

Submission from Ms Belinda WONG, Director of the Leader Corporate Services Limited on Companies (Winding Up and Miscellaneous Provisions) (Amendment) Bill 2015

Questions

- A. S207D permits written resolution of committee of inspection to be passed. Is the written resolution considered as being a 'vote by a show of hands' or a 'vote by poll'. If it is a vote by the show of hands, then one signature means one vote. If it is by poll, the creditors may not need to vote by casting their respective total amounts of debts outstanding for the resolution. Votes can be for or against the proposed resolution.
- B. S2 of Cap. 32 defines special resolution as having the meaning given by S564 of the Companies Ordinance (Cap. 622). S548 of Cap. 622 stipulates that anything that may be done by a resolution passed at a general meeting.... may be done, without a meeting and without any previous notice being required, by a written resolution of the members of the company.

Special resolution has to be passed in Cap 32 for different types of winding up. Does S548 of Cap. 622 apply and that written resolution can be passed in lieu of holding a meeting? If yes, question (A) above also applies herein.

If the answer is negative, then why written resolution could not be passed to expedite the process for some small private companies?