

HONG KONG / JUDGMENT

RE SYSTEM-PRO COMPUTERS LTD

COURT

Court of First Instance

DECIDED

27 June 2007

CASE / FILE NUMBER

HCMP1091/2007

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bjbj HCMP 1091/2007 IN THE HIGH COURT OF THE HONG KONG SPECIAL ADMINISTRATIVE
REGION COURT OF FIRST INSTANCE MISCELLANEOUS PROCEEDINGS NO. 1091 OF 2007

IN THE MATTER of System-Pro Computers Limited and IN THE MATTER of the Companies
Ordinance, Chapter 32 of the Laws of Hong Kong

Before: Hon Kwan J in Court Date of Hearing: 27 June 2007 Date of Judgment: 27 June 2007

J U D G M E N T

This is an application by the former liquidators of System-Pro Computers Limited (the Company), seeking an order under section 290 of the Companies Ordinance, Cap. 32, declaring that dissolution of the Company is void and that they be appointed liquidators of the Company with other consequential directions. The usual purpose of an application to restore a company under section 290 is to enable the liquidator to distribute an overlooked asset or a creditor to make a claim which has not previously been made. As former liquidators, the applicants clearly have locus to apply under this provision. The Company had carried on business of trading in and providing maintenance service to computers. It had provided computer sales and services to the Hong Kong government. The Company was one of the companies under the management of JOS One Solution Group (the Group), whose business was consolidated under Jardine One Solution (HK) Limited (Jardine One). As part of its business reorganisation, the Group decided to wind up the Company which had been dormant since 2003. At the extraordinary general meeting of the Company on 31 October 2005, special resolutions were passed that the Company be placed in voluntary liquidation and that the applicants be appointed liquidators. The applicants distributed surplus assets to the ordinary shareholders on 17 May 2006. On 11 October 2006, the Company was dissolved under section 248. The reason for this application is that there are contracts

entered into by the Company with the government that were not novated to Jardine One prior to its dissolution because the relevant formalities were never completed. Further, it was discovered that some of the contracts which `had purportedly been novated to Jardine One had not been properly novated. There were also invoices rendered to the government by Jardine One on behalf of the Company that the government refused to settle on the basis that the payment should only be made to the Company. There is clearly a purpose to be served by reviving the Company. It would enable all contracts entered into by the Company with the government to be renewed or properly novated and all outstanding invoices to be reissued in the Company s name and presented to the government. I understand there were no irregularities in the course of winding up of the affairs of the Company or misfeasance or other wrongful acts of the directors or officers. The application is not opposed by the Registrar of Companies. I therefore make an order in terms of the draft submitted to me. (S Kwan) Judge of the Court of First Instance High Court Mr Mark R.C. Sutherland, instructed by Messrs Horvath & Giles, for the applicants The Registrar of Companies, absent PAGE - A B C D E F G H I J K L M N O P Q R S T U V A B C D E F G H I J K L M N O P Q R S T U V 1udk 1udk i\$&` r*pa 5<>| w[{}t0 w[{}t HCCW.dot setup Microsoft Word 9.0 Judiciary Hong Kong Title Microsoft Word Document MSWordDoc Word.Document.8

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