

#996

**BY POST**

30 May 2025

HKSCC NOMINEES LIMITED

30/F ONE EXCHANGE SQUARE  
8 CONHAUGHT PLACE  
CENTRAL HONG KONG

#45823

Dear Sirs,

**COMPANIES WINDING-UP NO. 48 OF 2020**

**CARNIVAL GROUP INTERNATIONAL HOLDINGS LIMITED (IN LIQUIDATION) (the "Company")**

We wish to advise you that the meeting of contributories of the Company will be held on 13 June 2025 at 3:00 p.m.

Please find enclosed a notice of the meeting of contributories together with a form of general proxy and a form of special proxy.

Contributories of the Company may vote either in person or by proxy. If you are an individual contributory and wish to vote at the above meeting, you can either do so in person or appoint a proxy to attend and vote thereat by completing and returning one of the forms of proxy, but not both. If you are a corporate contributory and wish to vote at the above meeting, you must appoint a proxy by completing and returning one of the forms of proxy, but not both.

Please note that the duly completed, dated and signed form of proxy must be lodged at 35<sup>th</sup> Floor, One Pacific Place, 88 Queensway, Hong Kong by fax and by post, both for the attention of the undersigned, not later than 4:00 p.m. on the day before the aforesaid meeting or adjourned meeting at which they are to be used.

We also enclose herewith a copy of the disclosure statement made by Mr. Ho Kwok Leung Glen ("Mr. Ho") and Mr. Chan Man Hoi (Ivan) ("Mr. Chan") of Deloitte Touche Tohmatsu, who offer to be appointed as the joint and several liquidators of the Company, under section 262C of Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) (the "Ordinance").

Should you have any queries, please do not hesitate to contact our Ms. Faye Gao on (852) 2531 1769 or the undersigned at (852) 2238 7788. Our direct fax number is (852) 2850 8362.

Yours faithfully,  
For and on behalf of  
Carnival Group International Holdings Limited  
(In Liquidation)



Kevin Lee  
for Joint and Several Liquidators  
(acting without personal liability)

Enclosures

**IN THE MATTER OF THE COMPANIES (WINDING UP AND MISCELLANEOUS  
PROVISIONS) ORDINANCE (CHAPTER 32)  
AND RULES 112, 114 AND 154 OF THE COMPANIES (WINDING-UP) RULES**

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**NOTICE OF MEETING OF CONTRIBUTORIES**

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**COMPANIES WINDING-UP NO. 48 OF 2020  
CARNIVAL GROUP INTERNATIONAL HOLDINGS LIMITED  
(IN LIQUIDATION) (the "Company")**

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Notice is hereby given that a meeting of the contributories of the Company will be held at 35<sup>th</sup> Floor, One Pacific Place, 88 Queensway, Hong Kong on 13 June 2025 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

"That the resignations of Lai Kar Yan (Derek) and Kam Chung Hang (Forrest) as joint and several liquidators of the Company, shall be and are hereby accepted."

"That Ho Kwok Leung Glen and Chan Man Hoi (Ivan) of Deloitte Touche Tohmatsu, 35<sup>th</sup> Floor, One Pacific Place, 88 Queensway, Hong Kong be appointed as the joint and several liquidators of the Company."

If you wish to propose any person(s) for nomination for appointment as the liquidator, you must, before the meeting, send to me the disclosure statement made by such person(s) under Section 262C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).

If within half an hour from the time appointed for the above meeting of the contributories, a quorum of contributories is not present or represented, the meeting of contributories shall be adjourned to 25 June 2025 at the same time and place as stated above.

A contributory entitled to attend and vote at the above meeting may appoint a proxy to attend and vote instead of him. A proxy need not be a contributory of the Company.

Proxies to be used at the meeting must be lodged at 35<sup>th</sup> Floor, One Pacific Place, 88 Queensway, Hong Kong by 4:00 p.m. on the day before the meeting.

Dated this 30<sup>th</sup> day of May 2025

Lai Kar Yan (Derek)  
Kam Chung Hang (Forrest)  
*Joint and Several Liquidators*



德勤

Deloitte Touche Tohmatsu  
35/F One Pacific Place  
88 Queensway  
Hong Kong

Tel: +852 2852 1600  
Fax: +852 2541 1911  
Email: enquiry@deloitte.com.hk  
www.deloitte.com/cn

**BY HAND**

30 MAY 2025

The Registrar of High Court  
LG1, High Court Building  
38 Queensway  
Hong Kong

**COPY**

Dear Sirs,

**COMPANIES WINDING-UP NO. 48 OF 2020  
CARNIVAL GROUP INTERNATIONAL HOLDINGS LIMITED (IN LIQUIDATION) (the "Company")  
RE: LETTER ACCOMPANYING THE DISCLOSURE STATEMENT DATED 30 MAY 2025**

We refer to Section 262C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) ("CWUMPO"), which requires a disclosure statement to be made by a person before that person may be appointed or nominated for appointment as a provisional liquidator or liquidator ("Disclosure Statement"). We also refer to Section 262D(2) of the CWUMPO which requires, inter alia, disclosure as to whether any of the relationships set out therein exists.

Attached to this letter is a Disclosure Statement in this matter.

We set out below the process that was adopted to determine whether any of the relationships set out in Section 262D(2) exists.

All proposed insolvency engagements involving personnel from our firm (including the proposed appointments as liquidators of the Company) are subject to conflict checking procedures designed to identify potential conflicts of interest prior to the acceptance of the engagement. These procedures include the identification and consideration of our firm's existing and past engagements and connections with the involved parties by reference to our firm's databases. This conflict checking process is conducted by the central conflicts team of our firm.

If overseas entities/ individuals are known to be involved in the proposed engagement, cross-border conflict checks will be undertaken. Cross-border conflict clearance is undertaken by each Deloitte member firm in the relevant jurisdiction.

Relevant Deloitte individuals seeking to be appointed as court-appointed provisional liquidators and/ or liquidators will only be able to accept their proposed nomination and/ or appointment if each relevant Deloitte member firm confirms that no actual or potential conflict of interest has been identified.

Based on the information which our firm holds about its partners and the results of the conflict checking procedures conducted within our firm, we hereby confirm that:

- No conflict of interest has been identified in connection with the proposed appointment of Messrs. Ho Kwok Leung Glen ("Mr. Ho") and Chan Man Hoi (Ivan) ("Mr. Chan"), partners of Deloitte Touche Tohmatsu of 35/F., One Pacific Place, 88 Queensway, Hong Kong ("DTT"), as joint and several liquidators of the Company; and

30 MAY 2025

The Registrar of High Court

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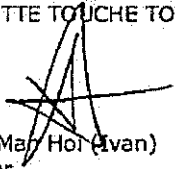
- None of the proposed joint and several liquidators is now, or has been in the last two years, in any of the roles listed in paragraph (a) of Section 262D(2) of CWUMPO; and
- None of the proposed joint and several liquidators is an immediate family member of an individual who is, or was at any time within 2 years before the making of the Disclosure Statement, a person mentioned in paragraphs (a)(iii), (v), (vi) or (vii) of Section 262D(2) of CWUMPO; and
- None of the other partners in the firm is now, or has been in the last two years, in any of the roles listed in paragraph (a) of Section 262D(2) of CWUMPO, save for the disclosure made below; and
- None of the other partners in the firm, is an immediate family member of individuals who is now, or was at any time within the last 2 years, in any of the roles mentioned in paragraphs (a)(iii), (v), (vi) or (vii) of Section 262D(2) of CWUMPO.

For the avoidance of doubt and as a matter of prudence, we wish to advise that:

- Lai Kar Yan (Derek) ("**Mr. Lai**") and Kam Chung Hang (Forrest) ("**Mr. Kam**"), both formerly of DTT, were appointed as joint and several liquidators of the Company with effect from 1 February 2023 by the High Court of the Hong Kong Special Administrative Region. Mr. Lai and Mr. Kam tendered their resignations as joint and several liquidators of the Company on 2 December 2024 and 15 January 2025, respectively, and nominated Mr. Ho and Mr. Chan as their replacements. If Mr. Ho and Mr. Chan are appointed by the Court, they will be the liquidators of the Company.

This letter should be read in conjunction with the Disclosure Statement dated 30 MAY 2025 attached hereto.

Yours faithfully,  
DELOITTE TOUCHE TOHMATSU

  
Chan Man Ho (Ivan)  
Partner

Enclosure

HCCW 48/2020

IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
COMPANIES WINDING-UP PROCEEDINGS  
NO. 48 OF 2020

IN THE MATTER OF THE COMPANIES (WINDING UP AND MISCELLANEOUS  
PROVISIONS) ORDINANCE (Cap. 32) OF THE LAWS OF HONG KONG  
AND  
IN THE MATTER OF CARNIVAL GROUP INTERNATIONAL HOLDINGS LIMITED  
(the "Company")

**DISCLOSURE STATEMENT**

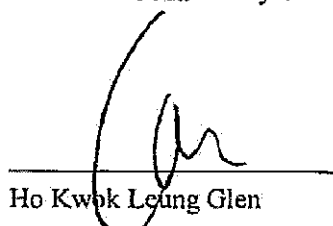
TO THE HIGH COURT

We, **Ho Kwok Leung Glen** and **Chan Man Hoi (Ivan)**, both of Deloitte Touche Tohmatsu of 35/F., One Pacific Place, 88 Queensway, Hong Kong ("**DTT**") hereby state as follows:

1. We confirm that we are not disqualified under section 262B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap.32) ("**CWUMPO**"); and
2. We also confirm to the best of our knowledge, information and belief, that none of the relationships set out in subsection (2) of section 262D of the CWUMPO exists and should be disclosed other than the following:
  - Both Messrs. Lai Kar Yan (Derek) ("**Mr. Lai**") and Kam Chung Hang (Forrest) ("**Mr. Kam**"), formerly of DTT, were appointed as joint and several liquidators of the Company with effect from 1 February 2023 by the High Court of the Hong Kong Special Administrative Region. Mr. Lai and Mr. Kam tendered their resignations on 2 December 2024 and 15 January 2025, respectively, and nominated us as their replacements.

Dated this 30<sup>th</sup> day of MAY

2025

  
Ho Kwok Leung Glen

  
Chan Man Hoi (Ivan)



HCCW 48/2020

IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
COMPANIES WINDING-UP PROCEEDINGS  
NO. 48 OF 2020

IN THE MATTER OF THE COMPANIES (WINDING UP AND MISCELLANEOUS  
PROVISIONS) ORDINANCE (Cap. 32) OF THE LAWS OF HONG KONG  
AND  
IN THE MATTER OF CARNIVAL GROUP INTERNATIONAL HOLDINGS LIMITED

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**DISCLOSURE STATEMENT**

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Dated this 30th day of MAY 2025.  
Filed this 30th day of MAY 2025.

Deloitte Touche Tohmatsu

35/F., One Pacific Place

88 Queensway

Hong Kong

Tel no. 2238 7788

TO BE RETURNED TO THE LIQUIDATORS  
35TH FLOOR, ONE PACIFIC PLACE, 88 QUEENSWAY, HONG KONG

**FORM 80 (Rule 132)**  
**IN THE HIGH COURT OF THE**  
**HONG KONG SPECIAL ADMINISTRATIVE REGION**  
**COURT OF FIRST INSTANCE**  
**COMPANIES WINDING-UP PROCEEDINGS**  
**NO. 48 OF 2020**

IN THE MATTER of the Companies (Winding Up and Miscellaneous Provisions) Ordinance

And

IN THE MATTER of Carnival Group International Holdings Limited (In Liquidation)

**GENERAL PROXY**

I/We

(Name) .....

of (address) .....

and on telephone no ..... 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 13<sup>th</sup>  
day of June 2025, or at any adjournment thereof.

Dated this..... day of.....

(Signed) (2) .....

**NOTES**

- (1) The person appointed general proxy may be 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 authorized in that behalf, and the fact that the officer is so authorized must be stated.
- (3) This proxy form can also be lodged by way of facsimile transmission on fax number (852) 2850 8362.

**EXTRACT FROM COMPANIES (WINDING-UP) RULES**

**Rule 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.

TO BE RETURNED TO THE LIQUIDATORS  
35TH FLOOR, ONE PACIFIC PLACE, 88 QUEENSWAY, HONG KONG

Note:— Before filling up the Proxy Form, please read the instructions on the back hereof carefully.

**FORM 81 (Rule 132)**  
**IN THE HIGH COURT OF THE**  
**HONG KONG SPECIAL ADMINISTRATIVE REGION**  
**COURT OF FIRST INSTANCE**  
**COMPANIES WINDING-UP PROCEEDINGS**  
**NO. 48 OF 2020**

IN THE MATTER of the Companies (Winding Up and Miscellaneous Provisions) Ordinance  
And  
IN THE MATTER of Carnival Group International Holdings Limited (In Liquidation) (the "Company")

**SPECIAL PROXY**

I/We (Name) \_\_\_\_\_  
of (address) \_\_\_\_\_  
and on telephone no. \_\_\_\_\_  
a ~~creditor~~ (or contributory), hereby appoint (Note 1) \_\_\_\_\_

to be my/our proxy at the meeting of ~~creditors~~ (or contributories) to be held on the 13<sup>th</sup> day of June 2025,  
or at any adjournment thereof, to vote for the resolutions numbered (Note 2) \_\_\_\_\_  
in Instruction 7 overleaf and (Note 3) \_\_\_\_\_

Dated this..... day of.....

(Signed) (Note 4).....  
~~Creditor~~ Contributory

**NOTES**

- (1) The person appointed proxy may be 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) any of the resolutions in Instruction 7 overleaf and
  - (b) on all questions relating to any matter, other than those above referred to, arising at a specified meeting or adjournment thereof.
- (2) Insert the numbers of the particular resolutions in Instruction 7 if you so wish.
- (3) Insert any other resolution, if any, or delete the word 'and' if you have no other resolution.
- (4) 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 authorized in that behalf, and the fact that the officer is so authorized must be stated.
- (5) This proxy form can also be lodged by way of facsimile transmission on fax number (852) 2850 8362.



## INSTRUCTIONS FOR FILLING UP FORM OF SPECIAL PROXY

1. If the creditor or contributory proposes attending the meeting personally, or to be represented by a general proxy, it is not necessary for him to fill up this form.
2. A company can only vote:-
  - (a) by means of a proxy under its common seal or signed by a person duly authorized under such seal; or
  - (b) by a person authorized by resolution of its directors to act as its representative at the meeting. A copy of such resolution either under its common seal or certified to be a true copy by the secretary or a director of the company must be produced to the chairman of the meeting.
3. A creditor or contributory may give special proxy to any person or the liquidator to vote at any specified meeting or adjournment hereof on all or any of the following matters – Companies (Winding Up) Rules 135 and 137 –
  - (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 referred to in paragraph (a) and arising at the meeting or an adjournment hereof.
4. If the creditor or contributory wishes to appoint a special proxy, this form must be filled up by the creditor or contributory personally, or by any manager or clerk or any other person in the regular employment, or by the solicitor employed by him in connection with the matter.
5. This form must be signed by the creditor or contributory. (Where the creditor or contributory is a firm or a corporation, see Note (4) overleaf).
6. A creditor or contributory may appoint any person but not a minor, as his special proxy.
7. The resolutions to be voted on may be as follows:—

	For	Against
(a) That the resignations of Lai Kar Yan (Derek) and Kam Chung Hang (Forrest) as joint and several liquidators of the Company, shall be and are hereby accepted.		
(b) That (i) Ho Kwok Leung Glen and Chan Man Hoi (Ivan), both of Deloitte Touche Tohmatsu, 35th Floor, One Pacific Place, 88 Queensway, Hong Kong, OR (ii)*  <i>(note: please cross out whichever is not appropriate)</i> be appointed as the joint and several liquidators of the Company.		

\* Insert full name of any person(s) other than the Official Receiver. The person(s) can be appointed only if they consent to act, and before the meeting, send to us the disclosure statement made by such person(s) under Section 262C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).

Record your vote by means of a “✓” symbol where appropriate in the boxes above

## EXTRACT FROM COMPANIES (WINDING-UP) RULES

- Rule 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.