

Application for Certificate of Compliance (“RC”) Checklist

(To be submitted when the application for appointment is made)

Instructions

1. Please read rules 22 to 26 and Forms 2 to 8 of the Companies (Winding-up) Rules (Cap 32H) as well as paragraphs 10 to 12 of Practice Direction 3.1 before completing this Checklist.
2. You **MUST** complete all sections by putting a tick (NOT a cross) in each of the boxes, unless otherwise stated.
3. If any part of this Checklist is not completed as aforesaid, please explain in details under Section K as to why it is so. Requisition will be raised if no or no satisfactory explanation is given. It may also delay the processing of the application.
4. *Please delete or adapt as appropriate.
5. Abbreviations (if any) used in the Checklist are the same as those in Practice Direction 3.1. All Forms and rules referred to herein are those from the Companies (Winding-up) Rules (Cap 32H), unless otherwise stated. Petition in the Checklist includes Petition issued at the time of commencement of the Winding-up proceedings and any subsequent amended version(s).

Section A – Search

- A1 ☐ I confirm that online search has been conducted through the GovHK Portal at the link of <http://www.gov.hk/en/business/registration/bankruptcy/compulsory.htm>, there is no prior winding-up petition already presented against the Company (Official Receiver’s Office Circular No.1/2021 dated 24 March 2021).
- A2 ☐ I confirm that search has been conducted with the Companies Registry and/or the relevant governing authority, the Company is not dissolved and/or deregistered.

Section B – Petition

(Please tick ONE box in B1)

- B1 ☐ I confirm that the following form is appropriate in the case.
(Please tick ONE box only)
- ☐ Form 2 (usual form)
- ☐ Form 3 (unpaid creditor on simple contract)
- B2 ☐ I have checked that the Petition was duly completed, including:
(BOTH boxes should be ticked)

- ☐ address of the Petitioner (O.9 r.2 (3) of Cap. 4A)
- ☐ description of share capital of the Company (paragraph 3 of Form 2/3)
- B3 ☐ I confirm that notice of time and place appointed for hearing have been written correctly on the Petition and all sealed copies thereof (rule 23).

Section C – Service of Petition on Official Receiver and Chief Bailiff

- C1 ☐ I confirm that a copy the Petition was served on both the Official Receiver and the Chief Bailiff respectively within 24 hours from its presentation/filing (rule 23A).

Section D – Verifying affidavit

(Please read rule 26)

- D1 ☐ The verifying affidavit was NOT sworn before the presentation of the Petition.
- D2 ☐ The verifying affidavit was sworn and filed within 4 days after presentation of the Petition.
- D3 ☐ The verifying affidavit was duly sworn by the:
(Please tick ONE box only)
 - ☐ Petitioner (being a person) himself or herself (Form 7)
 - ☐ Petitioner (being a corporation) by director, company secretary or principal officer (Form 8)
 - ☐ One of the Petitioners (being a person) himself or herself (Form 7)
 - ☐ One of the Petitioners (being a corporation) by director, company secretary or principal officer (Form 8)

Section E – Service of Petition on the Company

- E1 ☐ Was the nameplate of the Company displayed at the registered office or principal/last known principal place of business?
(Please tick ONE box only)
 - ☐ Yes
 - ☐ No

E2 The registered office or principal/last known principal place of business of the Company in Hong Kong is:
(Please tick/complete ONE box only)

☐ occupied by itself

☐ occupied by someone else

☐ vacant

☐ the office of an accountant, a company secretary or a solicitor firm

☐ a business center

☐ _____

E3 Please tick/complete ONE of the sub-sections: E3(1), E3(2), E3(3) or E3(4).

E3(1) Hong Kong Company¹

The Petition was duly served on the Company by:
(Please read rule 25 and Form 5)

E3(1)(a)
(Please tick/complete ONE box only)

☐ leaving a copy with a member, officer or servant of the Company at the registered office who had identified himself/herself as [name of the recipient and position held at the Company]. The process server knew the name and identity of the recipient because [particulars of information in the hands of the process server and/or provided by the recipient]. [*A chop of the Company and/or a signature of the recipient was obtained by the process server.]

☐ leaving a copy with a member, officer or servant of the Company at the principal or last known principal place of business (because there is no registered office) who had identified himself/herself as [name of the recipient and position held at the Company]. The process server knew the name and identity of the recipient because [particulars of information in the hands of the process server and/or provided by the recipient]. [*A chop of the Company and/or a signature of the recipient was obtained by the process server.]

¹ formed and registered under Cap.32 or Cap. 622

- ☐ leaving at the registered office by [*posting at the front door, inserting through the door and/or other mode(s) of leaving] because no member officer or servant of the Company was being found there.
- ☐ leaving at the principal or last known principal place of business (because there is no registered office) by [*posting at the front door, inserting through the door and/or other mode(s) of leaving] because no member officer or servant of the Company was being found there.
- ☐ the ways stipulated in the Substituted Service Order made by the Court on [date] herein.

E3(1)(b)

(Please tick, if applicable)

- ☐ sending to all directors and shareholders of the Company through prepaid ordinary post to their addresses stated in the latest Annual Return, retrospective leave for such service having been done in compliance with the usual practice² of the Court is also hereby applied for.

E3(2) Registered non-Hong Kong Company³

The Petition was duly served on the Company by:

(Please read section 803(1) – (4) of the Companies Ordinance (Cap 622) and tick/complete ONE box only)

- ☐ addressing to and leaving a copy with the authorized representative in Hong Kong at [address shown in the Companies Register] who had identified himself/herself as [name of the recipient and position held at the Company]. The process server knew the name and identity of the recipient because [particulars of information in the hands of the process server and/or provided by the recipient]. [*A chop of the Company and/or a signature of the recipient was obtained by the process server.]
- ☐ addressing to and sending by post to the authorized representative of the Company at [last known address in Hong Kong shown in the Companies Register] (no authorized representative was being found there).
- ☐ leaving at and/or sending by post to [place of business established by the Company in Hong Kong] (no required details of authorized representative are shown in the

² When the registered office or principal/last known place of business of the Company was vacant or occupied by someone else or was an office of an accountant, a company secretary, a solicitor firm or a business center and/or no member/officer/servant of the Company was found thereat to accept service of the Petition.

³ Part XI of Cap.32 or Part 16 of Cap.622

Companies Register or that, all the Company's authorized representatives refused to accept service).

- ☐ sending by registered post to (i) the Company's registered office (or the equivalent) and (ii) the Company's principal place of business (if any), in the Company's place of incorporation at the address as shown in the Companies Register (no required details of authorized representative are shown in the Companies Register or that, all the Company's authorized representatives refused to accept service, and there is also no longer a place of business in Hong Kong).
- ☐ leaving at and/or sending by post to [a place in Hong Kong at which the Company has had a place of business within the previous 12 months (when no registered office (or the equivalent) and place of business of the Company are shown in the Companies Register).
- ☐ the manner stipulated in the [Service Out and/or Substituted Service Order*] made by the Court on [date] herein.

E3(3)

Non-Hong Kong Company⁴

(Please read section 803(5)(b) of the Companies Ordinance (Cap 622) and tick/complete ONE box only)

The Petition was duly served on the Company by:

- ☐ *leaving at and/or sending by post to the established place of business in Hong Kong by the Company.
- ☐ sending by registered post to (i) the Company's registered office (or the equivalent) and (ii) the Company's principal place of business (if any), both in the Company's place of incorporation at the address (the company has established, but no longer has, a place of business in Hong Kong).
- ☐ *leaving at and/or sending by post to a place in Hong Kong at which the Company has had a place of business within the previous 12 months (where no registered office (or the equivalent) and principle place of business of the Company, both in the Company's place incorporation, cannot be ascertained).
- ☐ the ways stipulated in the [*Service Out and/or Substituted Service Order] made by the Court on [date(s)] herein.

E3(4)

Unregistered Company⁵

The Petition was duly served on the Company by:

⁴ registered under section 326 of Cap.32

⁵ no place of business in Hong Kong and not registered under s.777 of Cap.622

- ☐ the ways stipulated in the [*Service Out and/or Substituted Service Order] made by the Court on [date] herein.

Section F – Service of Petition on other Respondents

(Please complete as appropriate in the circumstances)

F1 The Petition was duly served on the following Respondent(s) in accordance with the High Court Rules, including leave to serve outside jurisdiction, if necessary.

- ☐ Regarding Respondent(s) situated in Hong Kong

- ☐ Regarding Respondent(s) situated in the Mainland

- ☐ Regarding Respondent(s) situated Overseas

Section G – Advertisement: Gazette and Newspaper

(Please tick ONE box only from G3)

G1 ☐ I confirm that Form 4 has been used.

- G2 ☐ I confirm that both the Gazette and the 2 Newspaper advertisements have been published 7 clear/working days before the hearing of the Petition.
- G3 ☐ The Company has a registered office and/or principal/last known principal place of business in Hong Kong. The advertisement was published once in the Gazette and 2 Hong Kong daily newspapers (one in Chinese language and the other in English language). The name of the Company and particulars of the Petition are [***NOT**] in the same language of the newspaper [***because the party or parties only has/have *Chinese/English name and particulars**].
- ☐ The Company has no registered office and/or principal/last known principal place of business in Hong Kong. The advertisement was published once in the Gazette and twice in 1 local newspaper circulating in the District where the local register is kept or principal/last known principal place of business of such Company is/was situate.
- G4 ☐ I confirm that all the requirements as contained in rule 24 (c) of the Companies (Winding-up) Rules have been followed, including setting out on the advertisement: the date when the petition was presented, name and address of the petitioner and of his solicitor and note prescribed by rule 30 of the same Rules.

Section H – Documents

- H1 ☐ I have checked that the following documents have been filed/lodged and/or included as an exhibit in the affidavit(s) having been filed with the Court.
(Please tick and complete as appropriate)
- ☐ Affidavit of Service (including Petition, Verifying Affidavit, Notice of Adjourned Hearing and all other documents on the Company and other Respondent(s) (if applicable))
- ☐ Affidavit of Service (including Petition, Verifying Affidavit, Notice of Adjourned Hearing and all other documents on the Official Receiver and the Chief Bailiff within 24 hours from presentation/filing of the same) (rule 23A)
- ☐ Certificate of Incorporation of the Company
- ☐ Notice of Change of Registered Office⁶ (if any)
- ☐ Latest Annual Return with document index obtained from the Companies Registry
- ☐ Original paper Gazette notice (with date of publication shown)/Gazette notice from Internet (with index page showing date of publication)

⁶ See section 658 (2) – (4) of the Companies Ordinance (Cap 622). Very briefly, the intended address of the Company stated in the incorporation form is regarded as the address of the Registered Office, until a Notice of Change of Registered Office is delivered to the Companies Registry. The inclusion in the Annual Return of a new registered office does NOT satisfy the legal requirement.

☐ Newspaper(s) (with date(s) of publication shown)

☐ Others:

Section I – Full & Frank Disclosure

I1 ☐ I have advised the Petitioner(s) to make all reasonable enquiries, to conduct all known searches and to make full and frank disclosure in the present application.

I2 ☐ I have also advised the process server(s) to (a) observe all the requirements laid down in rule 25 and paragraphs 10 to 12 of Practice Direction 3.1 as far as practicable so that the Petition has been brought to the attention of the Company, and (b) make full and frank disclosure in the supporting affidavit(s), as well as the risk of being prosecuted for perjury, if the same contains any incorrect or false information.

Section J – Application for Waiver of Irregularity

J1 ☐ I have carefully checked all the papers having filed and prepared for application of RC and discovered the following irregularity of which I hereby pray for waiver of correction amendment or supplemental affidavit to be filed because the same is/are trivial clerical and will not cause real prejudice to the Company and any of the Respondent(s) (if applicable).

Section K – Other Matters

(You may include in this section any additional information to assist the Court, for example, reason(s) why any of the boxes cannot be completed, problem(s) spotted by the solicitor in the application. You may also leave it blank if it is a simple application.)

K1 ☐ I set out below other information that will assist the Court to process the present application.

Section L – Confirmation

(The solicitor shall sign in his or her own name, NOT in the firm's name.)

- L1 ☐ I, [name of the solicitor-in-charge], solicitor for the Petitioner(s), having conduct of the present application, confirm that the above are true and accurate to the best of my information and belief.

Signed:	Date:
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