shall not be construed as precluding the appointment of any other person. A transcript of any such notes, purporting to be such transcript, and purporting to be signed by a shorthand writer duly appointed under this Rule or by the shorthand writer attached to the Official Receiver's office, shall until the contrary is proved be sufficient evidence that the questions and answers set forth therein were so put and answered respectively.

Committal
of con-
tumacious
witness.
R 71.
Form 36.

61.—(1) If a person examined before a Registrar or other officer of the Court who has no power to commit for contempt of Court, refuses to answer to the satisfaction of the Registrar or officer any question which he may allow to be put, the Registrar or officer shall report such refusal to a Judge, and upon report being made the person in default shall be in the same position, and be dealt with in the same manner as if he had made default in answering before the Judge.

(2) The report shall be in writing, but without affidavit and shall set forth the question put, and the answer (if any) given by the person examined.

(3) The Registrar or other officer shall, before the conclusion of the examination at which the default in answering is made, name the time when and the place where the default will be reported to a Judge, and upon receiving the report a Judge may take such action thereon as he shall think fit. If a Judge is sitting at the time when the default in answering is made, such default may be reported immediately.

62.—(1) The Official Receiver may attend in person, or by an Assistant Official Receiver, or by counsel or by solicitors employed for the purpose, any examination of a witness under section 207 of the Ordinance, on whosoever application the same has been ordered, and may take notes of the examination for his own use, and put such questions to the persons examined as the Court may allow.

Depositions
at private
examina-
tions.
R 72.

(2) The notes of the depositions of a person examined under section 207 of the Ordinance, or under any order of the Court before the Court, or before any officer of the Court, or person appointed to take such an examination (other than the notes of the depositions of a person examined at a public examination under section 208 of the Ordinance) shall not be filed, or be open to the inspection of any creditor, contributory, or other person, except the Official Receiver or Liquidator, or any Provisional Liquidator other than the Official Receiver, while he is acting as Provisional Liquidator, unless and until the Court shall so direct, and the Court may from time to time give such general or special directions as it shall think expedient as to the custody and inspection of such notes and the furnishing of copies of or extracts therefrom.

Disclaimer.

63.—(1) Any application for leave to disclaim any part of the property of a Company pursuant to subsection (1) of section 254 of the Ordinance shall be by *ex parte* summons. Such summons shall be supported by an affidavit showing who are the parties interested and what their interests are. On the hearing of the summons the Court shall give such directions as it sees fit and in particular directions as to the notices to be given to the parties interested or any of them and the Court may adjourn the application to enable any such party to attend.

Disclaimer.
R. 73.
Forms 39
and 40.

(2) Where a liquidator disclaims a leasehold interest he shall forthwith file the disclaimer at the office of the Registrar and, when the property is situate in the Colony, register a notice thereof in the Land Office. The disclaimer shall contain particulars of the interest disclaimed and a statement of the persons to whom notice of the disclaimer has been given. Until the disclaimer is filed by the liquidator and, when the property is situate in the Colony, a notice thereof is registered in the Land Office the disclaimer shall be inoperative. A disclaimer shall be in the Form No. 39 and a notice of disclaimer in the Form 40 in the Appendix with such variations as circumstances may require.

(3) Where any person claims to be interested in any part of the property of a Company which the liquidator wishes to disclaim he shall at the request of the liquidator furnish a statement of the interest so claimed by him.

Vesting of Disclaimed Property.

64.—(1) Any application under subsection (6) of section 254 of the Ordinance for an order for the vesting of any disclaimed property in or the delivery of any such property

Vesting of
disclaimed
property.
R. 74.

to any persons shall be supported by the affidavit filed on the application for leave to disclaim such property.

(2) Where such an application as aforesaid relates to disclaimed property of a leasehold nature and it appears that there is any mortgagee by assignment or demise or under-lessee of such property, the Court may direct that notice shall be given to such mortgagee or under-lessee that, if he does not elect to accept and apply for such a vesting order as aforesaid upon the terms required by the above-mentioned subsection and imposed by the Court within a time to be fixed by the Court and stated in the notice, he will be excluded from all interest in and security upon the property and the Court may adjourn the application for such notice to be given and for such mortgagee or under-lessee to be added as a party to and served with the application and, if he sees fit, to make such election and application as is mentioned in the notice. If at the expiration of the time so fixed by the Court such mortgagee or under-lessee fails to make such election and application, the Court may make an order vesting the property in the applicant and excluding such mortgagee or under-lessee from all interest in or security upon the property.

Arrangements with Creditors and Contributories in a Winding-up by the Court.

Report by
Official
Receiver
on arrange-
ments and
compromises.
R. 75.

65. In a winding-up by the Court, if application is made to the Court to sanction any compromises or arrangement, the Court may, before giving its sanction thereto, hear a report by the Official Receiver as to the terms of the scheme, and as to the conduct of the directors and other officers of the Company, and as to any other matters which, in the opinion of the Official Receiver, ought to be brought to the attention of the Court. The report shall not be placed upon the file, unless and until the Court shall direct it to be filed.

Collection and Distribution of Assets in a Winding-up by the Court.

Collection and distri-
bution of
Company's
assets by
Liquidator.
R. 76.

66.—(1) The duties imposed on the Court by section 196 (1) of the Ordinance, in a winding-up by the Court with regard to the collection of the assets of the Company and the application of the assets in discharge of the Company's liabilities, shall be discharged by the Liquidator as an officer of the Court subject to the control of the Court.

(2) For the purpose of the discharge by the Liquidator of the duties imposed by section 196 (1) of the Ordinance, and sub-rule (1) of this Rule, the Liquidator in a winding-up by the Court shall for the purpose of acquiring or retaining possession of the property of the Company, be in the same position as if he were a Receiver of the property appointed by the Court, and the Court may, on his application, enforce such acquisition or retention accordingly.

Power of
Liquidator
to require
delivery of
property.
R. 77
Form 41.

67. The powers conferred on the Court by section 197 of the Ordinance shall be exercised by the Liquidator. Any contributory for the time being on the list of contributories, trustee, receiver, banker or agent or officer of a Company which is being wound up under order of the Court shall, on notice from the Liquidator and within such time as he shall by notice in writing require, pay, deliver, convey, surrender or transfer to or into the hands of the Liquidator any sum of money or balance, books, papers, estate or effects which happen to be in his hands for the time being and to which the Company is *primâ facie* entitled.

List of Contributories in a Winding-up by the Court.

68. Unless the Court shall dispense with the settlement of a list of contributories the Liquidator shall with all convenient speed after his appointment settle a list of contributories of the Company, and shall appoint a time and place for that purpose. The list of contributories shall contain a statement of the address of, and the number of shares or extent of interest to be attributed to each contributory and the amount called up and the amount paid up in respect of such shares or interest, and shall distinguish the several classes of contributories. As regards representative contributories the Liquidator shall, so far as practicable, observe the requirements of section 196 (2) of the Ordinance.

Liquidator to settle list of contributories.
R. 78.
Form 42.

69. The Liquidator shall give notice in writing of the time and place appointed for the settlement of the list of contributories to every person whom he proposes to include in the list, and shall state in the notice to each person in what character and for what number of shares or interest he proposes to include such person in the list, and what amount has been called up and what amount paid up in respect of such shares or interest.

Appointment of time and place for settlement of list.
R. 79.
Forms 43 and 44.

70. On the day appointed for settlement of the list of contributories the Liquidator shall hear any person who objects to being settled as a contributory, and after such hearing shall finally settle the list, which when so settled shall be the list of contributories of the Company.

Settlement of list of contributories.
R. 80.
Form 45.

71. The Liquidator shall forthwith give notice to every person whom he has finally placed on the list of contributories stating in what character and for what number of shares or interest he has been placed on the list and what amount has been called up and what amount paid up in respect of such shares or interest, and in the notice he shall inform such person that any application for the removal of his name from the list, or for a variation of the list, must be made to the Court by summons within 21 days from the date of the service on the contributory or alleged contributory of notice of the fact that his name is settled on the list of contributories.

Notice to contributories.
R. 81.
Forms 46 and 48.

72.—(1) Subject to the power of the Court to extend the time or to allow an application to be made notwithstanding the expiration of the time limited for that purpose, no application to the Court by any person who objects to the list of contributories as finally settled by the Liquidator shall be entertained after the expiration of 21 days from the date of the service on such person of notice of the settlement of the list.

Application to the Court to vary the list.
R. 82.
Form 49.

(2) The Official Receiver shall not in any case be personally liable to pay any costs of or in relation to an application to set aside or vary his act or decision settling the name of a person on the list of contributories of a Company.

73. The Liquidator may from time to time vary or add to the list of contributories, but any such variation or addition shall be made in the same manner in all respects as the settlement of the original list.

Variation of or addition to list of contributories.
R. 83.
Form 47.

Calls.

74. The powers and duties of the Court in relation to making calls upon contributories conferred by section 199 of the Ordinance, shall and may be exercised, in a winding-up by

Calls by Liquidator.
R. 84.

the Court, by the Liquidator as an officer of the Court subject to the proviso to section 212 of the Ordinance, and to the following regulations :—

Form 50. (1) Where the Liquidator desires to make any call on the contributories, or any of them for any purpose authorised by the Ordinance, if there is a Committee of Inspection he may summon a meeting of such Committee for the purpose of obtaining their sanction to the intended call.

Form. 51. (2) The notice of the meeting shall be sent to each member of the Committee of Inspection in sufficient time to reach him not less than seven days before the day appointed for holding the meeting, or such longer time as the Court may appoint, and shall contain a statement of the proposed amount of the call, and the purpose for which it is intended. Notice of the intended call and the intended meeting of the Committee of Inspection shall also be advertised once at least in a Hong Kong daily newspaper. The advertisement shall state the time and place of the intended meeting of the Committee of Inspection, and that each contributory may either attend the said meeting and be heard, or make any communication in writing to the Liquidator or members of the Committee of Inspection to be laid before the meeting, in reference to the said intended call.

(3) At the meeting of the Committee of Inspection any statements or representations made either to the meeting personally or addressed in writing to the Liquidator or members of the Committee by any contributory shall be considered before the intended call is sanctioned.

Form 52. (4) The sanction of the Committee shall be given by resolution, which shall be passed by a majority of the members present.

(5) Where there is no Committee of Inspection, the Liquidator shall not make a call without obtaining the leave of the Court.

Application
to the Court
for leave to
make a call.
R. 85.
Forms 54
to 57.

75. In a winding-up by the Court an application to the Court for leave to make any call on the contributories of a Company, or any of them, for any purpose authorised by the Ordinance, shall be made by summons stating the proposed amount of such call, which 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 such longer time as the Court may appoint; or if the Court so directs, notice of such intended call may be given by advertisement, without a separate notice to each contributory.

Document
making the
call.
R. 86.
Form 58.

76. When the Liquidator is authorised by resolution or order to make a call on the contributories he shall file with the Registrar a document in the Form 58 with such variations as circumstances may require making the call.

Service of
notice of
a call.
R. 87.
Forms 52
53, 57 and
59.

77. When a call has been made by the Liquidator in a winding-up by the Court, a copy of the resolution of the Committee of Inspection or order of the Court (if any), as the case may be, shall forthwith after the call has been made be served upon each of the contributories included in such call, together with a notice from the Liquidator specifying the amount or balance due from such contributory in respect of such call, but such resolution or order need not be advertised unless for any special reason the Court so directs.

78. The payment of the amount due from each contributory on a call may be enforced by order of the Court, to be made in Chambers on summons by the Liquidator.

Enforcement of call.
R. 88.
Forms 60
61 and 62.

Proofs.

79. In a winding-up by the Court every creditor shall prove his debt, unless a Judge in any particular winding-up shall give directions that any creditors or class of creditors shall be admitted without proof.

Proof of debt.
R. 89.

80. A debt may be proved in any winding-up by delivering or sending through the post an affidavit verifying the debt. In a winding-up by the Court the affidavit shall be so sent to the Official Receiver or, if a Liquidator has been appointed, to the Liquidator; and in any other winding-up the affidavit may be so sent to the Liquidator.

Mode of proof.
R. 90.

81. An affidavit proving a debt may be made by the creditor himself or by some person authorised by or on behalf of the creditor. If made by a person so authorised, it shall state his authority and means of knowledge.

Verification of proof.
R. 91.

82. An affidavit proving a debt shall contain or refer to a statement of account showing the particulars of the debt, and shall specify the vouchers, if any, by which the same can be substantiated. The Official Receiver or Liquidator to whom the proof is sent may at any time call for the production of the vouchers.

Contents of proof.
R. 92.
Form 63.

83. An affidavit proving a debt shall state whether the creditor is or is not a secured creditor.

Statement of security.
R. 93.

84. An affidavit proving a debt may in a winding-up by the Court be sworn before the Official Receiver, or an Assistant or Deputy Official Receiver, or before any Commissioner of Oaths.

Proof before whom sworn.
R. 94.

85. A creditor shall bear the cost of proving his debt unless the Court otherwise orders.

Costs of proof.
R. 95.

86. A creditor proving his debt shall deduct therefrom (a) all trade discounts, and (b) any discount, which he may have agreed to allow for payment in cash, in excess of five per centum on the net amount of his claim.

Discount.
R. 96.

87. When any rent or other payment falls due at stated periods, and the order or resolution to wind-up is made at any time other than one of those periods, the persons entitled to the rent or payment may prove for a proportionate part thereof up to the date of the winding-up order or resolution as if the rent or payment grew due from day to day. Provided that where the Liquidator remains in occupation of premises demised to a Company which is being wound up, nothing herein contained shall prejudice or affect the right of the landlord of such premises to claim payment by the Company, or the Liquidator, of rent during the period of the Company's or the Liquidator's occupation.

Periodical payments.
R. 97.

88. On any debt or sum certain, payable at a certain time or otherwise, whereon interest is not reserved or agreed for, and which is overdue at the date of the commencement of the winding up, the creditor may prove for interest at a rate not

Interest.
R. 98.

exceeding eight per centum per annum to that date from the time when the debt or sum was payable, if the debt or sum is payable by virtue of a written instrument at a certain time, and if payable otherwise, then from the time when a demand in writing has been made, giving notice that interest will be claimed from the date of the demand until the time of payment.

Proof for
debt payable
at a future
time.

R. 99.

89. A creditor may prove for a debt not payable at the date of the winding-up order or resolution, as if it were payable presently, and may receive dividends equally with the other creditors, deducting only thereout a rebate of interest at the rate of eight per centum per annum computed from the declaration of a dividend to the time when the debt would have become payable according to the terms on which it was contracted.

Workmen's
wages.

R. 101.

Form 64.

90. In any case in which it appears that there are numerous claims for wages by workmen and others employed by the Company, it shall be sufficient if one proof for all such claims is made either by a foreman or by some other person on behalf of all such creditors. Such proof shall have annexed thereto as forming part thereof, a schedule setting forth the names of the workmen and others, and the amounts severally due to them. Any proof made in compliance with this Rule shall have the same effect as if separate proofs had been made by each of the said workmen and others.

Production
of bills of
exchange
and promissory
notes.

R. 102.

91. Where a creditor seeks to prove in respect of a bill of exchange, promissory note, or other negotiable instrument or security on which the Company is liable, such bill of exchange, note, instrument, or security must, subject to any special order of the Court made to the contrary, be produced to the Official Receiver, Chairman of a meeting or Liquidator, as the case may be, and be marked by him before the proof can be admitted either for voting or for any purpose.

Transmission
of proofs to
Liquidator.

R. 103.

92. Where a Liquidator is appointed in a winding-up by the Court, all proofs of debts that have been received by the Official Receiver shall be handed over to the Liquidator, but the Official Receiver shall first make a list of such proofs, and take a receipt thereon from the Liquidator for such proofs.

*Admission and Rejection of Proofs and Preferential Claims,
and Appeal to the Court.*

Notice to
Creditors
to prove.

R. 104.

93.—(1) Subject to the provisions of the Ordinance, and unless otherwise ordered by the Court, the Liquidator in any winding-up may from time to time fix a certain day, which shall be not less than fourteen days from the date of the notice, on or before which the creditors of the Company are to prove their debts or claims, and to establish any title they may have to priority under section 251 of the Ordinance or to be excluded from the benefit of any distribution made before such debts are proved or as the case may be from objecting to such distribution, and the Liquidator shall give notice in writing of the day so fixed by advertisement in such newspaper as he shall consider convenient, and in a winding-up by the Court to every person mentioned in the Statement of Affairs as a creditor, and who has not proved his debt, and to every person mentioned in the Statement of Affairs as a preferential creditor whose claim to be a preferential creditor has not been established and is not admitted, and in any other winding-up to the last known address or place of abode of each person who, to the knowledge of the Liquidator, claims to be a creditor or preferential creditor of the Company and whose claim has not been admitted.

(2) All the rules hereinafter set out as to admission and rejection of proofs shall apply with the necessary variation to any such claim to priority as aforesaid.

94. The Liquidator shall examine every proof of debt lodged with him, and the grounds of the debt, and in writing admit or reject it, in whole or in part, or require further evidence in support of it. If he rejects a proof he shall state in writing to the creditor the grounds of the rejection.

Examination
of proof.
R. 105.
Form 65.

95. If a creditor or contributory is dissatisfied with the decision of the Liquidator in respect of a proof, the Court may, on the application of the creditor or contributory, reverse or vary the decision; but, subject to the power of the Court to extend the time, no application to reverse or vary the decision of the Liquidator in a winding-up by the Court rejecting a proof sent to him by a creditor, or person claiming to be a creditor, shall be entertained, unless notice of the application is given before the expiration of twenty-one days from the date of the service of the notice of rejection.

Appeal by
creditor.
R. 106.

96. If the Liquidator thinks that a proof has been improperly admitted, the Court may, on the application of the Liquidator, after notice to the creditor who made the proof, expunge the proof or reduce its amount.

Expunging
at instance of
Liquidator
R. 107.

97. The Court may also expunge or reduce a proof upon the application of a creditor or contributory if the Liquidator declines to interfere in the matter.

Expunging
at instance
of creditor.
R. 108.

98. For the purpose of any of his duties in relation to proofs, the Liquidator, in a winding-up by the Court, may administer oaths and take affidavits.

Oaths.
R. 109.

99. In a winding-up by the Court the Official Receiver, before the appointment of a Liquidator, shall have all the powers of a Liquidator with respect to the examination, admission, and rejection of proofs, and any act or decision of his in relation thereto shall be subject to the like appeal

Official
Receiver's
powers.
R. 110.

100. In a winding-up by the Court the Official Receiver, where no other Liquidator is appointed, shall, before payment of a dividend, file all proofs tendered in the winding-up, with a list thereof, distinguishing in such list the proofs which were wholly or partly admitted, and the proofs which were wholly or partly rejected.

Filing proofs
by Official
Receiver.
R. 111.

101. Every Liquidator in a winding-up by the Court other than the Official Receiver shall on the first day of every month, forward to the Registrar for filing a certified list of all proofs, if any, received by him during the month next preceding, distinguishing in such lists the proofs admitted, those rejected, and such as stand over for further consideration; and, in the case of proofs admitted or rejected, he shall cause the proofs to be filed with the Registrar.

Proofs to be
filed.
R. 112.
Form 66.

102. The Liquidator in a winding-up by the Court, including the Official Receiver when he is Liquidator, shall, within three days after receiving notice from a creditor of his intention to appeal against a decision rejecting a proof, file such proof with the Registrar, with a memorandum thereon of his disallowance thereof.

Procedure
where
creditor
appeals.
R. 113.

Time for dealing with proofs by Official Receiver.
R. 114.

103. Subject to the power of the Court to extend the time in a winding-up by the Court, the Official Receiver as Liquidator, not later than fourteen days from the latest date specified in the notice of his intention to declare a dividend as the time within which such proofs must be lodged, shall in writing either admit or reject wholly, or in part, every proof lodged with him, or require further evidence in support of it.

Time for dealing with proofs by Liquidator.
R. 115.

104. Subject to the power of the Court to extend the time, the Liquidator in a winding-up by the Court, other than the Official Receiver, within twenty-eight days after receiving a proof, which has not previously been dealt with, shall in writing either admit or reject it wholly or in part, or require further evidence in support of it. Provided that where the Liquidator has given notice of his intention to declare a dividend, he shall within fourteen days after the date mentioned in the notice as the latest date up to which proofs must be lodged, examine, and in writing admit or reject, or require further evidence in support of, every proof which has not been already dealt with, and shall give notice of his decision, rejecting a proof wholly or in part, to the creditors affected thereby. Where a creditor's proof has been admitted the notice of dividend shall be a sufficient notification of the admission.

Cost of appeals from decisions as to proofs.
R. 116.

105. The Official Receiver shall in no case be personally liable for costs in relation to an appeal from his decision rejecting any proof wholly or in part.

General Meetings of Creditors and Contributories in relation to a Winding-up by the Court.

First meetings of creditors and contributories
R. 119.

106. Unless the Court otherwise directs, the meetings of creditors and contributories under section 180 of the Ordinance (hereinafter referred to as the first meetings of creditors and contributories) shall be held within one month, or if a Special Manager has been appointed then within six weeks after the date of the Winding-up Order. The dates of such meetings shall be fixed and they shall be summoned by the Official Receiver.

Notice of first meetings.
R. 120.

107. The Official Receiver shall forthwith give notice of the dates fixed by him for the first meetings of creditors and contributories by advertisement in the *Gazette*.

Summoning of first meetings.
R. 121.

108. The first meetings of creditors and contributories shall be summoned as hereinafter provided.

Form of notices of first meetings.
R. 122.
Forms 18 and 19.

109. The notices of first meetings of creditors and contributories may be in Forms 18 and 19 appended hereto, and the notices to creditors shall state a time within which the creditors must lodge their proofs in order to entitle them to vote at the first meeting.

Notice of first meetings to officers of company.
R. 123.
Form 20.

110. The Official Receiver shall also give to each of the Directors and other Officers of the Company who in his opinion ought to attend the first meetings of creditors and contributories seven days notice of the time and place appointed for each meeting. The notice may either be delivered personally or sent by prepaid post letter, as may be convenient. It shall be the duty of every Director or Officer who receives notice of such meeting to attend, if so required by the Official Receiver, and if any such Director or Officer fails to attend the Official Receiver shall report such failure to the Court.

111.—(1) The Official Receiver shall also, as soon as practicable, send to each creditor mentioned in the Company's Statement of Affairs, and to each person appearing from the Company's books or otherwise to be a contributory of the Company a summary of the Company's Statement of Affairs, including the causes of its failure, and any observations thereon which the Official Receiver may think fit to make. The proceedings at a meeting shall not be invalidated by reason of any summary or notice required by these Rules not having been sent or received before the meeting.

Summary of
Statement
of affairs.
R. 124.

(2) Where prior to the winding-up order the company has commenced to be wound up voluntarily the Official Receiver may, if in his absolute discretion he sees fit so to do, send to the persons aforesaid or any of them an account of such voluntary winding-up showing how such winding-up has been conducted and how the property of the Company has been disposed of and any observations which the Official Receiver may think fit to make on such account or on the voluntary winding-up.

General Meetings of Creditors and Contributories in Relation to Winding-up by the Court and of Creditors in Relation to a Creditors Voluntary Winding-up.

112.—(1) In addition to the first meetings of creditors and contributories and in addition also to meetings of creditors and contributories directed to be held by the Court under section 273 of the Ordinance (hereinafter referred to as Court meetings of creditors and contributories), the Liquidator in any winding-up by the Court may himself from time to time subject to the provisions of the Ordinance and the control of the Court summon, hold and conduct meetings of the creditors or contributories (hereinafter referred to as Liquidator's meetings of creditors and contributories) for the purpose of ascertaining their wishes in all matters relating to the winding-up.

Liquidator's
meetings of
creditors and
contribu-
tories.
R. 125.

(2) In any creditors voluntary winding-up the Liquidator may himself from time to time summon, hold and conduct meetings of creditors for the purpose of ascertaining their wishes in all matters relating to the winding-up (such meetings and all meetings of creditors which a Liquidator or a Company is by the Ordinance required to convene in or immediately before such a voluntary winding-up and all meetings convened by a creditor in a voluntary winding-up under these Rules are hereinafter called voluntary liquidation meetings).

113. Except where and so far as the nature of the subject-matter or the context may otherwise require the Rules as to meetings hereinafter set out shall apply to first meetings, Court meetings, Liquidator's meetings of creditors and contributories, and voluntary liquidation meetings, but so nevertheless that the said Rules shall take effect as to first meetings subject and without prejudice to any express provisions of the Ordinance and as to Court meetings subject and without prejudice to any express directions of the Court.

Application
of rules as
to meetings.
R. 126.

114.—(1) The Official Receiver or Liquidator shall summon all meetings of creditors and contributories by giving not less than seven days notice of the time and place thereof in the *Gazette* and in one or more local papers; and shall not less than seven days before the day appointed for the meeting send by post to every person appearing by the Company's books to be a

Summoning
of meetings.
R. 127.
Form 75.

creditor of the Company notice of the meeting of creditors, and to every person appearing by the Company's books or otherwise to be a contributory of the Company notice of the meeting of contributories.

(2) The notice to each creditor shall be sent to the address given in his proof, or if he has not proved to the address given in the Statement of Affairs of the Company, if any, or to such other address as may be known to the person summoning the meeting. The notice to each contributory shall be sent to the address mentioned in the Company's books as the address of such contributory, or to such other address as may be known to the person summoning the meeting.

(3) In the case of meetings under section 231 of the Ordinance the continuing Liquidator or if there is no continuing Liquidator any creditor may summon the meeting.

(4) This Rule shall not apply to meetings under section 227 or section 234 of the Ordinance.

Proof of
notice,
R. 128.
Form 76
and 77.

115. A certificate by the Official Receiver or other officer of the Court, or by the clerk of any such person, or an affidavit by the Liquidator, or creditor, or his solicitor, or the clerk of either of such persons, or as the case may be by some officer of the Company or its solicitor or the clerk of such Company or solicitor that the notice of any meeting has been duly posted, shall be sufficient evidence of such notice having been duly sent to the person to whom the same was addressed.

Place of
meetings.
R. 129.

116. Every meeting shall be held at such place as is in the opinion of the person convening the same most convenient for the majority of the creditors or contributories, or both. Different times or places or both may if thought expedient be named for the meetings of creditors and for the meetings of contributories.

Costs of
calling
meeting.
R. 130.

117. The costs of summoning a meeting of creditors or contributories at the instance of any person other than the Official Receiver or Liquidator shall be paid by the person at whose instance it is summoned who shall before the meeting is summoned deposit with the Official Receiver or Liquidator (as the case may be) such sum as may be required by the Official Receiver or Liquidator as security for the payment of such costs. The costs of summoning such meeting of creditors or contributories, including all disbursements for printing, stationery, postage and the hire of room, shall be calculated at the following rate for each creditor or contributory to whom notice is required to be sent, namely \$1 per creditor or contributory for the first 20 creditors or contributories, and 50 cents per creditor or contributory for the next 30 creditors or contributories, and 25 cents per creditor or contributory for any number of creditors or contributories after the first 50.

The said costs shall be repaid out of the assets of the Company if the Court shall by Order or if the creditors or contributories (as the case may be) shall by resolution so direct. This rule shall not apply to meetings under sections 227 and 231 of the Ordinance.

Chairman
of meeting.
R. 131.
Form 79.

118. Where a meeting is summoned by the Official Receiver or the Liquidator, he or someone nominated by him shall be Chairman of the meeting. At every other meeting of creditors or contributories the Chairman shall be such person as the meeting by resolution shall appoint. This Rule shall not apply to meetings under section 227 of the Ordinance.

119. At a meeting of creditors a resolution shall be deemed to be passed when a majority in number and value of the creditors present personally or by proxy and voting on the resolution have voted in favour of the resolution. and at a meeting of the contributories a resolution shall be deemed to be passed when a majority in number and value of the contributories present personally or by proxy, and voting on the resolution, have voted in favour of the resolution, the value of the contributories being determined according to the number of votes conferred on each contributory by the regulations of the Company.

Ordinary resolution of creditors and contributories.
R. 132.

120. The Official Receiver or as the case may be the Liquidator shall file with the Registrar a copy certified by him of every resolution of a meeting of creditors or contributories in a winding-up by the Court.

Copy of resolution to be filed.
R. 133.

121. Where a meeting of creditors or contributories is summoned by notice the proceedings and resolutions at the meeting shall unless the Court otherwise orders be valid notwithstanding that some creditors or contributories may not have received the notice sent to them.

Non-reception of notice by a creditor.
R. 134.

122. The Chairman may with the consent of the meeting adjourn it from time to time and from place to place, but the adjourned meeting shall be held at the same place as the original place of meeting unless in the resolution for adjournment another place is specified or unless the Court otherwise orders.

Adjournment.
R. 135.
Form 78.

123.—(1) A meeting may not act for any purpose except the election of a Chairman, the proving of debts and the adjournment of the meeting unless there are present or represented thereat at least three creditors entitled to vote or three contributories or all the creditors entitled to vote or all the contributories, if the number of the creditors entitled to vote or the contributories as the case may be shall not exceed three.

Quorum.
R. 136.

(2) If within half an hour from the time appointed for the meeting a quorum of creditors or contributories is not present or represented the meeting shall be adjourned to the same day in the following week at the same time and place or to such other day as the Chairman may appoint not being less than seven or more than twenty-one days, from the day from which the meeting was adjourned.

Form 21.

124. In the case of a first meeting of creditors or of an adjournment thereof a person shall not be entitled to vote as a creditor unless he has duly lodged with the Official Receiver not later than the time mentioned for that purpose in the notice convening the meeting or adjourned meeting a proof of the debt which he claims to be due to him from the Company. In the case of a Court meeting or Liquidator's meeting of creditors a person shall not be entitled to vote as a creditor unless he has lodged with the Official Receiver or Liquidator a proof of the debt which he claims to be due to him from the Company and such proof has been admitted wholly or in part before the date on which the meeting is held. Provided that this and the next four following rules shall not apply to a Court meeting of creditors held prior to the first meeting of creditors. This rule shall not apply to any creditors or class of creditors who by virtue of any direction given under these Rules are not required to prove their debts or to any voluntary liquidation meeting.

Creditors entitled to vote.
R. 137.

Cases in which creditors may not vote.
R. 138.

125. A creditor shall not vote in respect of any unliquidated or contingent debt, or any debt the value of which is not ascertained, nor shall a creditor vote in respect of any debt on or secured by a current bill of exchange or promissory note held by him unless he is willing to treat the liability to him thereon of every person who is liable thereon antecedently to the Company, and against whom a Receiving Order in Bankruptcy has not been made, as a security in his hands, and to estimate the value thereof, and for the purposes of voting, but not for the purposes of dividend, to deduct it from his proof.

Votes of secured creditors.
R. 139.

126. For the purpose of voting, a secured creditor shall, unless he surrenders his security, state in his proof or in a voluntary liquidation in such a statement as is hereinafter mentioned the particulars of his security, the date when it was given, and the value at which he assesses it, and shall be entitled to vote only in respect of the balance (if any) due to him after deducting the value of his security. If he votes in respect of his whole debt he shall be deemed to have surrendered his security, unless the Court on application is satisfied that the omission to value the security has arisen from inadvertence.

Creditor required to give up security.
R. 140.

127. The Official Receiver or Liquidator may within twenty-eight days after a proof or in a voluntary liquidation a statement estimating the value of a security as aforesaid has been used in voting at a meeting require the creditor to give up the security for the benefit of the creditors generally on payment of the value so estimated with an addition thereto of twenty per cent. Provided that where a creditor has valued his security he may at any time before being required to give it up correct the valuation by a new proof and deduct the new value from his debt, but in that case the said addition of twenty per cent. shall not be made if the security is required to be given up.

Admission and rejection of proofs for purpose of voting.
R. 141.

128. The Chairman shall have power to admit or reject a proof for the purpose of voting, but his decision shall be subject to appeal to the Court. If he is in doubt whether a proof should be admitted or rejected he shall mark it as objected to and allow the creditor to vote subject to the vote being declared invalid in the event of the objection being sustained.

Statement of security.
R. 142.

129. For the purpose of voting at any voluntary liquidation meetings a secured creditor shall unless he surrender his security lodge with the Liquidator or where there is no Liquidator at the Registered Office of the Company before the meeting a statement giving the particulars of his security, the date when it was given and the value at which he assesses it.

Minutes of meeting.
R. 143.

130.—(1) The Chairman shall cause Minutes of the proceedings at the meeting to be drawn up and fairly entered in a book kept for that purpose or in the file of proceedings and the Minutes shall be signed by him or by the Chairman of the next ensuing meeting.

Form 22.

(2) A list of creditors and contributories present at every meeting shall be made and kept as in Form 22.

Proxies in relation to a Winding-up by the Court, and to meetings of Creditors in a Creditors voluntary Winding-up.

Proxies.
R. 144.

131. A creditor or a contributory may vote either in person or by proxy. Where a person is authorised in manner provided by section 115 of the Ordinance to represent a cor-

poration at any meeting of creditors or contributories such person shall produce to the Official Receiver or Liquidator or other the Chairman of the meeting a copy of the resolution so authorising him. Such copy must either be under the seal of the corporation or must be certified to be a true copy by the secretary or a director of the corporation. The succeeding rules as to proxies shall not (unless otherwise directed by the Court) apply to a Court meeting of creditors or contributories prior to the first meeting.

132. Every instrument of proxy shall be in accordance with the form in the Appendix and every written part thereof shall be in the handwriting of the person giving the proxy or of any manager or clerk or other person in his regular employment or of the solicitor employed by him in connection with the matter or of a Commissioner to administer oaths in the Supreme Court.

Form of proxies.
R. 145.
Forms 80 and 81.

133. General and special forms of proxy shall be sent to the creditors and contributories with the notice summoning the meeting, and neither the name nor description of the Official Receiver or Liquidator or any other person shall be printed or inserted in the body of any instrument of proxy before it is so sent.

Forms of proxy to be sent with notices.
R. 146.

134. A creditor or a contributory may give a general proxy to any person.

General proxies.
R. 147.

135. A creditor or a contributory may give a special proxy to any person to vote at any specified meeting or adjournment thereof:--

Special proxies.
R. 148.

(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 above referred to and arising at the meeting or an adjournment thereof.

136. Where it appears to the satisfaction of the Court that any solicitation has been used by or on behalf of a Liquidator in obtaining proxies or in procuring his appointment as Liquidator except by the direction of a meeting of creditors or contributories, the Court if it thinks fit may order that no remuneration be allowed to the person by whom or on whose behalf the solicitation was exercised notwithstanding any resolution of the Committee of Inspection or of the creditors or contributories to the contrary.

Solicitation by Liquidator to obtain proxies.
R. 149.

137. A creditor or a contributory in a winding-up by the Court may appoint the Official Receiver or Liquidator and in a Voluntary Winding-up the Liquidator or if there be no Liquidator the Chairman of a meeting to act as his general or special proxy.

Proxies to Official Receiver or Liquidator.
R. 150.

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.

Holder of proxy not to vote on matter in which he is financially interested.
R. 151.

Lodgment
of proxies.
R. 152.

139.—(1) A proxy intended to be used at the first meeting of creditors or contributories, or an adjournment thereof, shall be lodged with the Official Receiver not later than the time mentioned for that purpose in the notice convening the meeting or the adjourned meeting, which time shall be not earlier than twelve o'clock at noon of the day but one before, nor later than twelve o'clock at noon of the day before the day appointed for such meeting, unless the Court otherwise directs.

(2) In every other case a proxy shall be lodged with the Official Receiver or Liquidator in a winding-up by the Court, with the Company at its registered office for a meeting under Section 227 of the Ordinance and with the Liquidator or if there is no Liquidator with the person named in the notice convening the meeting to receive the same in a voluntary winding-up not later than four o'clock in the afternoon of the day before the meeting or adjourned meeting at which it is to be used.

(3) No person shall be appointed a general or special proxy who is a minor.

Use of
proxies by
deputy.
R. 153.

140. Where an Official Receiver who holds any proxies cannot attend the meeting for which they are given, he may, in writing, depute some person under his official control to use the proxies on his behalf, and in such manner as he may direct.

Filling in
where
creditor
blind or
incapable.
R. 154.

141. The proxy of a creditor blind or incapable of writing may be accepted, if such creditor has attached his signature or mark thereto in the presence of a witness, who shall add to his signature his description and residence; provided that all insertions in the proxy are in the hand-writing of the witness and such witness shall have certified at the foot of the proxy that all such insertions have been made by him at the request of the creditor and in his presence before he attached his signature or mark.

Dividends in a Winding-up by the Court.

Dividends to
creditors.
R. 117.
Forms 67
and 70.

142.—(1) Not more than two months before declaring a dividend the Liquidator in a winding-up by the Court, shall give notice of his intention to do so to the Official Receiver in order that the same may be gazetted, and at the same time to such of the creditors mentioned in the statement of affairs as have not proved their debts. Such notice shall specify the latest date up to which proofs must be lodged, which shall not be less than fourteen days from the date of such notice.

(2) Where any creditor, after the date mentioned in the notice of intention to declare a dividend as the latest date up to which proofs may be lodged, appeals against the decision of the Liquidator rejecting a proof, notice of appeal shall, subject to the power of the Court to extend the time in special cases, be given within seven days from the date of the notice of the decision against which the appeal is made, and the Liquidator may in such case make provision for the dividend upon such proof, and the probable costs of such appeal in the event of the proof being admitted. Where no notice of appeal has been given within the time specified in this Rule, the Liquidator shall exclude all proofs which have been rejected from participation in the dividend.

(3) Immediately after the expiration of the time fixed by this Rule for appealing against the decision of the Liquidator he shall proceed to declare a dividend, and shall give notice to the Official Receiver (in order that the same may be gazetted), and shall also send a notice of dividend to each creditor whose proof has been admitted. Form 71.

(4) If it becomes necessary, in the opinion of the Liquidator and the Committee of Inspection, to postpone the declaration of the dividend beyond the limit of two months, the Liquidator shall give a fresh notice of his intention to declare a dividend to the Official Receiver in order that the same may be gazetted; but it shall not be necessary for the Liquidator to give a fresh notice to such of the creditors mentioned in the statement of affairs as have not proved their debts. In all other respects the same procedure shall follow the fresh notice as would have followed the original notice.

(5) Upon the declaration of a dividend the Liquidator shall forthwith transmit to the Official Receiver a list of the proofs filed with the Registrar under Rule 101, which list shall be in the Form 68 or 69 in the Appendix as the case may be, and the Liquidator shall, if so required by the Official Receiver, transmit to him, office copies of all lists of proofs filed by him up to the date of the declaration of the dividend. Forms 68 and 69.

(6) Dividends may at the request and risk of the person to whom they are payable be transmitted to him by post.

(7) If a person to whom dividends are payable desires that they shall be paid to some other person he may lodge with the Liquidator a document in the Form 72 which shall be a sufficient authority for payment of the dividend to the person therein named. Form 72.

(8) The Official Receiver when he is Liquidator shall cause to be gazetted notice of his intention to declare a dividend and notice of his declaration thereof, and shall also at the same time give to creditors notice of such intention or of such declaration in like manner as notice thereof is required to be given by a Liquidator other than the Official Receiver.

143. Every order by which the Liquidator in a winding-up by the Court is authorised to make a return to contributories of the Company shall, unless the Court shall otherwise direct, contain or have appended thereto a Schedule or List (which the Liquidator shall prepare) setting out in a tabular form the full names and addresses of the persons to whom the return is to be paid, and the amount of money payable to each person, and particulars of the transfers of shares (if any) which have been made or the variations in the list of contributories which have arisen since the date of the settlement of the list of contributories and such other information as may be requisite to enable the return to be made. The Schedule or List shall be in the Form 74 with such variations as circumstances shall require, and the Liquidator shall send a notice of return to each contributory. Return of capital to contributories.
R. 118.
Forms 73 and 74.

Attendance and Appearance of Parties.

144.—(1) Every person for the time being on the list of contributories of the Company, and every person whose proof has been admitted shall be at liberty, at his own expense, to attend proceedings, 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 Court shall be of opinion that the attendance of any such person upon any proceedings has occasioned any addi- Attendance at proceedings.
R. 155.

tional costs which ought not to be borne by the funds of the Company, it 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.

(2) The Court may from time to time appoint any one or more of the creditors or contributories to represent before the Court, at the expense of the Company, all or any class of the creditors or contributories, upon any question or in relation to any proceedings before the Court, and may remove the person so appointed. If more than one person is appointed under this Rule to represent one class, the persons appointed shall employ the same solicitor to represent them.

(3) No creditor or contributory shall be entitled to attend any proceedings in Chambers unless and until he 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.

Attendance
of Liquidator's
Solicitor.
R. 156.

145. Where the attendance of the Liquidator's solicitor is required on any proceeding in Court or Chambers, the Liquidator need not attend in person, except in cases where his presence is necessary in addition to that of his solicitor, or the Court directs him to attend.

Liquidator and Committee of Inspection.

Remuneration
of
Liquidator.
R. 157.

146.—(1) The remuneration of a Liquidator, unless the Court shall otherwise order, shall be in the nature of a commission or percentage of which one part shall be payable on the amount realised, after deducting the sums (if any) paid to secured creditors (other than debenture holders) out of the proceeds of their securities, and the other part on the amount distributed in dividend.

(2) The remuneration of the Liquidator shall, unless the Court shall otherwise order, be fixed by the scale of fees and percentages for the time being payable on realisations and distributions by the Official Receiver as Liquidator.

(3) This Rule shall only apply to a Liquidator appointed in a winding-up by the Court.

Limit of
remuneration.
R. 158.

147. Except as provided by the Ordinance or the Rules, a Liquidator shall not under any circumstances whatever, make any arrangement for, or accept from any solicitor, auctioneer, or any other person connected with the Company of which he is Liquidator, or who is employed in or in connection with the winding-up of the Company, any gift, remuneration, or pecuniary or other consideration or benefit whatever beyond the remuneration to which under the Ordinance and the Rules he is entitled as Liquidator, nor shall he make any arrangement for giving up, or give up any part of such remuneration to any such solicitor, auctioneer, or other person.

Dealings
with assets.
R. 159.

148. Neither the Liquidator nor any member of the Committee of Inspection of a Company shall, while acting as Liquidator or member of such Committee, except by leave of the Court, either directly or indirectly, by himself or any employer, partner, clerk, agent, or servant, become purchaser of any part of the Company's assets. Any such purchase made contrary to the provisions of this Rule may be set aside

by the Court on the application of the Official Receiver in a winding-up by the Court or of any creditor or contributory in any winding-up and the Court may make such order as to costs as the Court shall think fit.

149. Where the Liquidator carries on the business of the Company, he shall not, without the express sanction of the Court, purchase goods for the carrying on of such business from any person whose connection with the Liquidator is of such a nature as would result in the Liquidator obtaining any portion of the profit (if any) arising out of the transaction.

Restriction
on purchase
of goods by
Liquidator.
R. 160.

150. No member of a Committee of Inspection shall, except under and with the sanction of the Court, directly or indirectly, by himself or any employer, partner, clerk, agent, or servant, be entitled to derive any profit from any transaction arising out of the winding-up, or to receive out of the assets any payment for services rendered by him in connection with the administration of the assets, or for any goods supplied by him to the Liquidator for or on account of the Company. In a winding-up by the Court, if it appears to the Official Receiver or in a voluntary winding-up if it appears to the Committee of Inspection or to any meeting of creditors or contributories that any profit or payment has been made contrary to the provisions of this Rule, they may disallow such payment or recover such profit, as the case may be, on the audit of the Liquidator's accounts, or otherwise.

Committee
of Inspection
not to make
profit.
R. 161.

151. In any case in which the sanction of the Court is obtained under the two last preceding Rules, the cost of obtaining such sanction shall be borne by the person in whose interest such sanction is obtained, and shall not be payable out of the Company's assets.

Costs of
obtaining
sanction of
Court.
R. 162.

152. Where the sanction of the Court to a payment to a member of a Committee of Inspection for services rendered by him in connection with the administration of the Company's assets is obtained, the order of the Court shall specify the nature of the services, and such sanction shall only be given where the service performed is of a special nature. Except by the express sanction of the Court no remuneration shall, under any circumstances, be paid to a member of a Committee for services rendered by him in the discharge of the duties attaching to his office as a member of such Committee.

Sanction of
payments to
Committee.
R. 163.

153.—(1) Where a Liquidator is appointed by the Court, and has notified his appointment to the Registrar of Companies, and given security to the satisfaction of the Official Receiver, the Official Receiver shall forthwith put the Liquidator into possession of all property of the Company of which the Official Receiver may have custody; provided that such Liquidator shall have, before the assets are handed over to him by the Official Receiver, discharged any balance due to the Official Receiver on account of fees, costs, and charges properly incurred by him, and on account of any advances properly made by him in respect of the Company, together with interest on such advances at the rate of eight per centum per annum; and the Liquidator shall pay all fees, costs, and charges of the Official Receiver which may not have been discharged by the Liquidator before being put into possession of the property of the Company, and whether incurred before or after he has been put into such possession.

Discharge of
costs before
assets hand-
ed to Liquid-
ator.
R. 164.

(2) The Official Receiver shall be deemed to have a lien upon the Company's assets until such balance shall have been paid and the other liabilities shall have been discharged.

(3) It shall be the duty of the Official Receiver, if so requested by the Liquidator, to communicate to the Liquidator all such information respecting the estate and affairs of the Company as may be necessary or conducive to the due discharge of the duties of the Liquidator.

(4) This and the next following Rule shall apply only in a winding-up by the Court.

Resignation
of Liquidator.
R. 165.

154. A Liquidator who desires to resign his office shall summon separate meetings of the creditors and contributories of the Company to decide whether or not the resignation shall be accepted. If the creditors and contributories by ordinary resolutions both agree to accept the resignation of the Liquidator, he shall file with the Registrar a memorandum of his resignation, and shall send notice thereof to the Official Receiver, and the resignation shall thereupon take effect. In any other case the Liquidator shall report to the Court the result of the meetings and shall send a report to the Official Receiver and thereupon the Court may, upon the application of the Liquidator or the Official Receiver, determine whether or not the resignation of the Liquidator shall be accepted, and may give such directions and make such orders as in the opinion of the Court shall be necessary.

Office of
Liquidator
vacated by
his insolvency
R. 166.

155. If a Receiving Order in Bankruptcy is made against the Liquidator, he shall thereby vacate his office, and for the purposes of the application of the Ordinance and Rules shall be deemed to have been removed.

Payments Into and Out of a Bank.

Payments
out of Bank.
R. 167.

156. All payments out of the Companies Liquidation Account shall be made in such manner as the Colonial Treasurer may from time to time direct.

Special Bank
account.
R. 168.
Forms 82
and 83.

157.—(1) Where the Liquidator in a winding-up by the Court is authorised to have a special bank account, he shall forthwith pay all moneys received by him into that account to the credit of the Liquidator of the Company. All payments out shall be made by cheque payable to order, and every cheque shall have marked or written on the face of it the name of the Company, and shall be signed by the Liquidator, and shall be countersigned by at least one member of the Committee of Inspection, and by such other person, if any, as the Committee of Inspection may appoint.

(2) Where application is made to the Official Receiver to authorise the Liquidator in a winding-up by the Court to make his payments into and out of a special bank account, the Official Receiver may grant such authorisation for such time and on such terms as he may think fit, and may at any time order the account to be closed if he is of opinion that the account is no longer required for the purposes mentioned in the application.

Books.

Record of
Proceedings.
R. 169.

158. In a winding-up by the Court the Official Receiver, until a Liquidator is appointed by the Court, and thereafter the Liquidator, shall keep a record in which he shall record all minutes, all proceedings had and resolutions passed at any meeting of creditors or contributories, or of the Committee of Inspection, and all such matters as may be necessary to

give a correct view of his administration of the Company's affairs, but he shall not be bound to insert in the record any document of a confidential nature (such as the opinion of counsel on any matter affecting the interest of the creditors or contributories), nor need he exhibit such document to any person other than a member of the Committee of Inspection, or the Official Receiver.

159.—(1) In a winding-up by the Court, the Official Receiver, until a Liquidator is appointed by the Court, and thereafter the Liquidator, shall keep a book to be called the "Cash Book" (which shall be in such form as the Official Receiver may from time to time direct) in which he shall (subject to the provisions of the Rules as to trading accounts) enter from day to day the receipts and payments made by him.

Cash Book.
R. 170.

(2) In a winding-up by the Court, a Liquidator other than the Official Receiver, shall submit the record and Cash Book, together with any other requisite books and vouchers, to the Committee of Inspection (if any) when required, and not less than once every three months.

(3) In a creditors voluntary winding-up the Liquidator shall keep such books as the Committee of Inspection or if there is no such Committee as the creditors direct and all books kept by the Liquidator shall be submitted to the Committee of Inspection or if there is no such Committee to the creditors with any other books documents papers and accounts in his possession relating to his office as Liquidator or to the Company as and when the Committee of Inspection or if there is no such Committee the creditors direct.

Investment of Funds.

160.—(1) Where in a winding-up by the Court or in a creditors voluntary winding-up, the Committee of Inspection are of opinion that any part of the cash balance standing to the credit of the account of the Company should be invested, they shall sign a certificate and request, and the Liquidator shall transmit such certificate and request to the Official Receiver.

Investment
of assets in
securities,
and realisa-
tion of
securities.
R. 171.
Forms 84
and 85.

(2) Where the Committee of Inspection in any such winding-up are of opinion that it is advisable to sell any of the securities in which the moneys of the Company's assets are invested they shall sign a certificate and request to that effect, and the Liquidator shall transmit such certificate and request to the Official Receiver.

(3) Where there is no Committee of Inspection in any such winding-up as is mentioned in paragraphs (1) and (2) of this Rule and in every members voluntary winding-up whether subject to the supervision of the Court or not, if a case has in the opinion of the Liquidator arisen under section 281 of the Ordinance for an investment of funds of the Company or a sale of securities in which the Company's funds have been invested, the Liquidator shall sign and transmit to the Official Receiver a certificate of the facts on which his opinion is founded, and a request to the Official Receiver to make the investment or sale mentioned in the certificate, and the Official Receiver may thereupon, if he thinks fit, invest or sell the whole or any part of the said funds or securities, as provided in the said section, and the said certificate and request shall be a sufficient authority to the Official Receiver for the said investment or sale.

Accounts and Audit in a Winding-up by the Court.

Audit of
Cash Book.
R. 172.
Form 86.

161. The Committee of Inspection shall not less than once every three months audit the Liquidator's Cash Book and certify therein under their hands the day on which the said book was audited.

Official
Receiver's
audit of
Liquidator's
accounts.
R. 173.

162.—(1) The Liquidator shall, at the expiration of six months from the date of the winding-up order, and at the expiration of every succeeding six months thereafter until his release, transmit to the Official Receiver a copy of the Cash Book for such period in duplicate, together with the necessary vouchers and copies of the certificates of audit by the Committee of Inspection. He shall also forward with the first accounts, a summary of the Company's statement of affairs, showing thereon in red ink the amounts realised, and explaining the cause of the non-realisation of such assets as may be unrealised. The Liquidator shall also at the end of every six months forward to the Official Receiver, with his Accounts, a report upon the position of the liquidation of the Company in such form as the Official Receiver may direct.

(2) When the assets of the Company have been fully realised and distributed, the Liquidator shall forthwith send in his accounts to the Official Receiver, although the six months may not have expired.

Form 87.

(3) The accounts sent in by the Liquidator shall be verified by him by affidavit.

Liquidator
carrying on
business.
R. 174.

163.—(1) Where the Liquidator carries on the business of the Company, he shall keep a distinct account of the trading, and shall incorporate in the Cash Book the total weekly amounts of the receipts and payments on such trading account.

Forms 88
and 89.

(2) The trading account shall from time to time, and not less than once in every month, be verified by affidavit, and the Liquidator shall thereupon submit such account to the Committee of Inspection (if any) or such member thereof as may be appointed by the Committee for that purpose, who shall examine and certify the same.

Copy of
accounts to
be filed.
R. 175.

164. When the Liquidator's account has been audited, the Official Receiver shall certify the fact upon the account, and thereupon the duplicate copy, bearing a like certificate, shall be filed with the Registrar.

Summary of
accounts.
R. 176.

165.—(1) The Liquidator shall transmit to the Official Receiver with his accounts a summary of such accounts in such form as the Official Receiver may from time to time direct, and, on the approval of such summary by the Official Receiver, shall forthwith obtain, prepare, and transmit to the Official Receiver so many printed copies thereof, duly stamped for transmission by post, and addressed to the creditors and contributories, as may be required for transmitting such summary to such creditor and contributory.

(2) The cost of printing and posting such copies shall be a charge upon the assets of the Company.

Affidavit of
no receipts.
R. 177.

166. Where a Liquidator has not since the date of his appointment or since the last audit of his accounts, as the case may be, received or paid any sum of money on account of the assets of the Company, he shall, at the time when he is required to transmit his accounts to the Official Receiver, forward to the Official Receiver an affidavit of no receipts or payments.

167.—(1) Upon a Liquidator resigning, or being released or removed from his office, he shall deliver over to the Official Receiver, or as the case may be, to the new Liquidator, all books kept by him, and all other books, documents, papers, and accounts in his possession relating to the office of Liquidator. The release of a Liquidator shall not take effect unless and until he has delivered over to the Official Receiver, or as the case may be to the new Liquidator, all the books, papers, documents, and accounts which he is by this Rule required to deliver on his release.

Proceedings on resignation, &c., of Liquidator.
R. 178.

(2) The Court may, at any time during the progress of the liquidation, on the application of the Liquidator or the Official Receiver, direct that such of the books, papers, and documents of the Company or of the Liquidator as are no longer required for the purpose of the liquidation, may be sold, destroyed, or otherwise disposed of.

Disposal of books.

168. Where property forming part of a Company's assets is sold by the Liquidator through an auctioneer or other agent, the gross proceeds of the sale shall be paid over by such auctioneer or agent, and the charges and expenses connected with the sale shall afterwards be paid to such auctioneer or agent, on the production of the necessary certificate of the taxing officer. Every Liquidator by whom such auctioneer or agent is employed, shall, unless the Court otherwise orders, be accountable for the proceeds of every such sale.

Expenses of sales.
R. 179.

Taxation of Costs.

169. Every solicitor, manager, accountant, auctioneer, broker, or other person employed by an Official Receiver or Liquidator in a winding-up by the Court shall on request by the Official Receiver or Liquidator (to be made a sufficient time before the declaration of a dividend) deliver his bill of costs or charges to the Official Receiver or Liquidator for the purpose of taxation; and if he fails to do so within the time stated in the request, or such extended time as the Court may allow, the Liquidator shall declare and distribute the dividend without regard to such person's claim, and subject to any order of the Court the claim shall be forfeited. The request by the Official Receiver or Liquidator shall be in the Form No. 90.

Taxation of costs payable by or to Official Receiver or Liquidator or by Company.
R. 180.

Form 90.

170. Where a bill of costs or charges in any winding-up has been lodged with the Taxing Officer, he shall give notice of an appointment to tax the same, in a winding-up by the Court to the Official Receiver, and in every winding-up to the Liquidator, and to the person to or by whom the bill or charges is or are to be paid (as the case may be).

Notice of appointment.
R. 181.

171. The bill or charges, if incurred in a winding-up by the Court prior to the appointment of a Liquidator, shall be lodged with the Official Receiver, and if incurred after the appointment of a Liquidator, shall be lodged with the Liquidator. The Official Receiver or the Liquidator, as the case may be, shall lodge the bill or charges with the Taxing Officer.

Lodgment of Bill.
R. 182.

172. Every person whose bill or charges in a winding-up by the Official Receiver or the Liquidator, furnish a copy of his bill or charges so to be taxed, on payment at the rate of 35 cents per folio, which payment shall be charged on the

Copy of the Bill to be furnished.
R. 183.

assets of the Company. The Official Receiver shall call the attention of the Liquidator to any items which, in his opinion, ought to be disallowed or reduced, and may attend or be represented on the taxation.

Applications
for costs.
R. 184.

173. Where any party to, or person affected by, any proceeding desires to make an application for an order that he be allowed his costs, or any part of them, incident to such proceeding, and such application is not made at the time of the proceeding:—

(1) Such party or person shall serve notice of his intended application on the Official Receiver or on the Liquidator, as the case may be.

(2) The Official Receiver or Liquidator may appear on such application and object thereto.

(3) No costs of or incident to such application shall be allowed to the applicant, unless the Court is satisfied that the application could not have been made at the time of the proceeding.

Certificate
of taxation.
R. 185.
Form 91.

174. Upon the taxation of any bill of costs, charges, or expenses being completed, the Taxing Officer shall issue to the person presenting such bill for taxation his allowance or certificate of taxation. The bill of costs, charges, and expenses, together with the allowance or certificate, shall be filed with the Registrar.

Certificate of
employment.
R. 186.

175. Where the bill or charges of any solicitor, manager, accountant, auctioneer, broker, or other person employed by an Official Receiver or Liquidator, is or are payable out of the assets of the Company, a certificate in writing, signed by the Official Receiver or Liquidator, as the case may be, shall on the taxation be produced to the Taxing Officer setting forth whether any, and if so what, special terms of remuneration have been agreed to, and in the case of the bill of costs of a solicitor, a copy of the resolution or other authority sanctioning the employment of a solicitor to assist the Liquidator in the performance of his duties, and the instructions given to such solicitor by the Liquidator.

Scale of
costs and
taxation.

176. All costs properly incurred in a winding-up by the Court shall be allowed in the case of a Company the paid up capital or capital credited as paid up of which does not exceed \$100,000 on the Summary Jurisdiction Scale and in the case of all other Companies on the Original Jurisdiction Scale of the Supreme Court and such costs shall be taxed by the Registrar.

Review of
taxation and
appeals
thereon.
R. 190.

177. The procedure and practice of the Supreme Court shall be observed in all reviews of taxation.

Costs and Expenses Payable out of the Assets of the Company.

Liquidator's
charges.
R. 191.

178.—(1) Where a Liquidator or Special Manager in a winding-up by the Court receives remuneration for his services as such, no payment shall be allowed on his accounts in respect of the performance by any other person of the ordinary duties which are required by Ordinance or Rules to be performed by himself.

(2) Where a Liquidator is a solicitor he may contract that the remuneration for his services as Liquidator shall include all professional services.

179.—(1) The assets of a Company in a winding-up by the Court, remaining after payment of the fees and expenses properly incurred in preserving, realising or getting in the assets, including where the Company has previously commenced to be wound up voluntarily such remuneration, costs, and expenses as the Court may allow to a Liquidator appointed in such Voluntary Winding-up shall, subject to any order of the Court, be liable to the following payments, which shall be made in the following order of priority, namely:—

Costs payable out of the assets.
R. 192.

First.—The taxed costs of the petition, including the taxed costs of any person appearing on the petition whose costs are allowed by the Court.

Next.—The remuneration of the special manager (if any).

Next.—The costs and expenses of any person who makes or concurs in making, the Company's statement of affairs.

Next.—The taxed charges of any shorthand writer appointed to take an examination. Provided that where the shorthand writer is appointed at the instance of the Official Receiver the cost of the shorthand notes shall be deemed to be an expense incurred by the Official Receiver in getting in and realising the assets of the Company.

Next.—The necessary disbursements of any Liquidator appointed in the winding-up by the Court, other than expenses properly incurred in preserving, realising or getting in the assets heretofore provided for.

Next.—The costs of any person properly employed by any such Liquidator.

Next.—The remuneration of any such Liquidator.

Next.—The actual out-of-pocket expenses necessarily incurred by the Committee of Inspection, subject to the approval of the Official Receiver.

(2) No payments in respect of bills or charges of solicitors, managers, accountants, auctioneers, brokers, or other persons, other than payments for costs and expenses incurred and sanctioned under Rule 43, and payments of bills which have been taxed and allowed under orders made for the taxation thereof, shall be allowed out of the assets of the Company without proof that the same have been considered and allowed by the Registrar. The Taxing Officer shall satisfy himself before passing such bills or charges that the employment of the solicitor or other person in respect of the matters mentioned in the bills or charges has been duly sanctioned: Provided that the Official Receiver when acting as Liquidator may without taxation pay and allow the costs and charges of any person other than a solicitor employed by him where such costs and charges are within the scale usually allowed by the Court and do not exceed the sum of \$50.

Costs.

(3) Nothing contained in this Rule shall apply to or affect costs which, in the course of legal proceedings by or against a Company which is being wound up by the Court, are ordered by the Court in which such proceedings are pending or a Judge thereof to be paid by the Company or the Liquidator, or the rights of the person to whom such costs are payable.

Statements by Liquidator to the Registrar of Companies.

Conclusion of winding-up.
R. 193.

180. The winding-up of a Company shall, for the purposes of section 270 of the Ordinance, be deemed to be concluded:—

(a) In the case of a Company wound up by order of the Court, at the date on which the order dissolving the Company has been reported by the Liquidator to the Registrar of Companies or at the date of the order of the Court releasing the Liquidator pursuant to section 191 of the Ordinance.

(b) In the case of a Company wound up voluntarily, or under the supervision of the Court, at the date of the dissolution of the Company, unless at such date any funds or assets of the Company remain unclaimed or undistributed in the hands or under the control of the Liquidator, or any person who has acted as Liquidator, in which case the winding-up shall not be deemed to be concluded until such funds or assets have either been distributed or paid into the Companies Liquidation Account.

Times of sending Liquidator's statements, and regulations applicable thereto.
R. 194.

181. In a voluntary winding-up or a winding-up under the supervision of the Court, the statements with respect to the proceedings in and position of a liquidation of a Company, the winding-up of which is not concluded within a year after its commencement, shall be sent to the Registrar of Companies twice in every year as follows:—

(1) The first statement commencing at the date when a Liquidator was first appointed and brought down to the end of twelve months from the commencement of the winding-up, shall be sent within 30 days from the expiration of such twelve months, or within such extended period as the Court may sanction, and the subsequent statements shall be sent at intervals of half a year, each statement being brought down to the end of the half-year for which it is sent. In cases in which the assets of the Company have been fully realised and distributed before the expiration of a half-yearly interval a final statement shall be sent forthwith.

Forms 92, 94, 95 and 96.

(2) Subject to the next succeeding Rule, Form No. 92, and where applicable Forms 94, 95 and 96, with such variations as circumstances may require, shall be used, and the directions specified in the Form shall (unless the Court otherwise directs) be observed in reference to every statement.

Form 93.

(3) Every statement shall be sent in duplicate, and shall be verified by an affidavit in the Form No. 93, with such variations as circumstances may require.

Affidavit of no receipts or payments.
R. 195.

182. Where in a voluntary winding-up or a winding-up under the supervision of the Court, a Liquidator has not during any period for which a statement has to be sent received or paid any money on account of the Company, he shall at the period when he is required to transmit his statement, send to the Registrar of Companies the prescribed statement in the Form No. 92, in duplicate, containing the particulars therein required with respect to the proceedings in and position of the liquidation, and with such statement shall also send an affidavit of no receipts or payments in the Form No. 93.

Forms 92 and 93.

*Unclaimed Funds and Undistributed Assets in the
Hands of a Liquidator.*

183.—(1) All money in the hands or under the control of a liquidator of a Company representing unclaimed dividends, which for six months from the date when the dividend became payable have remained in the hands or under the control of the Liquidator, shall forthwith, on the expiration of the six months, be paid into the Companies Liquidation Account.

Payment of undistributed and unclaimed money into Companies Liquidation Account.
R. 196.

(2) In a voluntary winding-up or a winding-up under the supervision of the Court all other money in the hands or under the control of a Liquidator of a Company, representing unclaimed or undistributed assets, which under sub-section 1 of section 271 of the Ordinance, the Liquidator is to pay into the Companies Liquidation Account, shall be ascertained as on the date to which the statement of receipts and payments sent in to the Registrar of Companies is brought down, and the amount to be paid to the Companies Liquidation Account shall be the minimum balance of such money which the Liquidator has had in his hands or under his control during the six months immediately preceding the date to which the statement is brought down, less such part (if any) thereof as the Official Receiver may authorise him to retain for the immediate purposes of the liquidation. Such amount shall be paid into the Companies Liquidation Account within fourteen days from the date to which the statement of account is brought down.

(3) Notwithstanding anything in this Rule, any moneys representing unclaimed or undistributed assets or dividends in the hands of the Liquidator at the date of the dissolution of the Company shall forthwith be paid by him into the Companies Liquidation Account.

(4) A Liquidator whose duty it is to pay into the Companies Liquidation Account money representing unclaimed or undistributed assets of the Company shall pay in the same through the Official Receiver and shall be entitled to a certificate of receipt for the money so paid in Form 105.

(5) In a voluntary winding-up or a winding-up under the supervision of the Court money invested or deposited at interest by a Liquidator shall be deemed to be money under his control, and when such money forms part of the minimum balance payable into the Companies Liquidation Account pursuant to clause (2) of this Rule, the Liquidator shall realise the investment or withdraw the deposit, and shall pay the proceeds into the Companies Liquidation Account, provided that where the money is invested in Government securities, or such securities as the Court may direct, such securities, may, with the permission of the Court, be transferred to the control of the Official Receiver instead of being forthwith realised and the proceeds thereof paid into the Companies Liquidation Account. In the latter case, if and when the money represented by the securities is required wholly or in part for the purposes of the liquidation, the Official Receiver may realise the securities wholly or in part and pay the proceeds of realisation into the Companies Liquidation Account and deal with the same in the same way as other monies paid into the said Account may be dealt with.

Liquidator to furnish information to Official Receiver.

R. 197.
Form 97.

184. In a voluntary winding-up or in a winding-up under the supervision of the Court, every person who has acted as Liquidator of any Company, whether the liquidation has been concluded or not, shall furnish to the Official Receiver particulars of any money in his hands or under his control representing unclaimed or undistributed assets of the Company and such other particulars as the Official Receiver may require for the purpose of ascertaining or getting in any money payable into the Companies Liquidation Account at the bank. The Official Receiver may require such particulars to be verified by affidavit.

Official Receiver may call for verified accounts.
R. 198.
Forms 92 to 96.

185.—(1) In a voluntary winding-up or in a winding-up under the supervision of the Court, the Official Receiver may at any time order any such person to submit an account verified by affidavit of the sums received and paid by him as Liquidator of the Company and may direct and enforce an audit of the account.

(2) For the purposes of section 271 of the Ordinance, and the Rules, the Court shall have, and, at the instance of the Official Receiver, may exercise all the powers conferred by the Bankruptcy Ordinance, 1931, with respect to the discovery and realisation of the property of a debtor, and the provisions of Part I of that Ordinance with respect thereto shall, with any necessary modification, apply to proceedings under section 271 of the Ordinance.

Application to the Court for enforcing an account, and getting in money.

R. 199.

186. An application by the Official Receiver for the purpose of ascertaining and getting in money payable into the bank pursuant to section 271 of the Ordinance, shall be made by motion.

Application for payment out by person entitled.

R. 200.

187. An application by a person claiming to be entitled to any money paid into the bank in pursuance of section 271 of the Ordinance, shall be made in such form and manner as the Official Receiver may from time to time direct, and shall, unless the Official Receiver otherwise directs, be accompanied by the certificate of the Liquidator that the person claiming is entitled and such further evidence as the Official Receiver may direct.

Application by Liquidator for payment out.

R. 201.

188. A Liquidator who requires to make payments out of money paid into the bank in pursuance of section 271 of the Ordinance, either by way of distribution or in respect of the cost and expenses of the proceedings, shall apply in such form and manner as the Official Receiver may direct, and the Official Receiver may thereupon either make an order for payment to the Liquidator of the sum required by him for the purposes aforesaid, or may direct cheques to be issued to the Liquidator for transmission to the persons to whom the payments are to be made.

Release of Liquidator in a Winding-up by the Court.

Proceedings for release of Liquidator.

R. 202.
Forms 98, 99 and 100.

189.—(1) A Liquidator in a winding-up by the Court before making application to the Court for his release, shall give notice of his intention so to do to all the creditors who have proved their debts and to all the contributories, and shall send with the notice a summary of all receipts and payments in the winding-up.

(2) When the Court has granted to a Liquidator his release, a notice of the order granting the release shall be gazetted. The Liquidator shall provide the requisite payment for the *Gazette*, which he may charge against the Company's assets.

190.—(1) The Court may order that the books and papers of a Company which has been wound up shall not be destroyed for such period (not exceeding five years from the dissolution of the Company) as the Court thinks proper.

Disposal
of books
and papers
R. 203.

(2) Any creditor or contributory may make representations to the Court with regard to the destruction of such books and papers.

(3) A resolution for the destruction of the books and papers of such a Company within the said period of five years or any shorter period fixed by an order of the Court in force at the date of such resolution shall not take effect until the expiration of such period of five years or of such shorter period unless the Court shall otherwise direct.

(4) At least one week's notice shall be given to the Official Receiver of any application to the Court for an order for the destruction of the books and papers of a Company before the expiration of such period of five years or shorter period.

Official Receivers.

191.—(1) Judicial notice shall be taken of the appointment of the Official Receivers appointed by the Governor.

Appoint-
ment.
R. 204.

(2) When the Governor appoints any officer to act as deputy for or in the place of an Official Receiver notice thereof shall be given in the *Gazette*.

(3) Any person so appointed shall, during his tenure of office, have all the status, rights, and powers, and be subject to all the liabilities of an Official Receiver.

192. Where an Official Receiver is removed from his office by the Governor, notice of the order removing him shall be published in the *Gazette*.

Removal.
R. 205.

193. The Court may, by general or special directions determine what acts or duties of the Official Receiver in relation to the winding-up of Companies are to be performed by him in person, and in what cases he may discharge his functions through the agency of his clerks or other persons in his regular employ, or under his official control.

Personal
performance
of duties.
R. 206.

194. An Assistant Official Receiver, appointed by the Governor, shall be an officer of the Court, as fully as the Official Receiver to whom he is assistant, and, subject to the directions of the Court, he may represent the Official Receiver in all proceedings in Court, or in any administrative or other matter. Judicial notice shall be taken of the appointment of an Assistant Official Receiver and he may be removed in the same manner as is provided in the case of an Official Receiver.

Assistant
Official
Receivers.
R. 207.

195. In the absence of the Official Receiver any officer duly authorised for the purpose by the Governor, and any clerk of the Official Receiver duly authorised by him in writing, may by leave of the Court act on behalf of the Official Receiver, and take part for him in any public or other examination and in any unopposed application to the Court.

Power of
certain
officers and
Official
Receivers'
clerks in
certain cases
to act for
Official
Receivers.
R. 208.

Duties
where no
assets.
R. 209.

196. Where a Company against which a winding-up order has been made has no available assets, the Official Receiver shall not be required to incur any expense in relation to the winding-up without the express directions of the Court.

Accounting
by Official
Receiver.
R. 210.

197.—(1) Where a Liquidator is appointed by the Court in a winding-up by the Court, the Official Receiver shall account to the Liquidator.

(2) If the Liquidator is dissatisfied with the account or any part thereof, he may report the matter to the Court, which shall take such action (if any) thereon as it may deem expedient.

(3) The provisions of these Rules as to Liquidators and their accounts shall not apply to the Official Receiver when he is Liquidator, but he shall account in such manner as the Court may from time to time direct.

Official
Receiver
to act as
Committee
of Inspection
where no
Committee
of Inspection
appointed.
R. 211.

198. Where there is no Committee of Inspection in a winding-up by the Court any functions of the Committee of Inspection which devolve on the Court may, subject to the directions of the Court, be exercised by the Official Receiver.

Appeals
from
Official
Receiver.
R. 212.

199. An Appeal to the Court from an act or decision of the Official Receiver acting otherwise than as Liquidator of a Company, shall be brought within twenty-one days from the time when the decision or act appealed against is done, pronounced, or made.

Applications
under
ss 190 and
263 (3)
of the
Ordinance.
R. 213.

200.—(1) An application by the Official Receiver to the Court to examine on oath the Liquidator or any other person pursuant to section 190 of the Ordinance or to confer on the Official Receiver or on any person designated by him for the purpose with respect to the Company concerned the powers of investigating the affairs of the Company, mentioned in Subsection (3) of section 263 of the Ordinance shall be made *ex parte*, and shall be supported by a report to the Court filed with the Registrar, stating the circumstances in which the application is made.

(2) The report shall be signed by the Official Receiver; and shall for the purposes of such application be *prima facie* evidence of the statement therein contained.

Books to be Kept and Returns made by Officers of Court.

Books to be
kept by
Officers of
the Court.
R. 214.

201.—(1) The Registrar of the Court shall keep books according to the Forms in the Appendix, and the particulars given under the different heads in such books shall be entered forthwith after each proceeding has been concluded.

Forms 101
and 102.

(2) The books shall at all times be open to inspection by the Official Receiver, and the Officers of the Court whose duty it is to keep the books prescribed by these Rules shall furnish the Official Receiver with such information and returns as the Official Receiver may from time to time require.

Gazetting in a Winding-up by the Court.

202.—(1) All notices subsequent to the making by the Court of a winding-up order in pursuance of the Ordinance or the Rules requiring publication in the *Gazette* shall be gazetted by the Official Receiver.

Gazetting notices.
R. 215.
Forms 103,
(1) to (9).

(2) Where any winding-up order is amended, and also in any case in which any matter which has been gazetted has been amended or altered, or in which a matter has been wrongly or inaccurately gazetted, the Official Receiver shall re-gazette such order or matter with the necessary amendments and alterations in the prescribed form, at the expense of the Company's assets, or otherwise as the Court may direct.

203.—(1) Whenever the *Gazette* contains any advertisement relating to any winding-up proceedings the Official Receiver or Liquidator as the case may be shall file with the proceedings a memorandum referring to and giving the date of the advertisement.

Filing Memorandum of *Gazette* notices.
R. 216.
Form 104.

(2) In the case of an advertisement in a local paper, the Official Receiver or Liquidator as the case may be shall keep a copy thereof and a memorandum referring to and giving the date of the advertisement shall be placed on the file.

(3) For this purpose one copy of each local paper in which any advertisement relating to any winding-up proceeding in the Court is inserted, shall be left with the Official Receiver or Liquidator as the case may be by the person who inserts the advertisement.

(4) A memorandum under this Rule shall be *prima facie* evidence that the advertisement to which it refers was duly inserted in the issue of the *Gazette* or newspaper mentioned in it.

Arrests and Commitments.

204. A Warrant of Arrest, or any other Warrant issued under the provisions of the Ordinance and Rules, may be addressed to such Bailiff or Officer of the Court or constables of the Colony as the Court may in each case direct.

To whom warrants may be addressed.
R. 217.

205. Where the Court issues a Warrant for the arrest of a person under any of the provisions of the Ordinance or Rules, he shall be committed, unless the Court shall otherwise order, to the prison used by the Court in cases of commitment made in the exercise by the Court of its ordinary jurisdiction.

Prison to which person arrested on Warrant is to be taken.
R. 218.

206. Where a person is arrested under a Warrant of Commitment issued under any of the provisions of the Ordinance and Rules, other than sections 207 and 210 of the Ordinance, and Rule 56 of the Rules he shall be forthwith conveyed in custody of the Bailiff or Officer apprehending him to the prison used by the Court in cases of commitment made in the exercise by the Court of its ordinary jurisdiction and kept therein for the time mentioned in the Warrant of Commitment, unless sooner discharged by the Order of the Court or otherwise by law. Where a person is arrested under a Warrant, issued under section 207 or

Prison to which a person arrested is to be conveyed, and production and custody of persons arrested.
R. 220.

section 210 of the Ordinance, or under Rule 56 of the Rules, he shall be forthwith conveyed in custody of the Bailiff or Officer apprehending him to such prison as aforesaid; and the Superintendent of Prisons shall produce such person before the Court as it may from time to time direct, and shall safely keep him until such time as the Court shall otherwise order, or such person shall be otherwise discharged by law.

Miscellaneous Matters.

Disposal of monies received after execution.
R. 22A.

207.—(1) Where any money is seized or received by the bailiff in part satisfaction of an execution against the goods of a company the same shall be paid into court to the credit of a ledger account in the name of the bailiff with a sub-title in the matter of the action and if, before the completion of the execution by the receipt or recovery of the full amount of the levy, notice is served on the bailiff that a provisional liquidator has been appointed or that a winding-up order has been made or that a resolution for voluntary winding up has been passed, the bailiff shall forthwith inform the Registrar of the service of such notice and the Registrar shall, on being so required, deliver any money so seized or received in part satisfaction of the execution to the liquidator after deducting therefrom the costs of the execution.

(2) Where under an execution in respect of a judgment for a sum exceeding two hundred dollars the goods of a company are sold or money is paid in order to avoid a sale, the proceeds of sale or money paid in order to avoid a sale shall be paid into Court to the credit of a ledger account in the name of the bailiff with a sub-title in the matter of the action and shall be retained for fourteen days from the date of such sale or payment in order to avoid sale, and if within such fourteen days notice is served on the bailiff of a petition for the winding-up of the company having been presented or of a meeting having been called at which there is to be proposed a resolution for the voluntary winding-up of the company, the bailiff shall forthwith notify the Registrar of the service of such notice and if an order is made or a resolution is passed, as the case may be, for the winding-up of the company, the Registrar shall deduct the costs of the execution and shall pay the balance to the liquidator.

(3) Payment by the bailiff into court in pursuance of this Rule shall be a good discharge to him as against the Liquidator.

Enlargement or abridgment of time.
R. 222.

208. The Court may, in any case in which it shall see fit, extend or abridge the time appointed by the Rules or fixed by any order of the Court for doing any act or taking any proceeding.

Formal defect not to invalidate proceedings.
R. 223.

209.—(1) No proceedings under the Ordinance or the Rules shall be invalidated by any formal defect or by any irregularity, unless the Court is of opinion that substantial injustice has been caused by the defect or irregularity, and that the injustice cannot be remedied by any order of the Court.

(2) No defect or irregularity in the appointment or election of an Official Receiver, Liquidator, or member of a Committee of Inspection shall vitiate any act done by him in good faith.

210. In all proceedings in or before the Court, or any Registrar or Officer thereof, or over which the Court has jurisdiction under the Ordinance and Rules, where no other provision is made by the Ordinance or Rules, the practice, procedure and regulations shall, unless the Court otherwise in any special case directs, be in accordance with the Rules and practice of the Court.

Application of existing procedure.
R. 224.

211. These Rules may be cited as the Companies (Winding-up) Rules, 1936. They shall come into operation on the first day of January, 1937.

Short title and commencement.
R. 227.

Dated the ninth day of December, 1936.

A. D. A. MACGREROR,
Chief Justice.

Approved by the Legislative Council on the 30th day of December, 1936.

T. MEGARRY,
Deputy Clerk of Councils.

Appendix.

FORMS.

No. 1. (Rule 7.)

FORM OF SUMMONS (GENERAL).

(Title.)

Let (a) attend at on the _____ day of 19____, at _____ o'clock in the _____ noon on the hearing of an application of (b) for an order that (c)

(a) Name of Respondent.

(b) Name and description of applicant.

(c) State object of application.

Dated the _____ day of _____, 19____.

This summons was taken out by _____ of Solicitors for _____ To _____

NOTE.—If you do not attend, either in person or by your solicitor, at the time and place above-mentioned, such order will be made, and proceedings taken, as the Judge (or Registrar) may think just and expedient.

No. 2. (Rule 22.)

PETITION.

(Title.)

To the Supreme Court of Hong Kong.

(a) Insert full name, title, etc., of petitioner.

The humble petition of (a) showeth as follows:—

(b) State the full address of the registered office so as sufficiently to show where it is situate.

1. The Company, Limited (hereinafter called the company), was in the month of , incorporated under the Companies Ordinance.

2. The registered office of the company is at (b)

3. The nominal capital of the company is \$, divided into shares of \$ each. The amount of the capital paid up or credited as paid up is \$

4. The objects for which the company was established are as follows:—

To

and other objects set forth in the memorandum of association thereof.

[Here set out in paragraphs the facts on which the petitioner relies, and conclude as follows]:—

Your petitioner therefore humbly prays as follows:—

(c) add words in brackets if supervision order is asked for.

(1.) That the Company, Limited, may be wound up by the Court under the provisions of the Companies Ordinance, 1932.

(c) (That the voluntary winding up of the Company, Limited, may be continued but subject to the Supervision of the Court).

(2.) Or that such other order may be made in the premises as shall be just.

(d) This note will be unnecessary if the Company is petitioner.

NOTE.—(d) It is intended to serve this petition on

No. 3. (Rule 22.)

PETITION BY UNPAID CREDITOR ON SIMPLE CONTRACT.

(Title.)

Paragraphs 1, 2, 3, and 4 as in No. 2.

(a) State consideration for the debt, with particulars so as to establish that the debt claimed is due.

5. The company is indebted to your petitioner in the sum of \$ for (a)

6. Your petitioner has made application to the company for payment of his debt, but the company has failed and neglected to pay the same or any part thereof.

7. The company is [insolvent and] unable to pay its debts.

8. In the circumstances it is just and equitable that the company should be wound up.

Your petitioner, therefore, &c. [as in No. 2].

No. 4. (Rule 24.)

ADVERTISEMENT OF PETITION.

(Title.)

Notice is hereby given that a petition for the winding up of the above named company by (a) the Supreme Court of Hong Kong was, on the _____ day of _____ 19____, presented to the said Court by the said company [or, as the case may be]. And that said petition is directed to be heard before the court at _____ m. on the _____ day of _____ 19____; and any creditor or contributory of the said company desirous to support or oppose the making of an order on the said petition may appear at the time of hearing by himself or his counsel for that purpose; and a copy of the petition will be furnished to any creditor or contributory of the said company requiring the same by the undersigned on payment of the regulated charge for the same.

(a) If the winding up is to be subject to supervision, insert instead of "by" the words "subject to the supervision of".

Signed (b) [Name]
[Address]

(b) To be signed by the solicitor to the petitioner or by the petitioner if he has no solicitor.

NOTE.—Any person who intends to appear on the hearing of the said petition must serve on or send by post to the above-named, notice in writing of his intention so to do. The notice must state the name and address of the person, or, if a firm, the name and address of the firm, and must be signed by the person or firm, or his or their solicitor (if any), and must be served, or if posted, must be sent by post in sufficient time to reach the above-named not later than six o'clock in the afternoon of the _____ of _____ 19____.

No. 5. (Rule 25.)

AFFIDAVIT OF SERVICE OF PETITION ON MEMBERS, OFFICERS, OR SERVANTS, &c.

(Title.)

In the matter of a petition dated _____

I, _____, of _____, make oath and say:—

1. [In the case of service of petition on a company by leaving it with a member, officer, or servant at the registered office, or if no registered office at the principal or last known principal place of business of the company.]

That I did on _____ day, the _____ day of _____ 19____, serve the above-named company with the above-mentioned petition by delivering to and leaving with [name and description] a member (or officer) (or servant) of the said company a copy of the above-mentioned petition, duly sealed with the seal of the Court, at [office or place of business as aforesaid], before the hour of _____ in the noon.

2. [In the case of no member, officer, or servant of the company being found at the registered office or place of business.]

That I did on _____ day, the _____ day of _____ 19____, having failed to find any member, officer, or servant of the above-named company at [here state registered office or place of business], leave there a copy of the above-mentioned petition, duly sealed with the seal of the Court, before the hour of _____ in the noon [add with whom such sealed copy was left, or where, e.g.: affixed to door of offices, or placed in letter box, or otherwise].

3. [In the case of directions by the Court as to the member or members, officer, or servant of the company to be served.]

That I did on _____ day, the _____ day of _____ 19____, serve [name or names and description] with a copy of the above-mentioned petition, duly sealed with the seal of the Court, by delivering the same personally to the said _____, at [place] before the hour of _____ in the _____ noon.

4. The said petition is now produced and shown to me, marked A
Sworn at, &c.

No. 6. (Rule 25.)

AFFIDAVIT OF SERVICE OF PETITION ON LIQUIDATOR.

(Title.)

In the matter of a petition, dated _____, for winding up the above company [by] or [under the supervision of] the Court [as the case may be].

I, _____, of _____, make oath and say:—

That I did, on _____ day, the _____ day of 19____, serve [name and description] the liquidator of the above-named company, with a copy of the above-mentioned petition, duly sealed with the seal of the Court, by delivering the same personally to the said _____ at [place], before the hour of _____ in the _____ noon.

The said petition is now produced and shown to me, marked A.

Sworn at, &c.

No. 7. (Rule 26.)

AFFIDAVIT VERIFYING PETITION.

(Title.)

I, A.B., of &c., make oath and say, that such of the statements in the petition now produced and shown to me, and marked with the letter A, as relate to (a) my own acts and deeds are true, and such of the said statements as relate to the acts and deeds of any other person or persons I believe to be true.

(a) If the petition is by a firm, insert "the acts and deeds of my said firm".

Sworn, &c.

No. 8. (Rule 26.)

AFFIDAVIT VERIFYING PETITION OF A LIMITED COMPANY.

(Title.)

I, A.B., of, &c., make oath and say as follows:—

1. I am (a director) (the Secretary) of _____ Company, Limited, the petitioner in the above matter, and am duly authorised by the said petitioner to make this affidavit on its behalf.

2. That such of the statements in the petition now produced and shown to me marked with the letter A, as relate to the acts and deeds of the said petitioner or to my own acts and deeds, are true, and such of the statements in the said petition as relate to the acts and deeds of any other corporation, person or persons, I believe to be true.

Sworn, &c.

No. 9. (Rule 28.)

ORDER APPOINTING A PROVISIONAL LIQUIDATOR AFTER PRESENTATION OF PETITION, AND BEFORE ORDER TO WIND UP.

the _____ day of _____ 19____.

(Title.)

Upon the application, &c., and upon reading, &c., the Court doth hereby appoint the Official Receiver (or as may be) to be Provisional Liquidator of the above-named Company. And the Court doth hereby limit and restrict the powers of the said Provisional Liquidator

to the following acts, that is to say [*describe the acts which the Provisional Liquidator is to be authorised to do and the property of which he is to take possession*].

NOTE.—It will be the duty of the person who is at the time Secretary or chief Officer of the Company and of such of the persons who are liable to make out or concur in making out the Company's statement of affairs as the Official Receiver may require, to attend on the Official Receiver at such time and place as he may appoint and to give him all information he may require.

No. 10. (Rule 30.)

NOTICE OF INTENTION TO APPEAR ON PETITION.

(Title.)

Take notice that A.B., of (a) a creditor for \$ _____ of (or contributory holding (b) _____ shares in) the above company intends to appear on the hearing of the petition advertised to be heard on the _____ day of _____, 19 _____, and to support (or oppose) such petition.

(a) State full name, or if a firm, the name of the firm and address.

(Signed) (c)

(b) State number and class of shares held.

[Address]

(c) To be signed by the person or his solicitor or agent.

To

No. 11. (Rule 31.)

LIST OF PARTIES ATTENDING THE HEARING OF A PETITION.

(Title.)

The following are the names of those who have given notice of their intention to attend the hearing of the petition herein, on the day of _____ 19 _____.

Name.	Address.	Name and Address of Solicitor of party who has given notice.	Creditors. Amount of Debt.	Contributories. Number of Shares.	Opposing.	Supporting.

No. 12. (Rule 34.)

NOTIFICATION TO OFFICIAL RECEIVER OF WINDING UP ORDER.

(Title.)

To the Official Receiver.

(Address.)

Order pronounced this day by [or, as the case may be] for winding up the under-mentioned company under the Companies Ordinance, 1932.

Name of Company.	Registered Office of Company.	Petitioner's Solicitor.	Date of Presentation of Petition.

No. 13. (Rule 34.)

NOTIFICATION TO OFFICIAL RECEIVER OF ORDER PRONOUNCED FOR APPOINTMENT OF PROVISIONAL LIQUIDATOR PRIOR TO WINDING UP ORDER BEING MADE.

(Title.)

To the Official Receiver.

(Address.)

Order pronounced this day by [or, as the case may be] for the appointment of the Official Receiver (or, as the case may be, the name, address and description of the person appointed) as Provisional Liquidator prior to any Winding up Order being made.

Name of Company.	Registered Office of Company.	Petitioner's Solicitor.	Date of Presentation of Petition.

No. 14. (Rule 35).

ORDER FOR WINDING UP BY THE COURT.

day of , 19 .

(Title.)

Upon the petition of the above named company (or A.B., of &c., a creditor (or contributory) of the above named company), on the day of 19 , preferred unto the Court, and upon hearing for the petitioner, and for and upon reading the said petition, an affidavit of (the said petitioner), filed, &c., verifying the said petition, an affidavit of L.M., filed the day of 19 , the Gazette of the day of 19 , the newspaper of the day of (enter any other papers), each containing an advertisement of the said petition (enter any other evidence), this Court doth order that the said Company be wound up by this Court under the provisions of the Companies Ordinance, 1932, and that the Official Receiver, or as the case may be, be constituted Provisional Liquidator of the affairs of the company.

And it is ordered that the costs of of the said petition be taxed and paid out of the assets of the said Company.

Note:—It will be the duty of the Secretary or chief officer of the Company and of such of the persons who are liable to make out or concur in making out the Company's statement of affairs, as the Official Receiver may require, to attend on the Official Receiver at such time and place as he may appoint and to give him all information he may require.

No. 15. (Rule 36 (2)).

ORDER FOR WINDING UP SUBJECT TO SUPERVISION.

day the day of , 19

(Title.)

Upon the petition, &c., this Court doth order that the voluntary winding up of the said Company, Limited, be continued, but subject to the supervision of this Court; and any of the proceedings under the said voluntary winding up may be adopted as the Court shall think fit; and it is ordered that the liquidator appointed in the voluntary winding up of the said Company, or other the liquidator for the time being, do on the day of next, and thenceforth every three months file with the Registrar a report in writing as to the position of, and the progress made with, the winding up of the said Company, and with the realization of the assets thereof, and as to any other matters connected with the winding up as the Court may from time to time direct. And it is ordered that no bills of costs, charges, or expenses, or special remuneration of any solicitor employed by the liquidator of the said Company, or any remuneration, charges or expenses of such liquidator, or of any manager, accountant, auctioneer, broker, or other person, be paid out of the assets of the said Company, unless such costs, charges, expenses, or remuneration, shall have been taxed or allowed by the Registrar. And it is ordered that all such costs, charges, expenses, and remuneration, be taxed and ascertained accordingly. And it is ordered that the costs of the petitioner and of [here insert any directions as to allowance of costs of petitioner and of persons appearing]. And the creditors, contributories, and liquidator of the said Company, and all other persons interested, are to be at liberty to apply generally as there may be occasion.

No. 16. (Rule 36.)

NOTICE OF ORDER TO WIND UP (FOR NEWSPAPER).

The Companies Ordinance, 1932.

In the matter of , Limited.

Winding up Order made , 19

Date and place of first meetings:—

Creditors 19 , at

Contributories 19 , at

Official Receiver and
Provisional Liquidator.

No. 17. (Rule 38.)

AFFIDAVIT BY SPECIAL MANAGER VERIFYING ACCOUNT.

(Title.)

I, of , make oath and say as follows:—

1. The account hereunto annexed, marked with the letter A, produced and shown to me at the time of swearing this my affidavit, and purporting to be my account as special manager of the estate or business of the above-named company, contains a true account of all and every sums and sum of money received by me or by any other person or persons by my order or to my knowledge or belief for my use on account or in respect of the said estate or business.

2. The several sums of money mentioned in the said account hereby verified to have been paid or allowed have been actually and truly so paid and allowed for the several purposes in the said account mentioned.

3. The said account is just and true in all and every the items and particulars therein contained, according to the best of my knowledge and belief.

Sworn &c.

No. 18. (Rule 109.)

NOTICE TO CREDITORS OF FIRST MEETING.

(Title.)

(Under the order for winding up the above-named Company, dated the day of 19 .)

Notice is hereby given that the first meeting of creditors in the above matter will be held at on the day of 19 , at o'clock in the noon.

To entitle you to vote thereat your proof must be lodged with me not later than o'clock on the day of , 19 .

Forms of proof and of general and special proxies are enclosed herewith. Proxies to be used at the meeting must be lodged with me not later than o'clock on the day of , 19 .

Official Receiver.

Address.

(The statement of the Company's affairs (a))

NOTE.

At the first meetings of the creditors and contributories they may amongst other things:—

1. By resolution determine whether or not an application is to be made to the Court to appoint a liquidator in place of the Official Receiver.

2. By resolution determine whether or not an application shall be made to the Court for the appointment of a committee of inspection to act with the liquidator, and who are to be the members of the committee if appointed.

NOTE.—If a liquidator is not appointed by the Court the Official Receiver will be the liquidator.

No. 19. (Rule 109.)

NOTICE TO CONTRIBUTORIES OF FIRST MEETING.

(Title.)

Notice is hereby given that the first meeting of the contributories in the above matter will be held at on the day of 19 , at o'clock in the noon.

Forms of general and special proxies are enclosed herewith. Proxies to be used at the meeting must be lodged with me not later than o'clock on the day of 19 .

Dated this day of 19 .

Official Receiver.

Address.

(The Company's statement of affairs (a)).

NOTE.

At the first meetings of creditors and contributories they may amongst other things:—

(a) Here insert "has not been lodged," or "has been lodged, and summary is enclosed".

(a) Here insert "has not been lodged" or "has been lodged, and summary is enclosed".

1. By resolution determine whether or not an application shall be made to the Court to appoint a liquidator in place of the Official Receiver.

2. By resolution determine whether or not an application shall be made to the Court for the appointment of a committee of inspection to act with the liquidator, and who are to be the members of the committee if appointed.

NOTE.—If a liquidator is not appointed by the Court the Official Receiver will be the liquidator.

No. 20. (Rule 110.)

NOTICE TO DIRECTORS AND OFFICERS OF COMPANY TO ATTEND FIRST MEETING OF CREDITORS OR CONTRIBUTORIES.

(Title.)

Take notice that the first meeting of creditors [or contributories] will be held on the _____ day of _____ 19____, at _____ o'clock at (a) _____ and that you are required to attend thereat, and give such information as the meeting may require.

(a) Here insert place where meeting will be held.

Dated this _____ day of _____ 19____.

To (b) _____ Official Receiver.

(b) Insert name of person required to attend.

NOTE.—The failure of any Director or officer to attend will be reported by the Official Receiver to the Court.

No. 21. (Rule 123 (2)).

MEMORANDUM OF PROCEEDINGS AT ADJOURNED FIRST MEETING.

(No quorum.)

(Title.)

Before _____ at _____ on the _____ day of _____ 19____, at _____ o'clock.

Memorandum.—The adjourned meeting of (a) _____ in the above matter was held at the time and place above-mentioned; but it appearing that there was not a quorum of (a) _____ qualified to vote present or represented, no resolution was passed, and the meeting was not further adjourned.

(a) Insert "creditors" or "contributories", as the case may be.

Chairman.

No. 22. (Rule 130.)

LIST OF CREDITORS (a) PRESENT TO BE USED AT EVERY MEETING.

(Title.)

Meeting held at _____ this _____ day of _____ 19____.

(a) "or contributories".
(b) In case of contributories insert number of shares" and "number of votes according to the regulations of the company".

Number.	Names of creditors (a) present or represented.	Amount of Proof. (b)	
1		\$	c.
2			
3			
4			
5			
6			
7			
7	Total number of creditors (a) present or represented.		

STATEMENT OF AFFAIRS.

(Title.)

STATEMENT OF AFFAIRS on the _____ day of _____ 19 _____,
the date of the Winding-up Order (or such other date as the Official Receiver has for special reasons directed).

I.—As regards Creditors.

Gross Liabilities.	Liabilities.	Expected to rank.	Assets.	Estimate to produced.
\$ c.		\$ c.		\$ c.
	Debts and liabilities, viz:—		(a) Property as per List "H", viz:—	
	(a)..... Unsecured Creditors' as per List "A" (State number). \$ c.		(a) Cash at bankers ...	
	(b)..... Creditors fully secured (not including debenture holders), as per List "B" ...		(b) Cash in hand ...	
	Estimated value of securities...		(c) Stock in trade ...	
	Estimated surplus \$		(Estimated cost, \$)	
	Carried to List "C" ...		(d) Machinery ...	
	Balance to contra (d) ... \$		(e) Trade fixtures, fittings, utensils, &c....	
	(c)..... Creditors partly secured, as per List "C" ... \$		(f) Investments in shares, &c. ...	
	Less estimated value of securities ...		(g) Loans on mortgage	
			(h) Other property, viz:—	
	Estimated to rank for dividend ...		(b) Book debts (debtors), as per List "I", viz:—	
			Good ...	
				\$ c.
			Doubtful ...	
			Bad ...	
				\$ c.
			Estimated to produce...	
				\$ c.
	(d) Liabilities on bills discounted other than the company's own acceptances for value, as per List "D" ...		(e) Bills of exchange, or other similar securities on hand, as per List "J" ...	
	Of which it is expected will rank for dividend ...		Estimated to produce...	
	(e) Other liabilities, as per List "E" ...		(d) Surplus from securities in the hands of creditors fully secured (per contra) (b) ...	
	Of which it is expected will rank for dividend ...			\$ c.
			(e) Unpaid calls (debtors), as per List "K" ...	
			Estimated to produce...	
			Estimated total assets.	
	(f)..... Preferential creditors for rates, taxes, wages, &c., as per List "F" deducted contra ... \$		Deduct preferential creditors as per contra (f) ...	
	(g) Loan on debenture bonds, as per List "G" deducted contra (holders) ... \$		Estimated amount available to meet claims of debenture holders ...	
			Deduct loans on debenture bonds secured on the assets of the company as per contra (g) ...	
			Estimated amount available to meet unsecured creditors, subject to cost of liquidation ...	
	Estimated surplus (if any) after meeting liabilities of company, subject to cost of liquidation ...		Estimated deficiency of assets to meet liabilities of the company, subject to cost of liquidation ...	
				\$

The nominal amount of unpaid capital liable to be called up is \$ _____ which is [available to meet above deficiency] or [charged to debenture holders], or as the case may be.

No. 23,—Continued.

STATEMENT OF AFFAIRS.

II.—As regards Contributors.

	\$	c.	\$	c.		\$	c.
Capital issued and allotted, <i>viz.</i> :—					Estimated Surplus as above (if any) subject to cost of Liquidation ...		
Founders' Shares of \$ per share (Shareholders.)							
(a) Issued as fully paid.							
Amount called up at \$ per share, as per List "L"...							
Ordinary Shares of \$ per share (Share- holders.)							
(a) Issued as fully paid.							
Amount called up at \$ per share, as per List "M"...							
Preference Shares of \$ per share (Share- holders.)							
(a) Issued as fully paid.							
Amount called up at \$ per share, as per List "N"...							
(b) Add particu- lars of any other capital.							
Amount, if any, paid in advance of call.							
\$							
Less unpaid calls estimated to be irrecoverable ... \$					Total deficiency as ex- plained in Statement "O"		
Add deficiency to meet liabilities as above							
\$							

I, _____ of _____ make oath and say that the foregoing Statement and the several Lists hereunto annexed marked _____ are, to the best of my knowledge and belief, a full, true, and complete statement of the affairs of the above-named Company, on the _____ day of _____ 19 _____, the date of the winding-up order (a).

Sworn at

in the Colony of Hong Kong this day of _____ 19 _____.

Before me,

A Commissioner, &c.

Signature.

NOTE.—The Commissioner is particularly requested, before swearing the Affidavit, to ascertain that the full name, address, and description of the Deponent are stated, and to initial all crossings-out or other alterations on the printed form. A deficiency in the Affidavit in any of the above respects will entail its refusal by the Court, and will necessitate its being re-sworn.

(a) Where the Official Receiver has directed any date other than the date of the winding-up order substitute such other date.

LIST "A".

UNSECURED CREDITORS.

The names to be arranged in alphabetical order and numbered consecutively, Creditors for \$100 and upwards being placed first.

NOTES.—1. When there is a contra account against the creditor, less than the amount of his claim against the Company, the amount of the creditor's claim and the amount of the contra account should be shown in the third column, and the balance only be inserted under the heading "Amount of Debt", thus:—

Total amount of claim	\$	c.
<i>Less</i> : Contra account		

No such set-off should be included in List "I".

2. The particulars of any bills of exchange and promissory notes held by a creditor should be inserted immediately below the name and address of such creditor.

3. The names of any creditors who are also contributories, or alleged to be contributories, of the Company must be shown separately, and described as such at the end of the List.

No.	Name.	Address and Occupation.	Amount of Debt.		Date when contracted.		Consideration.
					Month.	Year.	
			\$	c.			

Signature

Dated

19

LIST "B".
CREDITORS FULLY SECURED (NOT INCLUDING DEBENTURE HOLDERS).

No.	Name of Creditor.	Address and Occupation.	Amount of Debt.	Date when Contracted.		Consideration.	Particulars of Security.	Date when given.	Estimated value of Security.		Estimated Surplus from Security.	
				Month.	Year.				\$	c.	\$	c.
			\$	c.					\$	c.	\$	c.

Signature _____
 Dated _____ 19 .

LIST "C".
CREDITORS PARTLY SECURED.
 (State whether also Contributors of the Company.)

No.	Name of Creditor.	Address and Occupation.	Amount of Debt.	Date when Contracted.		Consideration.	Particulars of Security.	Month and year when given.	Estimated value of Security.		Balance of Debt Unsecured.	
				Month.	Year.				\$	c.		
			\$	c.					\$	c.	\$	c.

Signature _____
 Dated _____ 19 .

LIST "D".

LIABILITIES OF COMPANY ON BILLS DISCOUNTED OTHER THAN THEIR OWN ACCEPTANCES FOR VALUE.

No.	Acceptor's Name, Address, and Occupation.	Whether liable as Drawer or Indorser.	Date when due.	Amount.	Holder's Name, Address, and Occupation (if known).	Amount expected to rank for Dividend.
				\$ c.		\$ c.

Signature

Dated

19 .

LIST "E"—OTHER LIABILITIES.

FULL PARTICULARS OF ALL LIABILITIES NOT OTHERWISE SCHEDULED TO BE GIVEN HERE.

No.	Name of Creditor or Claimant.	Address and Occupation.	Amount of Liability or Claim.	Date when Liability incurred.		Nature of Liability.	Consideration.	Amount expected to rank against Assets for dividend.	
				Month.	Year.			\$	c.
			\$ c.					\$ c.	

Signature

Dated

19 .

LIST "F".
PREFERENTIAL CREDITORS FOR RATES, TAXES, SALARIES AND WAGES.

No.	Name of Creditor.	Address and Occupation.	Nature of Claim.	Period during which Claim accrued due.	Date when due.	Amount of Claim.		Amount payable in full.		Difference ranking for Dividend.	
						\$	c.	\$	c.	\$	c.

Signature _____ Dated 19 .

LIST "G".

LIST OF DEBENTURE HOLDERS.

The names to be arranged in alphabetical order and numbered consecutively. *Separate Lists* must be furnished of holders of each issue of Debentures, should more than one issue have been made.

No.	Name of Holder.	Address.	Amount.		Description of Assets over which Security extends.
			\$	c.	

Signature _____ Dated 19 .

LIST "H".

PROPERTY.

Full particulars of every description of property not included in any other lists are to be set forth in this list.

Full Statement and Nature of Property.	Estimated Cost.		Estimated to produce.	
	\$	c.	\$	c.
(a) Cash at Bankers.....				
(b) Cash in hand				
(c) Stock in Trade, at				
(d) Machinery, at				
(e) Trade fixtures, fittings, office furniture, utensils, &c.....				
[State particulars.] (f) Investments in Stocks or Shares, &c.				
[State particulars.] (g) Loans for which Mortgage or other security held				
(h) Other Property, viz :—				

Signature

Dated

. 19 .

LIST "I".

DEBTS DUE TO THE COMPANY.

The names to be arranged in alphabetical order, and numbered consecutively.

NOTE.—If any debtor to the Company is also a creditor, but for a less amount than his indebtedness, the gross amount due to the Company and the amount of the Contra account should be shown on the 3rd column, and the balance only be inserted under the heading "Amount of Debt", thus:—

\$ c.

Due to Company

Less: Contra account

No such claim should be included in sheet "A".

No.	Name.	Residence and Occupation.	Amount of Debt.			Folio of Ledger or other book where Particulars to be found.	When Contracted.		Estimated to Produce.	Particulars of any Securities held for Debt.
			Good.	Doubtful.	Bad.		Month.	Year.		
			\$ c.	\$ c.	\$ c.			\$ c.		

Signature

Dated

, 19 .

LIST "J".

BILLS OF EXCHANGE, PROMISSORY NOTES, &C., ON HAND AVAILABLE AS ASSETS.

No.	Name of Acceptor of Bill or Note.	Address, etc.	Amount of Bill or Note.		Date when due.	Estimated to produce.	Particulars of any Property held at Security for Payment of Bill or Note.
			\$	c.			
			\$	c.		\$	c.

Signature

Dated

19

LIST "K".—UNPAID CALLS.

Consecutive No.	No. in Share Register.	Name of Shareholder.	Address and Occupation.	No. of Shares held.	Amount of Call per Share unpaid.		Total amount due.		Estimated to realize.	
					\$	c.	\$	c.		
					\$	c.	\$	c.	\$	c.

Signature

Dated

19

LIST "L".
LIST OF FOUNDERS' SHARES.

Consecutive No.	Register No.	Name of Shareholder.	Address.	Nominal Amount of Share.	No. of Shares held.	Amount per Share called up.	Total amount called up.
						\$ c.	\$ c.

Signature

Dated 19 .

LIST "M".
LIST OF ORDINARY SHARES.

Consecutive No.	Register No.	Name of Shareholder.	Address.	Nominal Amount of Share.	No. of Shares held.	Amount per Share called up.	Total amount called up.
						\$ c.	\$ c.

Signature

Dated 19 .

LIST "N".
LIST OF PREFERENCE SHARES.

Con-secutive No.	Re-gister No.	Name of Shareholder.	Address.	Nominal amount of Share.	No of Shares held.	Amount per Share called up.		Total amount called up.	
						\$	c.	\$	c.

Signature

Dated

19 .

LIST "O" (1).
Deficiency Account.

(1) DEFICIENCY ACCOUNT WHERE WINDING UP ORDER MADE WITHIN THREE YEARS OF FORMATION OF COMPANY.

	\$			\$	
	c.			c.	
I. Gross profit (if any) arising from carrying on business from date of formation of Company to date of Winding up Order (as per Trading Account annexed)			I. Expenditure in carrying on business from date of formation of Company to date of Winding up Order, viz:—		
II. Receipts, if any, during same period from under mentioned sources:—					
Interest on Loans ...			II. General Expenditure:—		
Interest on Deposits...			Salaries	\$	c.
Transfer Fees			Wages not charged in Trading Account		
Amount paid on Shares issued and subsequently forfeited (as per list annexed)			Rent		
III. Other receipts, if any, during same period not included under any of the above headings, viz.			Rates and Taxes.		
IV. Deficiency as per Statement of Affairs—Part II.			Law Costs		
			Commission		
			Interest on Debentures		
			Miscellaneous expenditure (as per details annexed)		
			III. Directors' fees from date of formation of Company to date of Winding up Order		
			IV. Dividends declared during same period.		
			V. Losses and depreciation written off in Company's books (1):—		
			Bad Debts		
			Losses on Investments		
			Depreciation on Property		
			Preliminary Expenses		
			VI. Losses and depreciation not written off in Company's books, now written off by the Directors (1):—		
			Bad Debts		
			Losses on Investments		
			Depreciation on Property		
			Preliminary Expenses		
			VII. Other Losses and Expenses		
Total amount to be accounted for (2) \$			Total amount accounted for .. (2) \$		

NOTES.—(1) Where particulars are numerous they should be inserted in a separate Schedule.

(2) These figures should agree

Signature

Dated

19 .

LIST "O" (2).

Deficiency Account.

(2) DEFICIENCY ACCOUNT WHERE WINDING UP ORDER MADE MORE THAN THREE YEARS AFTER FORMATION OF COMPANY.

	\$	c.		\$	c.
I. Excess of Assets over Capital and Liabilities on the (1) day of 19 (if any) as per Company's Balance Sheet. (This and any previous Balance Sheets to be annexed or handed to O. R.)			I. Excess of Capital and Liabilities over Assets on the (1) day of 19 (if any), as per Company's Balance Sheet. (This and any previous Balance Sheets to be annexed or handed to O.R.)		
II. Gross profit (if any) arising from carrying on business from the (1) day of 19, to date of Winding up Order as per Trading Account annexed ...			II. Expenses of carrying on business from the (1) day of 19, to date of Winding up Order, viz:—		
III. Receipts (if any) during same period from undermentioned sources:—			General Expenditure:—		
Interest on Loans ...			Salaries		
Interest on Deposits			Wages not charged in Trading Account		
Transfer Fees... ..			Rent		
Amounts paid on shares issued and subsequently forfeited (as per Lists annexed) ...			Rates and Taxes		
IV. Other receipts (if any) during same period not included under any of the above headings ...			Law Costs		
V. Deficiency as per Statement of Affairs (Part II)			Commission		
			Interest on Loans		
			Interest on Debentures		
			Miscellaneous expenditure (as per details annexed)		
			III. Directors' Fees from the (1) day of 19, to date of Winding up Order		
			IV. Dividends declared during same period		
			V. Losses and depreciation from the day of 19 (1), written off in Company's books viz (2):—		
			Bad Debts		
			Losses on Investments		
			Depreciation of Property		
			Preliminary Expenses... ..		
			VI. Losses and depreciation not written off in Company's books, now written off by Directors (2):—		
			Bad Debts		
			Losses on Investments		
			Depreciation of Property		
			Preliminary Expenses... ..		
			VII. Other Losses and Expenses (2) ...		
Total amount to be accounted for(3) \$			Total amount accounted for ... (3) \$		

- NOTES.—(1) Three years before date of Winding up Order.
 (2) Where particulars are numerous they should be inserted in a separate Schedule.
 (3) These figures should agree.

Signature

Dated

19 .

LIST "P".

IN SUBSTITUTION FOR SUCH OF THE LISTS NAMED "A" TO "O"
AS WILL HAVE TO BE RETURNED BLANK.

List.	Particulars, as per Front Sheet.	Remarks. <i>Where no particulars are entered on any one or more of the Lists named "A" to "O" the word "Nil" should be inserted in this column opposite the particular List or Lists left blank.</i>
A	Unsecured Creditors	
B	Creditors fully secured (not including debenture holders)	
C	Creditors partly secured	
D	Liabilities on Bills discounted other than the Company's own acceptances for value	
E	Other liabilities	
F	Preferential Creditors for rates, taxes, wages, &c.	
G	Loans on Debenture Bonds	
H	Property	
I	Book Debts	
J	Bills of Exchange or other similar securities on hand	
K	Unpaid Calls	
L	Founders' Shares... ..	
M	Ordinary Shares	
N	Preference Shares	
O	Deficiency Account	

Signature

Dated

19 .

No. 24. (Rule 45.)

REPORT OF RESULT OF MEETING OF CREDITORS OR CONTRIBUTORIES.

In the matter, &c.

I, A.B., the Official Receiver of the Court [*or as the case may be*] chairman of a meeting of the creditors [*or contributories*] of the above-named company summoned by advertisement [*or notice*] dated the day of , 19 , and held on the day of 19 , at , in the , do hereby report to the Court the result of such meeting as follows:—

The said meeting was attended, either personally or by proxy, by creditors whose proofs of debt against the said company were admitted for voting purposes, amounting in the whole to the value of \$ [*or by* contributories, holding in the whole shares in the said company, and entitled respectively by the regulations of the company to the number of votes hereinafter mentioned].

The question submitted to the said meeting was, whether the creditors [*or contributories*] of the said company wished that [*here state proposal submitted to the meeting*].

The said meeting was unanimously of opinion that the said proposal should [or should not] be adopted; [or the result of the voting upon such question was as follows:] (a)

(a) Here set out the majorities by which the respective resolutions were carried.

RESOLUTIONS AT MEETINGS.	Voting on Resolutions.					
	For.			Against.		
	No.	Amount.		No.	Amount.	
(State the substance of any Resolutions passed and give names of Committees of Inspection (if any), and amount of their proofs if Creditors or shares if Contributors).						
CREDITORS—						
	No.	Shares.	Votes.	No.	Shares.	Votes.
CONTRIBUTORIES—						

Dated this day of 19 .

(Signed) H.T.

Chairman.

No. 25. (Rule 45.)

ORDER APPOINTING LIQUIDATOR.

(Title.)

the day of 19 .

Upon the application of the Official Receiver and Provisional Liquidator of the above-named company, by summons dated and upon hearing the applicant in person and reading the order to wind up the said company dated 19 , and the reports of the Official Receiver of the results of the meetings of creditors and contributories made to the Court and respectively dated the , and upon reading the affidavit of as to the fitness of the Liquidator hereinafter named filed.

It is ordered that of be appointed Liquidator of the above-named Company.

(a) It is also ordered that the following persons be appointed a Committee of Inspection to act with the said Liquidator, namely:—

(a) To be struck out if no Committee of Inspection appointed.
Rule 57.

And it is ordered that the said liquidator do within 7 days from the date of this order give security to the satisfaction of the Official Receiver as provided by the Companies (Winding-up) Rules, 1934.

And notice of this order is to be gazetted and advertised in the (b).

(b) State name of newspaper (if any).

No. 26. (Rule 47.)

CERTIFICATE THAT LIQUIDATOR OR SPECIAL MANAGER
HAS GIVEN SECURITY.

(Title.)

This is to certify that A.B., of _____, who was on the
day of _____, 19____, appointed Liquidator
[or special manager] of the above-named company, has duly given
security to the satisfaction of the Official Receiver.

Dated this _____ day of _____ 19____.

(Signed) J.S.

Official Receiver.

No. 27. (Rule 45.)

ADVERTISEMENT OF APPOINTMENT OF LIQUIDATOR.

In the matter of _____, Limited.

By order of the _____, dated the _____ day of _____ 19____.
Mr. _____ of _____ has been appointed liquidator
of the above-named company with [or without] a Committee of
Inspection.

Dated this _____ day of _____ 19____.

No. 28. (Rule 46.)

Fee \$3.00

Notice of Appointment of Liquidator.

MEMBERS OR CREDITORS VOLUNTARY WINDING UP OR
WINDING UP BY THE COURT.

Pursuant to Section 239.

Name of Company or Title of Proceedings (as the case may be)

To The Registrar of Companies.

I, (or We) _____ of _____
hereby give you Notice that I (or We) have been appointed
Liquidator(s) of _____
Company, Limited by (a)

(a) State whether appointed by resolution of the Company or by the Creditors or by Order of the Court and give date of resolution or order.

(Signature)

(b)

(b) To be signed by each Liquidator if more than one.

Dated the _____ day of _____ 19____.

Presented for filing by _____

No. 29. (Rules 50-52.)

ORDER DIRECTING A PUBLIC EXAMINATION.

(Title.)

Upon reading the reports of the Official Receiver in the above matter, dated respectively the day of 19 , the day of 19 , and .

It is ordered that the several persons whose names and addresses are set forth in the schedule hereto do attend before the Court on a day and at a place to be named for the purpose, and be publicly examined as to the promotion or formation of the company, and as to the conduct of the business of the company, and as to their conduct and dealings as directors or officers of the company.

THE SCHEDULE REFERRED TO.

Name.	Address.	Connection with the Company.

No. 30. (Rule 54.)

ORDER APPOINTING A TIME FOR PUBLIC EXAMINATION.

(Title.)

Upon the application of the Official Receiver in the above matter, it is ordered that the public examination of who, by the order of the Court dated the day of 19 , was directed to attend before the Court to be publicly examined, be held at the Courts of Justice on the day of 19 , at o'clock in the noon.

And it is ordered that the above-named do attend at the place and time above-mentioned.

Dated this day of 19 .

NOTE.—Notice is hereby given that if you, the above-named fail, without reasonable excuse, to attend at the time and place aforesaid, you will be liable to be committed to prison without further notice.

No. 31. (Rule 54.)

NOTICE TO ATTEND PUBLIC EXAMINATION.

(Title.)

Whereas by an order of this Court, made on the day of 19 , it was ordered that you, the undermentioned should attend before the Court on the day and at a place to be named for the purpose, and be publicly examined as

(a) Insert
director or
officer [or
as the case
may be].

to the promotion or formation of the company, and as to the conduct of the business of the company, and as to your conduct and dealings as (a)

And whereas the _____ day of _____ 19____, at _____ o'clock, in the _____ noon, before the _____ sitting at _____ has been appointed as the time and place for holding the said examination.

Notice is hereby given that you are required to attend at the said time and place, and at any adjournments of the examination which may be ordered, and to bring with you and produce all books, papers, and writing and other documents in your custody or power in any way relating to the above-named company.

And take notice that if you fail, without reasonable excuse, to attend at such time and place, and at the adjournments of the said public examination which may be ordered, you will be liable to be committed to prison without further notice.

Dated the _____ day of _____ 19____.

To

Official Receiver.

No. 32. (Rule 60.)

APPLICATION FOR APPOINTMENT OF SHORTHAND WRITER TO TAKE DOWN NOTES OF PUBLIC EXAMINATION AND ORDER THEREON.

(Title.)

Ex parte the Official Receiver.

I, _____ the Official Receiver herein, do hereby, pursuant to Rule 60 of the Companies (Winding Up) Rules, 1934, apply to the Court for an order for the appointment of _____ of _____ to take down in shorthand the notes of examination of _____ at their public examination, the costs of taking such notes, and of making a transcript thereof, to be paid in accordance with Rule 60.

Dated this _____ day of _____ 19____.

Official Receiver.

Before

Upon the application of the Official Receiver the Court hereby appoints _____ of _____ to take down in shorthand the notes of examination of the persons mentioned in the above application at their public examination, or at any adjournment thereof pursuant to Rule 60 of the Companies (Winding Up) Rules, 1934, the costs of taking such notes, and of making a transcript thereof, to be paid in accordance with Rule 60.

Dated this _____ day of _____ 19____.

No. 33. (Rule 60.)

DECLARATION BY SHORTHAND WRITER.

(Title.)

Before

I, _____, of _____, the shorthand writer appointed by this Court to take down the examination of _____, do solemnly and sincerely declare that I will truly and faithfully take down the questions and answers put to and given by the said _____ in this matter, and will deliver true and faithful transcripts thereof as the Court may direct.

Dated this _____ day of _____ 19 _____.

[Declared before me at the time and place above-mentioned.]

No. 34. (Rule 57.)

NOTES OF PUBLIC EXAMINATION WHERE A SHORTHAND WRITER IS APPOINTED.

(Title.)

Public examination of (a).

Before _____ at the Court _____
this _____ day of _____ 19 _____.

(a) Mr. _____
an officer
[or as the
case may be]
of the above-
named Com-
pany.

The above-named _____, being sworn and examined at the time and place above-mentioned, upon the several questions following being put and propounded to him, gave the several answers thereto respectively following each question, that is say:—

A.

These are the notes of the public examination referred to in the memorandum of public examination of _____, taken before me this _____ day of _____ 19 _____.

No. 35. (Rule 57.)

NOTES OF PUBLIC EXAMINATION WHERE A SHORTHAND WRITER IS NOT APPOINTED.

(Title.)

Public examination of (a).

Before _____ at the Court _____
Dated this _____ day of _____ 19 _____.

(a) Mr. _____
an officer
[or as the
case may be]
of the above-
named com-
pany.

The above-named _____, being sworn and examined at the time and place above-mentioned, upon his oath saith as follows:—

A.

These are the notes of the public examination referred to in the memorandum of public examination of _____, taken before me this _____ day of _____ 19 _____.

No. 36. (Rule 61.)

REPORT TO THE COURT WHERE PERSON EXAMINED REFUSES TO ANSWER TO SATISFACTION OF REGISTRAR OR OFFICER.

(Title.)

(a) *e.g.*, A.B., a person ordered to attend for examination At the examination of (a) this day of 19 held before me was [allowed by me to be] put to the said [] the following question [].

(b) Here state question. Q. (b)

(c) Witness. The (c) refused to answer the said question. (or) The (c) answered the said question as follows:—

(d) Here insert answers (if any). A. (d) I thereupon named the day of 19 at as the time and place for such [refusal to] answer to be reported to the Hon: Mr. Justice [or His Honour Mr. Justice].

Dated this day of 19 Registrar

[or as the case may be].

No. 37. (Sec. 207.)

ORDER ON PERSONS TO ATTEND AT CHAMBERS TO BE EXAMINED.

(Title.)

(a) State place of examination. A.B. of &c., and E.F. of &c., are hereby severally ordered to attend at (a) on the day of , at of the clock in the noon, to be examined on the part of the Official Receiver [or the liquidator] for the purpose of proceedings directed by the Court to be taken in the above matter. [And the said A.B. is hereby required to bring with him and produce, at the time and place aforesaid, the documents mentioned in the schedule hereto, and all other books, papers, deeds, writings, and other documents in his custody or power in anywise relating to the above-named company.]

Dated this day of 19

This order was made on the application of Messrs. C. and D., of Solicitors for

The schedule above referred to.

No. 38. (Rule 56.)

WARRANT AGAINST PERSON WHO FAILS TO ATTEND EXAMINATION.

(Title.)

To the bailiff of our said Court and to each and all the constables of this Colony and to the Superintendent of Prisons.

(a) Name of person required to attend. WHEREAS by an order of this Court, made on the day of 19, (a) was ordered to attend before the Court on a day and at a place to be named for the purpose of being publicly examined.

AND WHEREAS by evidence taken upon oath, it hath been made to appear to the satisfaction of the Court that the day of 19, at o'clock in the noon before the Court sitting at the Courts of Justice was appointed as the time and place for holding the said examination, and that notice of the said order and of the said time and place so appointed was duly served upon the said (a)

(AND WHEREAS the said (a) did without good cause fail to attend on the said day of , 19 , for the purpose of being examined, according to the requirements of the said order of this Court made on the day of , 19 , directing him so to attend.) (or, and that the said (a) has absconded (or, and that there is about to abscond) with a view to avoiding examination under the Companies Ordinance, 1932.)

THESE ARE THEREFORE to require you the said bailiff and to deliver him to the Superintendent of Prisons, and you the said Superintendent of Prisons to receive the said (a) and him safely keep in prison until such time as this Court may order.

Dated the day of , 19 .
Registrar.

No. 38A. (Rule 36.)

ORDER FOR WARRANT OF ARREST OF PERSON WHO HAS FAILED TO ATTEND PUBLIC EXAMINATION.

(Title.)

Upon the application of S.W. the Official Receiver and Liquidator of the above named Company by Summons dated the day of , 19 , and upon hearing the Applicant in person and upon reading the Order to wind-up the said Company dated the Order dated and the Affidavit of C.D. filed and the exhibits therein referred to and by which said Affidavit it has been made to appear to the Court that by the said Order dated A.B. was directed to attend before the Court on a day to be named for the purpose and be publicly examined as to the matters referred to in the said Order and that the day of at o'clock in the noon at the Courts of Justice, Victoria, were appointed as the day, time and place for holding the said Examination and it has also been duly proved by the said Affidavit of C.D. that the said Order dated the and the notice to attend such Examination on the at o'clock respectively had been duly served upon the said A.B. and it appearing that the said A.B. without good cause failed to attend on the in pursuance of the said Order of the (date). IT IS ORDERED that a Warrant do issue for the arrest of the said A.B.

Dated the day of , 19 .
Registrar.

No. 39. (Rule 63.)

DISCLAIMER.

(Title.)

Pursuant to an Order of the Court dated the day of , 19 ,

I, the Liquidator of the above-named company, hereby disclaim all interest in the lease dated the day of , 19 , whereby the premises (a) were demised to at a rent of \$ per annum for a term of Notice of this disclaimer has been given to

(a) Insert description of the property disclaimed.

Dated this day of , 19 .
Liquidator.

No. 40. (Rule 63).

NOTICE OF DISCLAIMER OF LEASE.

(Title.)

Take notice that, pursuant to an Order of the Court dated the day of _____, 19____, I, _____, the Liquidator of the above-named company, by writing under my hand bearing date the day of _____, 19____, disclaimed all interest in the lease dated the _____ day of _____, 19____, whereby the premises (a) _____ were demised to _____ at a rent of \$ _____ per annum for a term of _____.

(a) Insert description of the property disclaimed.

The above-mentioned disclaimer has been filed at the office of the Registrar at the Courts of Justice and notice thereof filed in the Land Office.

Dated this _____ day of _____, 19____.

To _____ Liquidator.
(address)

No. 41. (Rule 67.)

NOTICE BY LIQUIDATOR REQUIRING PAYMENT OF MONEY OR DELIVERY OF BOOKS, &c., TO LIQUIDATOR.

(Title.)

Take notice that I, the undersigned (a) _____ have been appointed liquidator of the above-named company, and that you, the under-mentioned (b) _____, are required, within _____ days after service hereof, to pay to me [or deliver, convey, surrender, or transfer to or into my hands] _____ as liquidator of the said company at my office, situate at (c) _____ &c., the sum of \$ _____ being the amount of debt appearing to be due from you on your account with the said company [or any sum or balance, books, papers, estate or effects], [or specifically describe the property] now being in your hands, and to which the said company is entitled [or otherwise as the case may be].

(a) Name of liquidator.

(b) Name of person to whom notice is addressed.

(c) Address of liquidator's office.

Dated this _____ day of _____, 19____.

(Signed)

Liquidator.

To (b)

(Address)

No. 42. (Rule 68.)

PROVISIONAL LIST OF CONTRIBUTORIES TO BE MADE OUT BY LIQUIDATOR.

(Title.)

The following is a list of members of the company liable to be placed on the list of contributories of the said company, made out by me from the books and papers of the said company, together with their respective addresses and the number of shares [or extent of interest] to be attributed to each and the amount called up and the amount paid up in respect of such shares (or interest) so far as I have been able to make out or ascertain the same.

In the first part of the list, the persons who are contributories in their own right are distinguished.

In the second part of the said list, the persons who are contributories as being representatives of, or being liable to the debts of others, are distinguished.

FIRST PART.—CONTRIBUTORIES IN THEIR OWN RIGHT.

Serial No.	Name.	Address.	Description.	Number of Shares [or extent of Interest].	Amount called up. (a)	Amount paid up. (a)
					\$	\$

SECOND PART.—CONTRIBUTORIES AS BEING REPRESENTATIVES OF, OR LIABLE TO THE DEBTS OF, OTHERS.

Serial No.	Name.	Address.	Description.	In what Character included.	Number of Shares [or extent of Interest].	Amount called up. (a)	Amount paid up. (a)
						\$	\$

(a) At date of commencement of winding up.

No. 43. (Rule 69.)

NOTICE TO CONTRIBUTORIES OF APPOINTMENT TO SETTLE LIST OF CONTRIBUTORIES.

(Title.)

Take notice that I, _____ the liquidator of the above-named company, have appointed the _____ day of 19____, at _____ of the clock in the _____ noon, at (a) _____, to settle the list of the contributories of the above-named company, made out by me, pursuant to the Companies Ordinance, 1932, and the rules thereunder, and that you are included in such list. The character and the number of shares [or extent of interest] in and for which you are included and the amount called up and the amount paid up in respect of such shares (or interest) is stated below; and if no sufficient cause is shown by you to the contrary at the time and place aforesaid, the list will be settled, including you therein.

(a) Insert place of appointment.

Dated this _____ day of _____ 19____.

Liquidator.

To Mr. A.B. [and to Mr. C.D.,] his solicitor. }

the deponent
the des-
ber of
shares" or
"extent of
interest".
cription of
(a) State
"extent of
(b) "Num-
shares" or
ber of
(a) "Num-
interest".

Name.	Address.				

(a) At date of commencement of winding up.

No. 44. (Rule 69.)

AFFIDAVIT OF POSTAGE OF NOTICES OF APPOINTMENT TO SETTLE LIST OF CONTRIBUTORIES.

(Title.)

I, _____ a (a) _____ make oath and say as follows:—

1. That I did on the _____ day of _____ 19____, send to each contributory mentioned in the list of contributories made out by the [Official Receiver and] Liquidator on the day of _____ 19____, and now on the file of proceedings of the above-named company, at the address appearing in such list, a notice of the time and place of the appointment to settle the list of contributories in the form hereunto annexed, marked "A", except that in the tabular form at the foot of such copies respectively I inserted the number, name, address, description, in what character included and (b) _____ the amount called up and the amount paid up in respect of the shares (or interest) of the person on whom such copy of the said notice was served.

2. That I sent the said notices by putting the same prepaid into the post office at _____ before the hour of _____ o'clock in the _____ noon on the said day
Sworn, &c.

No. 45. (Rule 70.)

CERTIFICATE OF LIQUIDATOR OF FINAL SETTLEMENT OF THE LIST OF CONTRIBUTORIES.

(Title.)

Pursuant to the Companies Ordinance, 1932, and to the rules made thereunder, I, the undersigned, being the liquidator of the above-named company, hereby certify that the result of the settlement of the list of contributories of the above-named company, so far as the said list has been settled, up to the date of this certificate, is as follows:—

1. The several persons whose names are set forth in the second column of the First Schedule hereto have been included in the said list of contributories as contributories of the said company in respect of the (a) _____ set opposite the names of such contributories respectively in the said schedule.

I have, in the first part of the said schedule, distinguished such of the said several persons included in the said list as are contributories in their own right.

I have, in the second part of the said schedule, distinguished such of the said several persons included in the said list as are contributories as being representatives of or being liable to the debts of others.

In the matter of Limited.

The SECOND SCHEDULE above referred to.

Serial No. in List.	Name.	Address.	Description.	In what Character proposed to be included.	Number of Shares [or extent of Interest].	Date when excluded from the List.

No. 46. (Rule 71.)

NOTICE TO CONTRIBUTORY OF FINAL SETTLEMENT OF LIST OF CONTRIBUTORIES AND THAT HIS NAME IS INCLUDED.

(Title.)

Take notice that I, _____, the liquidator of the above-named company, have, by certificate, dated the _____ day of _____ 19____, under my hand, finally settled the list of contributories of the said company, and that you are included in such list. The character and the number of shares [or extent of interest] in and for which you are included and the amount called up and the amount paid up in respect of such shares (or interest) is stated below.

Any application by you to vary the said list of contributories or, that your name be excluded therefrom, must be made by you to the Court by summons within 21 days from the service on you of this notice, or the same will not be entertained.

The said list may be inspected by you at the chambers of the Registrar at the Courts of Justice on any day between the hours of _____ and _____

Dated this _____ day of _____ 19____.

(Signed)

Liquidator.

To Mr. _____ }
 [or to Mr. _____ }
 his solicitor].

No. in List.	Name.	Address.	Description.	In what character included.	Number of Shares [or extent of Interest].	Amount called up. (a)	Amount paid up. (a)
						\$	\$

(a) At date of commencement of winding up.

No. 47. (Rule 73.)

SUPPLEMENTAL LIST OF CONTRIBUTORIES.

(Title.)

1. The following is a list of persons who, since making out the list of contributories herein, dated the _____ day of _____ 19____, I have ascertained are, or have been, holders of shares in [or members of] the above-named company, and to the best of my judgment are contributories of the said company.

2. The said supplemental list contains the names of such persons together with their respective addresses and the number of shares [or extent of interest] and the amount called up at the commencement of the winding up and the amount paid at such date in respect of the shares (or interest) to be attributed to each.

3. In the first part of the said list such of the said persons as are contributories in their own right are distinguished.

4. In the second part of the said list such of the said persons as are contributories as being representatives of, or being liable to the debts of others, are distinguished.

[The supplemental list is to be made out in the same form as the original list.]

No. 48. (Rule 71.)

AFFIDAVIT OF SERVICE OF NOTICE TO CONTRIBUTORY.

(Title.)

I, _____ (a) _____ of _____, make oath and say as follows:— (a) State full description of the deponent.

1. I did on the _____ day of _____ 19____, in the manner hereinafter mentioned, serve a true copy of the notice now produced and shown to me and marked "A", upon each of the respective persons whose names, addresses, and descriptions appear in the second, third, and fourth columns of the First Schedule to the list of contributories of the said company made out by the [Official Receiver and] Liquidator of the company on the _____ day of _____ 19____, and now on the file of proceedings of the said company. In the tabular form at the foot of such copies respectively I inserted the number on list, name, address, description, in what character included, and (b) _____ and the amount paid up and the amount called up at the date of the commencement of the winding up in respect of the shares (or interest) of the person on whom such copy of the said notice was served, in the same words and figures as the same particulars are set forth in the said schedule. (b) "Number of shares" or "extent of interest".

2. I served the said respective copies of the said notice, by putting such copies respectively, duly addressed to such persons respectively, according to their respective names and addresses appearing in the said schedule, and by placing the same prepaid in the Post Office at _____ before the hour of _____ o'clock in the noon of the said _____ day of _____ 19____.

Sworn, &c.

No. 49. (Rule 72.)

ORDER ON APPLICATION TO VARY LIST OF CONTRIBUTORIES.

(Title.)

Upon the application of W.N., by summons dated the _____ day of _____ 19____, for an order that the list of contributories of the company and the liquidator's certificate finally settling the same be varied by excluding the name of the applicant therefrom

[or, as the case may be], and upon hearing, &c., and upon reading &c., It is Ordered, That the list of contributories of the company and the liquidator's certificate finally settling the same be varied by excluding the name of the said W.N. from the said list of contributories, or by including the name of the said W.N. as a contributory in the said list for _____ shares, [or, as the case may be] [or the Court does not think fit to make any order on the said application, except that the said W.N. do pay to the liquidator of the said company his costs of this application, to be taxed in case the parties differ].

No. 50. (Rule 74 (1).)

NOTICE TO EACH MEMBER OF COMMITTEE OF INSPECTION OF MEETING FOR SANCTION TO PROPOSED CALL.

(Title.)

(a) To be a date not less than seven days from the date when the notice will in course of post reach the person to whom it is addressed.

Take notice that a meeting of the committee of inspection of the above company will be held at _____ on the (a) day of _____ 19____, at _____ o'clock in the noon, for the purpose of considering and obtaining the sanction of the committee to a call of \$ _____ per share proposed to be made by the liquidator on the contributories.

Annexed hereto is a statement showing the necessity for the proposed call and the amount required.

Dated this _____ day of _____ 19____.

(Signed)

Liquidator.

STATEMENT.

1. The amount due in respect of proofs admitted against the company, and the estimated amount of the costs, charges, and expenses of the winding up, form in the aggregate the sum of \$ _____ or thereabouts.

2. The assets of the company are estimated to realize the sum of \$ _____. There are no other assets, except the amount due from certain of the contributories to the company, and in my opinion it will not be possible to realize in respect of the said amounts more than \$ _____.

3. The list of contributories has been duly settled, and persons have been settled on the list in respect of the total number of _____ shares.

4. For the purpose of satisfying the several debts and liabilities of the company, and of paying the costs, charges, and expenses of the winding up, I estimate that a sum of \$ _____ will be required in addition to the amount of the company's assets hereinbefore mentioned.

5. In order to provide the said sum of \$ _____ it is necessary to make a call on the contributories, and having regard to the probability that some of them will partly or wholly fail to pay the amount of the call, I estimate that for the purpose of realising the amount required it is necessary that a call of \$ _____ per share should be made.

(Annex tabular statement showing amounts of debts, costs, &c., and of assets.)

No. 51. (Rule 74 (2).)

ADVERTISEMENT OF MEETING OF COMMITTEE OF INSPECTION TO
SANCTION PROPOSED CALL.

(Title.)

Notice is hereby given that the undersigned liquidator of the above-named company proposes that a call should be made "on all the contributories of the said company", or, as the case may be, of \$ _____ per share, and that he has summoned a meeting of the committee of inspection of the company, to be held at _____ on the _____ day of _____ 19 _____, at _____ o'clock in the noon, to obtain their sanction to the proposed call.

Each contributory may attend the meeting, and be heard or make any communication in writing to the liquidator or the members of the committee of inspection in reference to the intended call.

A statement showing the necessity of the proposed call and the purpose for which it is intended may be obtained on application to the liquidator at his office at (a).

(a) Insert address.

Dated this _____ day of _____ 19 _____
Liquidator.

No. 52. (Rule 74 (4).)

RESOLUTION OF COMMITTEE OF INSPECTION SANCTIONING CALL.

(Title.)

Resolved, that a call of \$ _____ per share be made by the liquidator on all the contributories of the company [or, as the case may be].

(Signed)

Members of the Committee
of Inspection.

Dated this _____ day of _____ 19 _____

No. 53. (Rule 77.)

NOTICE OF CALL SANCTIONED BY COMMITTEE OF INSPECTION TO
BE SENT TO CONTRIBUTORY.

(Title.)

Take notice that the Committee of Inspection in the winding up of this company have sanctioned a call of _____ per share on all the contributories of the company.

The amount due from you in respect of the call is the sum of \$ _____ . This sum should be paid by you direct to me at my office (a) _____ on or before the _____ day of _____ 19 _____

(a) State address.

Dated this _____ day of _____ 19 _____

To Mr _____
Liquidator.

NOTE.—If you do not pay the sum due from you by the date mentioned interest will be claimed on such sum at the rate of 8 per cent. per annum from the said date until payment.

No. 54. (Rule 75.)

SUMMONS FOR LEAVE TO MAKE A CALL.

(Title.)

Let the several persons whose names and addresses are set forth in the second column of the schedule hereto, being contributories of the above-named company, as shown in the third column of the said schedule, attend at _____ or _____ the day of _____ 19____, at _____ o'clock in the _____ noon, on the hearing of an application on the part of the [Official Receiver and] liquidator of the company for an order that he may be at liberty to make a call to the amount of _____ per share on all the contributories [or as the case may be] of the said company.

Dated the _____ day of _____ 19____.

This summons was taken out by _____ of _____ Solicitors for the [Official Receiver and] liquidator.

To _____

NOTE.—If you do not attend either in person or by your Solicitor, at the time and place above-mentioned, such order will be made and proceedings taken as the Court may think just and expedient.

SCHEDULE.

Number on List.	Name and Address.	In what character included.

No. 55. (Rule 75.)

AFFIDAVIT OF LIQUIDATOR IN SUPPORT OF PROPOSAL FOR CALL.

(Title.)

I, _____ of, &c., the liquidator of the above-named company, make oath and say as follows:—

1. I have in the schedule now produced and shown to me, and marked with the letter A, set forth a statement showing the amount due in respect of the debts proved and admitted against the said company, and the estimated amount of the costs, charges, and expenses of and incidental to the winding up the affairs thereof, and which several amounts form in the aggregate the sum of \$ _____ or thereabouts.

2. I have also in the said schedule set forth a statement of the assets in hand belonging to the said company, amounting to the sum of \$ _____ and no more. There are no other assets belonging to the said company, except the amounts due from certain of the contributories of the said company, and, to the best of my information and belief, it will be impossible to realise in respect of the said amounts more than the sum of \$ _____ or thereabouts.

3. _____ persons have been settled by me on the list of contributories of the said company in respect of the total number of _____ shares.

4. For the purpose of satisfying the several debts and liabilities of the said company and of paying the costs, charges, and expenses of and incidental to the winding up the affairs thereof, I believe the sum of \$ _____ will be required in addition to the amount of the assets of the said company mentioned in the said Schedule A, and the said sum of \$ _____

5. In order to provide the said sum of \$ _____, it is necessary to make a call upon the several persons who have been settled on the list of contributories as before mentioned, and, having regard to the probability that some of such contributories will partly or wholly fail to pay the amount of such call, I believe that, for the purpose of realising the amount required as before-mentioned, it is necessary that a call of \$ _____ per share should be made.

Sworn, &c.

No. 56. (Rule 75.)

ADVERTISEMENT OF APPLICATION FOR LEAVE TO MAKE A CALL.

In the matter of

Notice is hereby given that the Supreme Court has appointed _____ the _____ day of _____ 19____, at _____ o'clock in the _____ noon, at the Courts of Justice, to hear an application for leave to make a call on all the contributories of the said company [or as the case may be] and that the liquidator of the said company proposes that such call shall be for \$ _____ per share. All persons interested are entitled to attend at such day, hour, and place, to offer objections to such call.

Dated this _____ day of _____ 19____.

Liquidator.

No. 57. (Rule 75.)

The _____ day of _____ 19____.

ORDER GIVING LEAVE TO MAKE A CALL.

The _____ day of _____ 19____.

(Title.)

Upon the application of the [Official Receiver and] liquidator of the above-named Company, the Order to wind up the above-named Company, the list of contributories of the said company and the liquidator's certificate of the final settlement of the same, and the affidavit of the said [Official Receiver and] liquidator, filed the _____ day of _____ 19____, and the exhibit marked "A" therein referred to, and an affidavit of _____ filed the _____ day of _____ 19____.

It is ordered that leave be given to the [Official Receiver and] liquidator to make a call of \$ _____ per share on all the contributories of the said company (a). (a) Or as the case may be.

And it is ordered that each such contributory do on or before the _____ day of _____ 19____, pay to the [Official Receiver and] liquidator of the _____ company, the amount which will be due from him or her in respect of such call.

No. 58. (Rule 76.)

DOCUMENT MAKING A CALL.

(Title.)

I, _____ the [Official Receiver and] liquidator of the above-named Company, in pursuance of (a) _____ made (a) An order of court, or resolution of the Committee of Inspection. (or passed) this _____ day of _____ 19____, hereby make a call of _____ per share on all the contributories of the Company, which sum is to be paid at my office (b) _____ on the _____ day of _____ 19____.

Dated this _____ day of _____ 19____.

(b) Insert address.

No. 59. (Rule 77.)

NOTICE TO BE SERVED WITH THE ORDER SANCTIONING A CALL.

(Title.)

The amount due from you, A.B., in respect of the call made pursuant to leave given by the above [or within] order is the sum of \$ _____, which sum is to be paid by you to me as the liquidator of the said company at my office, (a).

(a) Insert address.

In default of payment interest at the rate of 8 per cent. per annum will be charged upon the amount unpaid from the _____ day of _____ until payment.

Dated this _____ day of _____ 19 _____.

To Mr. A.B.

Liquidator.

No. 60. (Rule 78.)

AFFIDAVIT IN SUPPORT OF APPLICATION FOR ORDER FOR PAYMENT OF CALL.

(Title.)

I, _____ of, &c., the liquidator of the above-named company, make oath and say as follows:—

1. None of the contributories of the said company, whose names are set forth in the schedule hereto annexed, marked A, have paid or caused to be paid the sums set opposite their respective names in the said schedule, which sums are the amounts now due from them respectively under the call of _____ per share, duly made under the Companies Ordinance, 1932, dated the _____ day of 19 _____.

2. The respective amount or sums set opposite the names of such contributories respectively in such schedule are the true amounts due and owing by such contributories respectively in respect of the said call.

A

THE SCHEDULE ABOVE REFERRED TO.

No. on List.	Name.	Address.	Description.	In what character included.	Amount due.	
					\$	c.

Sworn, &c.

Note.—In addition to the above affidavit, an affidavit of the service of the application for the call will be required in cases in which the Committee of Inspection or the Court has authorised a call to be made.

No. 61. (Rule 78.)

ORDER FOR PAYMENT OF CALL DUE FROM A CONTRIBUTORY.

The _____ day of _____, 19 ____
(Title.)

Upon the application of the liquidator of the above-named company, and upon reading an affidavit of _____ filed the _____ day of _____, 19 ____, and an affidavit of the liquidator. filed the _____ day of _____, 19 ____, it is ordered that *C.D.*, of, &c. [or *E.F.*, of, &c., the legal personal representative of *L.M.*, late of, &c., deceased], one of the contributories of the said company [or, if against several contributories, the several persons named in the second column of the schedule to this order, being respectively contributories of the said company], do, on or before the _____ day _____, 19 ____, or within four days after service of this order, pay to *A.B.*, the liquidator of the said company at his office, (a)

_____ the sum of \$ _____ [if against a legal personal representative add, out of the assets of the said *L.M.* deceased, in his hands as such legal personal representative as aforesaid, to be administered in due course of administration, if the said *E.F.* has in his hands so much to be administered, or, if against several contributories, the several sums of money set opposite to the respective names in the sixth column of the said schedule hereto], such sum [or sums] being the amount [or amounts] due from the said *C.D.* [or *L.M.*], [or the said several persons respectively], in respect of the call of \$ _____ per share duly made, dated the _____ day _____, 19 ____ (a) Insert address.

And it is Ordered that the said several persons do within the like period and at the place aforesaid pay to the said *A.B.*, as such liquidator as aforesaid, interest at the rate of 8 per centum per annum on the amounts specified in the sixth column of the said schedule from the _____ day of _____ to the date of payment.

And it is Ordered that the said several persons do within the like period and at the place aforesaid pay to the said *A.B.*, as such Liquidator as aforesaid, the several sums set opposite their respective names in the seventh column of the said schedule, such sums being the proportion of the applicant's costs of the said application payable by such several persons respectively.

[Add appropriate paragraphs as to amounts payable by married women and legal personal representatives, if any.]

THE SCHEDULE REFERRED TO IN THE FOREGOING ORDER.

No. on List.	Name.	Address.	Description.	In what character included.	Amount due.	
					\$	c.

NOTE.—The copy for service of the above order must be indorsed as follows:—

“If you, the undermentioned *A.B.*, neglect to obey this order by the time mentioned therein you will be liable to process of execution, for the purpose of compelling you to obey the same.”

No. 62. (Rule 78.)

AFFIDAVIT OF SERVICE OF ORDER FOR PAYMENT OF CALL.

(Title.)

I, *F.B.*, of, &c., make oath and say as follows:—

1. I did on the _____ day of _____, 19 ____, personally serve *G.F.*, of _____, &c., with _____

an order made in this matter by this court, dated the day of _____, 19____, whereby it was ordered [set out the order] by delivering to and leaving with, the said G.F., at _____, a true copy of the said order, and at the same time producing and showing unto him, the said G.F., the said original order.

2. There was indorsed on the said copy when so served the followed words, that is to say, "If you, the undermentioned G.F., neglect to obey this order by the time mentioned therein, you will be liable to process of execution for the purpose of compelling you to obey the same."

Sworn, &c.

No. 63. (Rule 79-84.)

PROOF OF DEBT. GENERAL FORM.

(Title.)

(a) Fill in full name, address and occupation of deponent. If proof made by creditor strike out clauses (b) and (c). If made by clerk of creditor strike out (c). If by clerk or agent of the company strike out (b). (d) Insert "me and to C.D. and H.P., my co-partners in trade (if any)," or, if by clerk or agent insert name, address, and description of principal.

I (a) _____, make oath and say:

(b) That I am in the employ of the under-mentioned creditor, and that I am duly authorised by _____ to make this affidavit, and that it is within my own knowledge that the debt hereinafter deposed to was incurred and for the consideration stated, and that such debt, to the best of my knowledge and belief, still remains unpaid and unsatisfied.

(c) That I am duly authorised, under the seal of the company hereinafter named, to make the proof of debt on its behalf.

1. That the above-named company was, at the date of the order for winding-up the same, viz., the _____ day of _____ 19____, and still is justly and truly indebted to _____

(d) _____ in the sum of dollars _____ for (e) _____ as shown by the account endorsed hereon, or by the following account, viz.:—for which sum or any part thereof I say that I have not nor hath (f) _____ or any person by (g) _____ order to my knowledge or belief for (g) _____ use had or received any manner of satisfaction or security whatsoever, save and except the following (h):—

You should attend carefully to these directions.

NOTE THIS.
(c) State consideration [as goods sold and delivered by me (and my said partner) to the company between the dates of (or moneys advanced by me in respect of the under-

	Date.	Drawer.	Acceptor.	Amount.	Due date.
Admitted to vote for \$ _____ the _____ day of _____ 19____				\$ _____ c.	
Official Receiver or Liquidator.					
Admitted to rank for dividend for \$ _____ this _____ day of _____ 19____					
Official Receiver or Liquidator.					

Sworn at _____ in the Colony of Hong Kong, } [Deponent's
this _____ day of _____ 19____ } Signature].

Before me

NOTE.—The proof cannot be admitted for voting at the first meeting unless it is properly completed and lodged with the Official Receiver before the time named in the notice convening the meeting.

Bills of Exchange or other negotiable securities must be produced before the proof can be admitted.

mentioned bill of exchange) or, as the case may be].
 (f) "My" "said part-ners or" "any of" "them" or "the above-named" "creditor" [as the case may be].
 (g) "My," or "their," or "his" (as the case may be).
 (h) [Here state the particulars of all securities held, and where the securities are on the property of the company assess the value of the same, and if any bills or other negotiable securities be held specify them in the schedule.]

No. 64. (Rule 90.)

PROOF OF DEBT OF WORKMEN.

(Title.)

I (a) of (b) make an oath and say:

1. That the above-named company was on the _____ day of _____ 19____, and still is justly and truly indebted to the several persons whose names, addresses, and descriptions appear in the schedule endorsed hereon in sums severally set against their names in the sixth column of such schedule for wages due to them respectively as workmen or others in the employ of the company in respect of services rendered by them respectively to the company during such periods as are set out against their respective names in the fifth column of such schedule, for which said sums, or any part thereof, I say that they have not, nor hath any of them had or received any manner of satisfaction or security whatsoever.

(a) Fill in full name, address, and occupation of deponent.
 (b) On behalf of the workmen and others employed by the above-named company.

Sworn at
 in the Colony of Hong Kong
 this _____ day of _____
 19____.
 Before me

} Deponent's Signature.

SCHEDULE referred to on the other side.

1. No.	2. Full Name of Workman.	3. Address.	4. Description.	5. Period over which Wages due.	6. Amount due.
					\$ c.

Signature of Deponent.

No. 65. (Rule 94.)

NOTICE OF REJECTION OF PROOF OF DEBT.

(Title.)

(a) If proof wholly rejected strike out words underlined.
(b) 21 days or 7 days as the case may be.

Take notice, that, as [Official Receiver and] Liquidator of the above-named company, I have this day rejected your claim against the company (a) [to the extent of \$ _____] on the following grounds:—

And further take notice that subject to the power of the Court to extend the time, no application to reverse or vary my decision in rejecting your proof will be entertained after the expiration of (b) _____ days from this date.

Dated this _____ day of _____ 19 .

Signature

Address

To [Official Receiver and] Liquidator

No. 66. (Rule 101.)

LIST OF PROOFS TO BE FILED UNDER RULE 101.

(Title.)

I hereby certify that the following is a correct list of all proofs tendered to me in the above matter during the past month.

Dated this _____ day of _____ 19 .

Liquidator.

Name of Creditor.	Proofs Tendered.				
	Amount of Proofs.		Whether admitted, rejected, or standing over for further consideration.	If admitted, Amount.	
	\$	c.		\$	c.

No. 67. (Rule 142 (1).)

NOTICE TO CREDITORS OF INTENTION TO DECLARE DIVIDEND.

(Title.)

(a) Insert here "first", or "second", or "final", or as the case may be.

A (a) dividend is intended to be declared in the above matter. You are mentioned in the statement of affairs, but you have not yet proved your debt.

If you do not prove your debt by the _____ day of _____ 19 . you will be excluded from this dividend.

Dated this _____ day of _____ 19 .

Liquidator.

To [Address.]

No. 68. (Rule 142 (5).)

CERTIFIED LIST OF PROOFS UNDER RULE 142 (5) COMPANIES (WINDING UP) RULES, AND APPLICATION FOR ISSUE OF CHEQUES FOR DIVIDEND ON COMPANIES LIQUIDATION ACCOUNT.

Companies Liquidation Account.
Ledger Folio

Re

No.

I hereby certify that the following list has been compared with the proofs filed, and that the names of the Creditors and the amounts for which the proofs are admitted are correctly stated.

(Signature)

Dated the _____ day of _____ 19 .

I certify that by my books the sum of \$ _____ stands to the credit of the above Company with the Companies Liquidation Account at the Bank and that the sum of \$ _____ is required to meet the undermentioned dividends, on proofs which have been duly made and admitted to rank for dividend upon the Company, and I have to request that orders for payment may be issued to me.

The dividend is payable on the _____ day of 19 , and notice of declaration thereof was forwarded to the Official Receiver for insertion in the *Gazette*, on the _____ day of 19 .

Liquidator.

Date _____ 19 .

{Address to which Cheques and
Money Orders should be sent.

To the Official Receiver.

No.	Surname.	Christian Name.	Town on which Post Office Money Order should be drawn.	Amount of Dividend.					
				Amount of Proof.		Sums under \$20.		Sums of \$20 and above.	
				\$	c.	\$	c.	\$	c.

No. 69. (Rule 142 (5).)

CERTIFIED LIST OF PROOFS FILED UNDER RULE 142 (5) COMPANIES (WINDING UP) RULES, SPECIAL BANK CASE.

(Title.)

I hereby certify that the following list has been compared with the proofs filed, and that the names of the creditors and the amounts for which the proofs are admitted are correctly stated.

(Signature)

Dated the _____ day of _____ 19 .

I hereby certify that a dividend of _____ per centum has been declared, and that the creditors whose names are set forth below are entitled to the amounts set opposite their respective names.

Liquidator.

Dated the _____ day of _____ 19 .

To the Official Receiver.

Surname.	Christian Name.	Amount of Proof.		Amount of Dividend.	
		\$	c.	\$	c.

No. 70. (Rule 142 (1).)

NOTICE TO PERSONS CLAIMING TO BE CREDITORS OF INTENTION TO DECLARE FINAL DIVIDEND.

(Title.)

Take notice that a final dividend is intended to be declared in the above matter, and that if you do not establish your claim to the satisfaction of the Court on or before the _____ day of _____ 19 , or such later day as the Court may fix, your claim will be expunged, and I shall proceed to make a final dividend without regard to such claim.

Dated this _____ day of _____ 19 .

Liquidator.

To X.Y.

[Address.]

No. 71. (Rule 142 (3).)

NOTICE OF DIVIDEND.

Dividend cheques are cancelled at the expiration of six months from date of issue and money orders at the expiration of twelve months from date of issue.

[Please bring this Dividend Notice with you.]

(Title.)

Dividend of _____ per centum.

[Address]

[Date]

Notice is hereby given that a _____ dividend of _____ per centum has been declared in this matter, and that the same may be received at my office, as above, on _____ the _____ day of _____ 19 , or on any subsequent _____ between _____ the hours of _____ and _____.

Upon applying for payment this notice must be produced entire, together with any bills of exchange, promissory notes or other negotiable securities held by you. If you desire the dividend to be paid to some other person you can sign and lodge with the liquidator an authority in the prescribed Form No. 72. Otherwise if you do

not attend personally you must fill up and sign the subjoined Forms of *Receipt and Authority to deliver*, when a cheque or money order payable to your order will be delivered in accordance with the authority.

To

(Signed)

Liquidator.

NOTE.—The receipt or authority should, in the case of a firm, be signed in the firm's name, or in the case of a limited company by an officer of the company, so described.

RECEIPT.

19

Received of _____ in this matter the sum
of dollars _____ and cents _____,
being the amount payable to me/us in respect of the
dividend of _____ per centum on my/our claim against this company.

Payee's Signature.

\$ _____

AUTHORITY FOR DELIVERY.

SIR,

PLEASE deliver to

(Insert the name of the person who is to receive the cheque or money order, or the words "me/us by post", at "my/our risk", if you wish it sent to you in that way.)

the cheque or money order for the dividend payable to me/us in this matter.

Payee's Signature.

To the [Official Receiver and] Liquidator.

Date

No. 72. (Rule 142 (7).)

AUTHORITY TO LIQUIDATOR TO PAY DIVIDENDS TO ANOTHER PERSON.

(Title.)

To the [Official Receiver and] Liquidator.

SIR,

I/We hereby authorise and request you to pay to M _____
of

(a specimen of whose signature is given below), all dividends as they are declared in the above-named matter, and which may become due and payable to me/us in respect of the proof of debt for the sum of \$ _____, against the above-named Company, made [by Mr. _____] on my/our behalf.

And I/we further request that the cheque or cheques drawn in respect of such dividends may be made payable to the order of the said M _____ whose receipt shall be sufficient authority to you for the issue of such cheque or cheques in his name.

It is understood that this authority is to remain in force until revoked by me/us in writing.

Signatures

Witness to the Signature
of
Witness to the Signature
of
Date
Specimen of Signature of person appointed as above.
Witness to the Signature
of
Witness to the Signature of person appointed as above.

No. 73. (Rule 143.)

NOTICE OF RETURN TO CONTRIBUTORIES.

Cheques are cancelled at the expiration of six months from date of issue, and money orders at the expiration of twelve months from month of issue.

[Please bring this Notice with you.]

(Title.)

Return of \$ per share.

[Address]

[Date]

Notice is hereby given that a return of per share has been declared in this matter, and that the same may be received at my office, as above, on the day of 19 , or on any subsequent day, except Saturday, between the hours of

Upon applying for payment this notice must be produced entire, together with the share certificate. If you do not attend personally you must forward the share certificate and fill up and sign the subjoined Forms of *Receipt* and *Authority to deliver*, when a cheque or money order payable to your order will be delivered in accordance with the *Authority*.

(Signed)

Liquidator.

NOTE.—The receipt should be signed by the contributory personally, or in the case of joint contributories by each, and in the case of a limited company by an officer of the company, so described.

RECEIPTS.

No

19 .

Received of the in this matter the sum of dollars and cents being the amount payable to in respect of the return of per share held by in this company.
Contributory's signature.

\$

AUTHORITY FOR DELIVERY.

SIR,

PLEASE deliver to

(Insert the name of the person who is to receive the cheque or money order, or the words "me/us by post," at "my/our risk", if you wish it sent to you in that way.)

the cheque or money order for the return payable to me/us in this matter.

Contributory's signature

To the [Official Receiver and] Liquidator.

No. 74. (Rule 143.)

SCHEDULE OR LIST OF CONTRIBUTORIES HOLDING PAID-UP SHARES TO WHOM A RETURN IS TO BE PAID (a).

In the matter of No. of 19

Number in settled List.	Name of Contributory as in settled List.	Address.	Number of Shares held as per settled List.	Total called-up value.	Total paid-up value.	Arrears of Calls at date of Return.	Previous return of capital appropriated by Liquidator for Arrears of Calls.	Amount of Return payable at per share.	Net return payable.	Date and particulars of transfer of interest or other variation in List.

(a) Where the articles provide that the amount divisible among the members or any class of the members shall be divisible in proportion to the amount paid up or which ought to have been paid up at the date of winding up, or contain any other provision which will necessitate further information before a return can be made, columns should be added showing the amount called up and the amount paid up at such date in respect of shares then held by such members or class of members or such other facts as may be requisite.

No. 75. (Rule 114.)

NOTICE OF MEETING [GENERAL FORM].

(Title.)

Take notice that a meeting of creditors [or contributories] in the above matter will be held at _____ on the _____ day of 19____, at _____ o'clock in the _____ noon.

Agenda.

(a)

Dated this _____ day of _____ 19____.

(Signed) (b)

Forms of general and special proxies are enclosed herewith. Proxies to be used at the meeting must be lodged not later than _____ o'clock on the _____ day of _____ 19____.

(a) [Here insert purpose for which meeting called.]

(b) "Liquidator" or "Official Receiver".

No. 76. (Rule 115.)

AFFIDAVIT OF POSTAGE OF NOTICES OF MEETING.

(Title.)

(a) State the description of the deponent. I, _____ a (a) _____, make oath and say as follows:—

(b) Insert here "general" or "ad-journed general" or "first" meeting of creditors [or contributories as the case may be].

1. That I did on the _____ day of _____ 19____, send to each creditor mentioned in the Company's statement of affairs [or to each contributory mentioned in the register of members of the Company] a notice of the time and the place of the (b) in the form hereunto annexed marked "A".

2. That the notices for creditors were addressed to the said creditors respectively, according to their respective names and addresses appearing in the statement of affairs of the Company or the last known addresses of such creditors.

3. That the notices for contributories were addressed to the contributories respectively according to their respective names and registered or last known addresses appearing in the register of the Company.

4. That I sent the said notices by putting the same prepaid into the post office at _____ before the hour of _____ o'clock in the noon on the said day.

Sworn, &c.

No. 77. (Rule 115.)

CERTIFICATE OF POSTAGE OF NOTICES (GENERAL).

(Title.)

I, _____ a clerk in the office of the Official Receiver, hereby certify:—

(a) Each creditor mentioned in the statement of affairs, or each contributory mentioned in the Register of Members of the Company, or as the case may be.

1. That I did on the _____ day of _____ 19____, send to (a) _____, a notice of the time and the place of the first meeting, or (b) _____ in the form hereunto annexed marked "A".

Paragraphs 2, 3 and 4 as in last preceding form.

Signature _____

Dated this _____ 19____.

No. 78. (Rule 122.)

MEMORANDUM OF ADJOURNMENT OF MEETING

(Title.)

(b) "A general meeting", or "adjourned general" meeting or as the case may be.

Before _____ at _____ day of _____, 19____, at _____ o'clock.

(a) "First" or as the case may be.

Memorandum.—The (a) _____ Meeting of (b) _____ in the above matter was held at the time and place above mentioned; but it appearing that (c) _____ the meeting was adjourned until the _____ day of _____ 19____, at _____ o'clock in the noon, then to be held at the same place.

(b) Insert "creditors" or "contributories" as the case may be.

(c) Here state reason for adjournment.

Chairman.

No. 79. (Rule 118.)

AUTHORITY TO DEPUTY TO ACT AS CHAIRMAN OF MEETING
AND USE PROXIES.

(Title.)

I, _____, the Official Receiver [or the Liquidator]
do hereby nominate Mr. _____ of _____
to be chairman of the meeting of creditors [or contributories] in the
above matter, appointed to be held at _____ on the
_____ day of _____ 19____, [and I depute him
(a) _____ to attend such meeting and use, on my behalf,
any proxy or proxies held by me in this matter].

Dated this _____ day of _____ 19____.

Official Receiver,
or Liquidator.

(a) Where
authority
given by
the Official
Receiver.
Here
insert
"being a
person
under my
official
control".

No. 80. (Rule 132.)

GENERAL PROXY.

(Title.)

I, We _____ of _____, a creditor
(or contributory) hereby appoint (1) _____ to be my/our
general proxy to vote at the Meeting of Creditors (or Contributories)
to be held in the above matter on the _____ day of _____ 19____.
or at any adjournment thereof.

Dated this _____ day of _____ 19____.

(Signed) (2).

NOTES.—(1) The person appointed general proxy may be the
Official Receiver, the Liquidator, 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.

(2) 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 authorised in that behalf, and the fact
that the officer is so authorised must be stated thus:—

For the _____ Company.

J.S. (duly authorised under the Seal of the Company).

Certificate to be signed by person other than Creditor (or Contribu-
tory) _____ filling up the above Proxy.

I, _____ of _____, being a (a)
hereby certify that all insertions in the above proxy are in my own
handwriting, and have been made by me at the request of the
above-named _____ and in his presence, before he attached
his signature (or mark) thereto.

Dated this _____ day of _____ 19____.

(Signature)

(a) Here
state
whether
clerk or
manager in
the regular
employment
of the
creditor or
contributory
or the
Solicitor
employed
by him in
connection
with the
matter or
a Com-
missioner to
administer
oaths in
the Supreme
Court.

In a voluntary winding up the Liquidator or if there is no Liquidator
the Chairman of a Meeting may but the Official Receiver may not
be appointed proxy. The proxy form will be altered accordingly.

No. 81. (Rule 132.)

SPECIAL PROXY.

(Title.)

I, We _____ of _____, a creditor
(or contributory), hereby appoint (1) _____ as my/our proxy
at the meeting of creditors (or contributories) to be held on the
_____ day of _____ 19____, or at any adjournment
thereof, to vote (a) _____ the resolution numbered
_____ in the _____

(a) Here insert the word "for" or the word "against" as the case may require, and specify the particular resolution.

Dated this _____ day of _____ 19____.

(Signed) (2).

NOTES.—1. The person appointed proxy may be the Official Receiver, the Liquidator, 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) For or against the appointment or continuance in office of any specified person as liquidator or as member of the committee of inspection.
- (b) On all questions relating to any matter, other than those above referred to, arising at a specified meeting or adjournment thereof.

2. If a firm, sign the firm's trading title, and add "by A.B., a partner in the said firm." If the appointer is a corporation, then the form of proxy must be under its Common Seal or under the hand of some officer duly authorised in that behalf, and the fact that he is so authorised must be stated.

Certificate to be signed by person other than Creditor or Contributory filling up the above Proxy.

(b) Here state whether clerk or manager in the regular employment or the creditor or contributory or the Solicitor employed by him in connection with the matter or a Commissioner to administer oaths in the Supreme Court.

I, _____ of _____, being a (b) _____ hereby certify that all insertions in the above proxy are in my own hand-writing, and have been made by me at the request of the above-named _____ and in his presence before he attached his signature (or mark) thereto.

Dated this _____ day of _____ 19____.

(Signature)

In a voluntary winding up the Liquidator or if there is no Liquidator the chairman of a meeting may but the Official Receiver may not be appointed proxy. The proxy form will be altered accordingly.

No. 82. (Rule 157.)

APPLICATION TO OFFICIAL RECEIVER TO AUTHORISE A SPECIAL BANK ACCOUNT.

(Title.)

We, the Committee of Inspection, being of opinion that Mr. _____ of _____, the liquidator in the above matter, should have a special bank account for the purpose of (a) _____ hereby apply to the Official Receiver to authorise him to make his payments into and out of the _____ bank.

(a) Here insert grounds of application.

All cheques to be countersigned by _____, a member of the Committee of Inspection, and by _____ for _____

Dated this _____ day of _____ 19____.

_____ } Committee of Inspection.

No. 83. (Rule 157.)

ORDER OF OFFICIAL RECEIVER FOR SPECIAL BANK ACCOUNT.

(Title.)

You are hereby authorised to make your payments in the above matter into, and out of, the bank.

[Here insert any special terms.]

All cheques to be countersigned by , a member of the Committee of Inspection, and by

Dated this day of

To

Liquidator.

Official Receiver.

No. 84. (Rule 160.)

CERTIFICATE AND REQUEST BY COMMITTEE OF INSPECTION AS TO INVESTMENT OF FUNDS.

(Title.)

We, the Committee of Inspection in the above matter, hereby certify that in our opinion the cash balance standing to the credit of the above-named company is in excess of the amount which is required for the time being to answer demands in respect of such company's estate, and request that the Official Receiver will invest the sum of \$ by placing the same upon fixed deposit for the space of months with the Hong Kong and Shanghai Banking Corporation (or as may be recommended) for the benefit of the said company.

Dated this day of 19 .

Committee of Inspection.

No. 85. (Rule 160.)

REQUEST BY COMMITTEE OF INSPECTION TO THE OFFICIAL RECEIVER TO REALIZE INVESTMENT.

(Title.)

We, the Committee of Inspection in the above matter, hereby certify that a sum of \$, forming part of the assets of the above-named company, has been invested by placing the same on fixed deposit with the Hong Kong and Shanghai Banking Corporation (or as the case may be) and that the sum of \$ in now required to answer demands in respect of the said company. And we request that so much of the said investment as may be necessary for the purpose of answering such demands may be realized by the Official Receiver and placed to the credit of the said company.

Dated this day of 19 .

Committee of Inspection.

No. 86. (Rule 161.)

CERTIFICATE BY COMMITTEE OF INSPECTION AS TO AUDIT OF LIQUIDATOR'S ACCOUNTS.

(Title.)

We, the undersigned, members of the Committee of Inspection in the winding up of the above-named Company, hereby certify that we have examined the foregoing account with the vouchers, and that to the best of our knowledge and believe the said account contains a full, true, and complete account of the liquidator's receipts and payments.

Dated this _____ day of _____ 19 .
 _____ } Committee of Inspection.
 _____ }
 _____ }

No. 87. (Rule 162.)

STATUTORY DECLARATION VERIFYING LIQUIDATOR'S ACCOUNT UNDER SECTION 189.

(Title.)

I, G.H., of _____, the Liquidator of the above-named Company, do solemnly and sincerely declare:—

That **the account hereunto annexed marked B contains a full and true account of my receipts and payments in the winding-up of the above-named Company from the _____ day of _____, 19 _____, to the _____ day of _____, 19 _____, inclusive *and that I have not, nor has any other person by my order or for my use, during such period received any moneys on account of the said Company *other than and except the items mentioned and specified in the said account.*

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at, &c. {

*NOTE.—If no receipts or payments strike out the words in italics.

No. 88. (Rule 163.)

LIQUIDATOR'S TRADING ACCOUNT UNDER SECTION 189.

(Title.)

G.H. the liquidator of the above-named company in account with the estate.

Dr.	RECEIPTS.	PAYMENTS.	Cr.
Date		Date	

Liquidator.
(Date)

We have examined this account with the vouchers and find the same correct, and we are of opinion the expenditure has been proper.

Dated this _____ day of _____ 19 .

 Committee of Inspection
 [or member of the Committee of Inspection].

No. 89. (Rule 163.)

STATUTORY DECLARATION VERIFYING LIQUIDATOR'S TRADING ACCOUNT UNDER SECTION 189.

(Title.)

I, the liquidator of the above-named company, do solemnly and sincerely declare that the account hereto annexed is a full, true, and complete account of all money received and paid by me or by any person on my behalf in respect of the carrying on of the trade or business of the company, and that the sums paid by me as set out in such account have, as I believe, been necessarily expended in carrying on such trade or business.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1935.

Declared, &c.

Liquidator.

No. 90. (Rule 169.)

REQUEST TO DELIVER BILL FOR TAXATION.

(Title.)

I hereby request that you will, within _____ days of this date, or such further time as the Court may allow, deliver to me for taxation by the proper officer your bill of costs [or charges] as (a) *Here state nature of employment.* failing which, I shall, in pursuance of the Companies Ordinance 1932 and Rules proceed to declare and distribute a dividend without regard to any claim which you may have against the assets of the Company, and your claim against the assets of the Company will be liable to be forfeited.

Dated this _____ day of _____, 19 .

No. 91. (Rule 174.)

CERTIFICATE OF TAXATION.

(Title.)

I hereby certify that I have taxed the bill of costs [or charges] [or expenses] of Mr. C.D. [*here state capacity in which employed or engaged*] [*where necessary add "pursuant to an order of the Court dated the _____ day of _____, 19 ____"*], and have allowed the same at the sum of dollars [*where necessary add "which sum is to be paid to the said C.D. by as directed by the said order"*].

Dated this _____ day of _____, 19 .

Registrar.

\$ _____

No. 92. (Rules 181 and 182.)

[Re

This is the Exhibit marked B referred to in the affidavit of _____; sworn before me this _____ day of _____ 19 .

A Commissioner for Oaths.]

STATEMENT OF RECEIPTS AND PAYMENTS AND GENERAL DIRECTION AS TO STATEMENTS.

(Name of Company.)

- (1.) Every statement must be on sheets 13 inches by 16 inches. Size of sheets.
- (2.) Every statement must contain a detailed account of all the liquidator's realizations and disbursements in respect of the company. The statement of realizations should contain a record of all receipts derived from assets existing at the date of the winding-up Form and contents of Statement.

order or resolution and subsequently realized, including balance in bank, book debts and calls collected, property sold, &c.; and the account of disbursements should contain all payments for costs and charges, or to creditors, or contributories. Where property has been realized, the gross proceeds of sale must be entered under realizations, and the necessary payments incidental to sales must be entered as disbursements. These accounts should not contain payments into the companies liquidation account (except unclaimed dividends—see par. 5) or payments into or out of bank, or temporary investments by the liquidator, or the proceeds of such investments when realised, which should be shown separately:—

- (a) by means of the bank pass book:
- (b) by a separate detailed statement of moneys invested by the liquidator, and investments realized.

Interest allowed or charged by the bank, bank commission, &c., and profit or loss upon the realization of temporary investments, should, however, be inserted in the accounts of realizations or disbursements, as the case may be. Each receipt and payment must be entered in the account in such a manner as sufficiently to explain its nature. The receipts and payments must severally be added up at the foot of each sheet, and the totals carried forward from one account to another without any intermediate balance, so that the gross totals shall represent the total amounts received and paid by the liquidator respectively.

Trading Account.

(3.) When the liquidator carries on a business, a trading account must be forwarded as a distinct account, and the totals of receipts and payments on the trading account must alone be set out in the statement.

Dividends, &c.

(4.) When dividends or instalments of compositions are paid to creditors, or a return of surplus assets is made to contributories, the total amount of each dividend, or instalment of composition, or return to contributories, actually paid, must be entered in the statement of disbursements as one sum; and the liquidator must forward separate accounts showing in lists the amount of the payable to each creditor, and the amount of dividend or composition payable to each creditor, and of surplus assets payable to each contributory, distinguishing in each list the dividends or instalments of composition and shares of surplus assets actually paid and those remaining unclaimed. Each list must be on sheets 13 inches by 8 inches.

(5.) When unclaimed dividends, instalments of compositions or returns of surplus assets are paid into the companies liquidation account, the total amount so paid in should be entered in the statement of disbursements as one sum.

(6.) Credit should not be taken in the statement of disbursements for any amount in respect of liquidator's remuneration unless it has been duly allowed by resolution of the Committee of Inspection or of the creditors or of the company in general meeting, or by order of court as the case may require.

LIQUIDATOR'S STATEMENT OF ACCOUNT.

Pursuant to Section 270 of the Companies Ordinance, 1932.

Name of Company.

Nature of proceedings (whether wound up)
by the court, or under the supervision
of the court, or voluntarily.)

Date of commencement of winding-up

Date to which statement is brought down

Name and address of Liquidator

This statement is required in duplicate.

LIQUIDATOR'S STATEMENT OF ACCOUNT PURSUANT TO SECTION 270 OF THE COMPANIES ORDINANCE, 1932.

REALIZATIONS.				DISBURSEMENTS.			
Date.	Of whom received.	Nature of Assets Realized.	Amount.	Date.	Of whom paid.	Nature of Disbursements.	Amount.
		<i>Brought forward...</i>	\$ c.			<i>Brought forward...</i>	\$ c.
			*				
		<i>Carried forward...</i>				<i>Carried forward...</i>	

*NOTE.—No balance should be shown on this Account, but only the total Realizations and Disbursements, which should be carried forward to the next Account.

ANALYSIS OF BALANCE.

Total Realizations	\$	c.
„ Disbursements		
Balance	\$	c.
	\$	c.

The Balance is made up as follows:—

1. Cash in hands of liquidator	\$	c.
2. Total payments into Bank, including balance at date of commencement of winding up (<i>as per Bank Book</i>)... ..		
Total withdrawals from Bank		
Balance at Bank... ..		
3. Amount in Companies Liquidation Account		
4. Amounts invested by liquidator	\$	c.
Less Amounts realized from same		
Balance		
Total Balance as shown above	\$	c.

NOTE.—Full details of investments should be given in a separate statement.

NOTE.—The liquidator shall also state—

(1.) The amount of the estimated assets and liabilities at the date of the commencement of the winding-up.	Assets (after deducting amounts charged to secured creditors and debenture holders)\$
	Liabilities { Secured creditors ...\$ Debenture holders...\$ Unsecured creditors \$
(2.) The total amount of the capital paid up at the date of the commencement of the winding-up.	Paid up in cash.....\$ Issued as paid up otherwise than for cash\$
(3.) The general description and estimated value of outstanding assets (if any). }	
(4.) The causes which delay the termination of the winding up. }	
(5.) The period within which the winding up may probably be completed. }	

No. 93. (Rules 181 and 182.)

AFFIDAVIT VERIFYING STATEMENT OF LIQUIDATOR'S ACCOUNT UNDER SECTION 270.

(Name of Company.)

I,
of
the liquidator of the above-named Company, make oath and say:—
That **the account hereunto annexed marked B, contains a full and true account of my receipts and payments in the winding up of the above-named Company, from the day of*
19 to the day of 19 , inclusive, **and that I have not, nor has any other person by my order or for my use during such period, received or paid any moneys on account of the said Company, *other than and except the items mentioned and specified in the said account.*

I further say that the particulars given in the annexed Form 92, marked B, with respect to the proceedings in and position of the liquidation, are true to the best of my knowledge and belief.

Sworn at }

*NOTE.—If no receipts or payments, strike out the words in italics.

The affidavit is *not* required in Duplicate, but it must in every case be accompanied by a statement on Form 92 in duplicate.

No. 94. (Rules 181 and 185.)

LIQUIDATOR'S TRADING ACCOUNT UNDER SECTION 270.

(Name of Company.)

Insert here
the name
of the
Company.
Insert here
the name
of the
Liquidator.

the Liquidator of the above-named Company in account with the Estate.

This Account is required in Duplicate in addition to Form No. 92.

RECEIPTS.			PAYMENTS.		
Dr.					Cr.
Date.			Date.		

Date

Liquidator.

No. 95. (Rules 181 and 185.)

LIST OF DIVIDENDS OR COMPOSITION.

(Name of Company.)

I hereby certify that a Dividend (or Composition) of _____ per centum was declared payable on and after the _____ day of _____ 19____, and that the Creditors whose names are set forth below are entitled to the amounts set opposite their respective names, and have been paid such amounts except in the cases specified as unclaimed.

Liquidator.

Dated the _____ day of _____, 19____.

To the Official Receiver.

Surname.	Christian Name.	Amount of Proof.		Amount of Dividend (or Composition).			
				Paid.		Unclaimed.	
		\$	c.	\$	c.	\$	c.

This List is required in duplicate.

No. 96. (Rules 181 and 185.)

LIST OF AMOUNTS PAID OR PAYABLE TO CONTRIBUTORIES.

(Name of Company.)

I hereby certify that a return of surplus assets was declared payable to Contributories on and after the _____ day of _____ 19____, at the rate of _____ per share, and that the contributories whose names are set forth below are entitled to the Amounts set opposite their respective names, and have been paid such amounts except in the cases specified as unclaimed.

Liquidator.

Dated the _____ day of _____, 19____.

To the Official Receiver.

Surname.	Christian Name.	No. of Shares.	Amount returned on Shares.			
			Paid.		Unclaimed.	
			\$	c.	\$	c.

This List is required in duplicate.

No. 97. (Rule 184.)

AFFIDAVIT VERIFYING ACCOUNT OF UNCLAIMED AND UNDISTRIBUTED FUNDS.

(Title.)

I, _____ of _____ make oath and say that the particulars entered in the statement hereunto annexed, marked A, are correct, and truly set forth all money in my hands or under my control, representing unclaimed or undistributed assets of the above company, and that the amount due by me to the Companies Liquidation Account in respect of unclaimed dividends and undistributed funds is \$ _____

Signature.

Sworn, &c.

No. 98. (Rule 189.)

NOTICE TO CREDITORS AND CONTRIBUTORIES OF INTENTION TO APPLY FOR RELEASE.

(Title.)

Take notice that I, the undersigned liquidator of the above-named Company, intend to apply to the Court for my release, and further take notice that any objection you may have to the granting of my release must be notified to the Court within twenty-one days of the date hereof.

A summary of my receipts and payments as liquidator is hereto annexed.

Dated this _____ day of _____, 19 _____
Liquidator.

To

NOTE.—Section 191 (3) of the Companies Ordinance, 1932, enacts that “An order of the Court releasing the liquidator shall discharge “him from all liability in respect of any act done or default made by “him in the administration of the affairs of the Company, or otherwise in relation to his conduct as liquidator, but any such order “may be revoked on proof that it was obtained by fraud or by “suppression or concealment of any material fact.”

No. 99. (Rule 189.)

APPLICATION BY LIQUIDATOR TO THE COURT FOR RELEASE.

(Title.)

I, _____ the liquidator of the above-named Company, do hereby report to this Honourable Court as follows:—

1. That the whole of the property of the Company has been realised for the benefit of the creditors and contributories [and a dividend to the amount of \$ _____ per centum has been paid as shown by the statement hereunto annexed, and a return of _____ per share has been made to the contributories of the Company];

[or That so much of the property of the Company as can, according to the joint opinion of myself and the Committee of Inspection, hereunto annexed, in writing under our hands, be realised without needlessly protracting the liquidation, has been realised, as shown by the statement hereunto annexed, and a dividend to the amount of \$ _____ per centum has been paid, together with a return of _____ per share to the contributories of the Company];

(a) Add if necessary, “That the “rights of “the contributories “between “themselves “have been “adjusted”.

2. I have caused a report on my accounts to be prepared, and I request this Honourable Court to grant me a certificate of release on being satisfied therewith.

Dated this _____ day of _____, 19 _____
Liquidator.

No. 100. (Rule 189.)

STATEMENT TO ACCOMPANY NOTICE OF APPLICATION FOR RELEASE.

(Title.)

Statement showing position of Company at date of application for release.

Dr.

Cr.

		Re-ceipts.		Pay-ments.	
Estimated to produce as per company's statement of affairs.		\$	c.	\$	c.
				By Court Fees (including Stationery, Printing, and Postages in respect of Contributories, Creditors, and Debtors, and fee for audit)	
				Law costs of petition... ..	
				Law costs of Solicitor to Liquidator	
				Other law costs	
To total receipts from date of winding-up order, viz. :—		\$	c.	Liquidator's remuneration, viz. :—	
(State particulars under the several headings specified in the Statement of Affairs.)				per cent. on \$ assets realised... ..	
Receipts per trading account				per cent. on \$ assets distributed in dividend	
Other receipts				Shorthand writer's charges	
Total				Special manager's charges	
Less :—				Person appointed to assist in preparation of Statement of Affairs...	
Payments to redeem securities				Auctioneer's charges as taxed	
Costs of execution				Other taxed costs	
Payments per trading account				Costs of possession and maintenance of estate	
				Costs of notices in Gazette and local papers	
				Incidental outlay	
				Total costs and charges \$	
Net realizations... .. \$				Creditors, viz. :—	
Amounts received from calls on contributories made by the Liquidator				(a) Preferential	
				(a) Unsecured: dividend of \$ per centum...	
				The estimate of amount expected to rank for dividend was \$	
				Amount returned to contributories	
				Balance \$	

(a) State number of creditors.

Assets not yet realized, including calls, estimated to produce \$
(Add here any special remarks the liquidator thinks desirable.)

Creditors can obtain any further information by inquiry at the office of the liquidator.

Dated this day of 19 .

(Signature of Liquidator)

(Address)

No. 101. (Rule 201.)

REGISTER OF WINDING-UP ORDERS TO BE KEPT IN THE COURT.

Number of Winding-up Order.	Number of Petition.	Date of Petition.	Date of Winding-up Order.	Dates of Public Examinations (if any).	Liquidator.

No. 102. (Rule 201.)

REGISTER OF PETITIONS TO BE KEPT IN THE COURTS.

No. of Petition.	Name of Company.	Address of Registered Office.	Description of Company.	Date of Petition.	Petitioner.	Date of Winding-up Order.

No. 103. (Rule 202.)

NOTICES FOR GAZETTE.

(1) NOTICE OF WINDING-UP ORDER.

(Rule 36 (1) (c).)

Name of Company	Address of Registered Office
Number of Matter	Date of Order
Date of Presentation of Petition*	

(*Where it is known that a voluntary winding-up preceded the presentation of the Petition, the date of the resolution for voluntary winding-up should also be given).

(2) NOTICE OF FIRST MEETING.

(Rule 107).

Name of Company	Address of Registered Office
Number of Matter	Creditors, Date
Hour	Place
Hour	Place

(3) NOTICE OF DAY APPOINTED FOR PUBLIC EXAMINATION.

(Rule 55 (1).)

Name of Company	Address of Registered Office
Number of Matter	Date Fixed for Examination
Names of Persons to be Examined	Hour
Place	

(4) NOTICE OF INTENDED DIVIDEND.

(Rule 142 (1).)

Name of Company	Address of Registered Office
Number of Matter	Last Day for Receiving Proofs
Name of Liquidator	Address.

(5) NOTICE OF DIVIDEND.

(Rule 142 (3).)

Name of Company	Address of Registered Office
Number of Matter	Amount per centum
First and Final or Otherwise	When payable
Where payable.	

(6) NOTICE OF RETURN TO CONTRIBUTORIES.

(Rule 143.)

Name of Company	Address of Registered Office
Number of Matter	Amount per Share
First and Final or Otherwise	When payable
Where payable	

(7) NOTICE OF APPOINTMENT OF LIQUIDATOR.

(Rule 45 (5).)

Name of Company	Address of Registered Office
Number of Matter	Liquidator's Name
Address	Date of Appointment.

(8) NOTICE OF REMOVAL OF LIQUIDATOR.

(Rule 45 (7).)

Name of Company	Address of Registered Office
Number of Matter	Liquidator's Name
Liquidator's Address	Date of Removal.

(9) NOTICE OF RELEASE OF LIQUIDATOR.

(Rule 189 (2).)

Name of Company	Address of Registered Office
Number of Matter	Liquidator's Name
Liquidator's Address	Date of Release.

No. 104. (Rule 203.)

MEMORANDUM OF ADVERTISEMENT OR GAZETTING.

(Title.)

Name of Paper.	Date of Issue.	Date of Filing.	Nature of Order, &c.

(Signed)

No. 105. (Rule 183 (4) and Sec. 271 (1)).

CERTIFICATE OF RECEIPT FOR MONEY PAID INTO COMPANIES
LIQUIDATION ACCOUNT.

(Title.)

This is to certify that Mr. _____, Liquidator of the above-named Company has this day paid into the Companies Liquidation Account through me the sum of _____ representing unclaimed or undistributed assets of the above-named Company.

Dated this _____ day of _____ 19 _____

Official Receiver.