GUIDELINES ON APPLICATION BY LIQUIDATOR OR MEMBERS OF A COMPANY TO STRIKE OFF THE NAME OF A COMPANY UNDER SECTION 550 OF THE COMPANIES ACT 2016 WHICH IS BEING WOUND UP

1. The Guidelines are issued pursuant to section 20C of the Companies Commission of Malaysia Act 2001.

OBJECTIVES

2. The Guidelines serve as a guidance for liquidator or members of a company to apply for a striking off procedure pursuant to section 550 of the Companies Act 2016 (CA 2016).

3. The Guidelines are limited to the application to strike a company which is being wound up off the register in furtherance to the circumstances enumerated under paragraph 549(d) of the CA 2016.

BACKGROUND

4. Paragraph 549(d) of the CA 2016 vests the discretionary power onto the Registrar to strike the name of a company which is being wound up off the register if he has reasonable cause to believe that:

(a) no liquidator is acting;

(b) the affairs of the company are fully wound up and for a period of six months the liquidator has been in default in lodging any return required to be made by him; or

(c) the affairs of the company have been fully wound up pursuant to a compulsory winding-up by the Court and there are no assets or the assets available are not sufficient to pay the costs of obtaining an order of the Court dissolving the company.

APPLICATION UNDER SUBPARAGRAPH 549(d)(i) OF THE CA 2016 – WHERE NO LIQUIDATOR IS ACTING

5. The Registrar may exercise his discretion to strike off a company undergoing a voluntary winding-up if he has reasonable cause to believe that no liquidator is acting for such company under the following circumstances:

(a) upon the death or resignation of the liquidator and the absence of any substitution after one year upon the death or resignation of the earlier appointed liquidator;

(b) where the whereabouts of the liquidator appointed earlier is unknown for more than one year upon his appointment;

(c) upon the failure or refusal on part of the liquidator appointed to lodge his notice of appointment with the

Registrar and the Official Receiver in accordance with section 513 of the CA 2016 for more than six months upon his appointment;

(d) upon the failure or refusal on part of the liquidator to carry out his duties as a liquidator for more than six months upon his appointment;

(e) where the liquidator ceases to act for a period of more than one year at any time during his appointment; or

(f) upon the Registrar, in the exercise of his discretion, is of the view that no liquidator is acting for such company undergoing the winding-up for any reason whatsoever.

NOTES:

- Where the whereabouts of the liquidator is unknown as per paragraph 5(b), the shareholder must provide proof that he/she has made attempts to trace the whereabouts of such liquidator by writing to the address stated in the Registrar's records or any other records available.
- These attempts must be made by way of registered post.
- Where the notification from the postal agency is being relied on as proof, it should be submitted as an attachment to the application.
- Additional proof of any other modes of attempt (if any) must also be attached to the application.

- Applications pursuant to circumstances falling under paragraph 5 to the Registrar may be made upon unanimous consent from all the shareholders.
- For other circumstances linked with the absence of liquidator acting for the company, the burden of proof to satisfy the Registrar that such company can be struck off is on the part of the applicant where such application may be made under the ambit of paragraph 5(f).

Who may apply?

6. In a case where no liquidator is acting for a company which is being wound up voluntarily, the application may be made by the shareholders of a company which is being wound up either by way of members' or creditors' voluntary winding-up.

Application by shareholders of a company which is being wound up by way of members' voluntary winding up

7. Apart from satisfying any one of the circumstances referred to in paragraph 5, the shareholder applying for striking off must satisfy the following:

(a) the appointed liquidator has failed to lodge a Liquidator's Account of Receipts and Payments and Statements of the Position in the Winding Up under section 514 of the CA 2016 for more than one year;

(b) the company has no sufficient funds to pay for the costs of appointment of a new liquidator and to proceed with the process of voluntary winding up;

(c) the shareholder has obtained the consent of the other shareholders to file this application;

(d) the company must not have any outstanding penalties or offers of compound under the CA 2016 or under any corresponding previous written law;

(e) the company must not have any outstanding liabilities with the Inland Revenue Board (IRB) and any other Government department or agencies; and

(f) the company must not be involved in any legal proceeding whether inside or outside Malaysia.

NOTES:

- Where the whereabouts of the shareholder is unknown, the liquidator must provide proof that he has made attempts to trace the whereabouts of such shareholder by writing to the address stated in the Register of Members or any other records available.
- These attempts must be made by way of registered post.
- Where the notification from the postal agency is being relied on as proof, it should be submitted as an attachment to the application.

- Additional proof of any other modes of attempt (if any) must also be attached to the application.

Application by shareholders of a company which is being wound up by way of creditors' voluntary winding up

8. Apart from satisfying any one of the circumstances referred to in paragraph 5, the shareholders applying for striking off must satisfy the following criteria:

(a) the appointed liquidator has failed to lodge a Liquidator's Account of Receipts and Payments and Statements of the Position in the Winding Up under section 514 of the CA 2016 for more than one year;

(b) the company must not be involved in any legal proceeding whether inside or outside Malaysia; and

(c) the shareholder has obtained the consent of all creditors to file this application.

NOTES:

- Where the whereabouts of the creditor is unknown, the shareholder must provide proof that he has made attempts to trace the whereabouts of such creditor by writing to the address stated in the company's records or any other records available.
- These attempts must be made by way of registered post.

- Where the notification from the postal agency is being relied on as proof, it should be submitted as an attachment to the application.
- Additional proof of any other modes of attempt (if any) must also be attached to the application.

APPLICATION UNDER SUBPARAGRAPH 549(d)(ii) OF THE CA 2016 – WHERE THE AFFAIRS OF A COMPANY ARE FULLY WOUND UP AND FOR A PERIOD OF SIX MONTHS THE LIQUIDATOR HAS FAILED TO LODGE ANY RETURN

9. The Registrar may exercise his discretion to strike off a company where he has reasonable cause to believe that the affairs of the company are fully wound up and for a period of six months the liquidator has failed to lodge a Return by Liquidator Relating to Final Meeting under section 459 of the CA 2016.

10. This circumstance is only applicable to a wound-up company by way of voluntary winding up only.

Who may apply?

11. The application may be made by the shareholders or liquidators of a company which is being wound up either by way of members' or creditors' voluntary winding up.

Application by shareholders of a company which has been wound up by way of members' voluntary winding up

12. The shareholders making the application for striking off must ensure that the company has fulfilled the following:

(a) the affairs of the company have been fully wound up;

(b) the company has conducted its final meeting pursuant to subsection 459(1) of the CA 2016 but the liquidator, for whatever reason, has defaulted in lodging with the Registrar a Return by Liquidator Relating to Final Meeting under section 459 of the CA 2016 together with a copy of the Liquidator's Account of Receipts and Payments and Statements of the Position in the Winding Up pursuant to subsection 459(3) of the CA 2016 for more than six months after the final meeting;

(c) the company must not have any outstanding penalties or offers of compound under the CA 2016 or under any corresponding previous written law; and

(d) the company must not be involved in any legal proceeding whether inside or outside Malaysia.

Application by shareholders if the company has been wound up by way of creditors' voluntary winding up

13. The shareholders making the application for striking off must ensure that the company has fulfilled the following:

(a) the affairs of the company have been fully wound up;

(b) the company has conducted its final meeting pursuant to subsection 459(1) of the CA 2016 but the liquidator, for whatever reason, has defaulted in lodging with the Registrar a Return of the Holding of the Final Meeting under section 459 of the CA 2016 together with a copy of the Liquidator's Account of Receipts and Payments and Statements of the Position in the Winding Up pursuant to subsection 459(3) of the CA 2016 for more than six months after the final meeting; and

(c) the company must not be involved in any legal proceeding whether inside or outside Malaysia.

Application by a liquidator if the company has been wound up by way of members' voluntary winding up

14. The liquidator making the application for striking off must ensure the following:

(a) the affairs of the company have been fully wound up;

(b) the company has no fund or if fund is available, such fund is insufficient to pay for the costs of holding the final meeting under subsection 459(1) of the CA 2016;

(c) the shareholders of the company must consent to the filing of the striking off application;

(d) the company must lodge the latest Liquidator’s Account of Receipts and Payments and Statements of the Position in the Winding Up under section 514 of the CA 2016 to enable the Registrar to form his opinion of paragraph (a) above;

(e) the liquidator (in his capacity as the liquidator of the company) must not have any outstanding penalties or offers of compound under the CA 2016 or under any corresponding previous written law;

(f) the company and the liquidator (in his capacity as the liquidator of the company) must not be involved in any legal proceeding whether inside or outside Malaysia; and

(g) the company must not have any outstanding liabilities with the IRB and any other Government department or agencies;

Application by a liquidator if the company has been wound up by way of creditors’ voluntary winding up

15. The liquidator making the application for striking off must ensure the following:

(a) the affairs of the company have been fully wound up;

(b) the creditors of the company must consent to the filing of the striking off application;

(c) the company has no fund or if fund is available, such fund is insufficient to pay for the costs of holding the final meeting under section 459 of the CA 2016;

(d) the company must lodge the latest Liquidator's Account of Receipts and Payments and Statements of the Position in the Winding Up under section 514 of the CA 2016 to enable the Registrar to form his opinion of paragraph (a) above;

(e) the company and the liquidator (in his capacity as the liquidator of the company) must not be involved in any legal proceeding whether inside or outside Malaysia; and

(f) the liquidator (in his capacity as the liquidator of the company) must not have any outstanding penalties or offers of compound under the CA 2016 or under any corresponding previous written law.

APPLICATION UNDER SUBPARAGRAPH 549(d)(iii) OF THE CA 2016 – WHERE THE AFFAIRS OF A COMPANY ARE FULLY WOUND UP BY THE COURT AND THERE IS INSUFFICIENT FUND TO OBTAIN FOR A DISSOLUTION ORDER

16. Under subparagraph 549(d)(iii) of the CA 2016, the Registrar may exercise his discretion to strike off a wound-up company if he has reasonable cause to believe that the affairs of the company have been fully wound up by the court and there are no assets or the

assets available are not sufficient to pay for the costs of obtaining a Court's order to dissolve the company. An application under subparagraph 549(d)(iii) of the CA 2016 can only be made where a company has been wound up pursuant to a Court's Order.

Who may apply?

17. A liquidator of a company which has been wound up by the Court may apply to the Registrar for such company to be struck off under subparagraph 549(d)(iii) of the CA 2016.

Application by liquidator of a company which has been wound up by the court

18. In making an application to the Registrar to strike off the name of a company under subparagraph 549(d)(iii) of the CA 2016, the liquidator must ensure that the company has fulfilled the following criteria:

(a) the affairs of the company have been fully wound up;

(b) the company must lodge the latest Liquidator's Account of Receipts and Payments and Statements of the Position in the Winding Up under section 514 of the CA 2016 to enable the Registrar to form his opinion of paragraph (a) above;

(c) the liquidator and the company (in his capacity as the liquidator of the company) must not be involved in any legal proceedings whether inside or outside Malaysia; and

(d) the liquidator (in his capacity as the liquidator of the company) must not have any outstanding penalties or offers of compound under the CA 2016 or under any corresponding previous written law.

APPLICATION PROCEDURES

19. For application under section 550 of the CA 2016, the applicant (shareholder or liquidator, as the case may be) must complete and submit the prescribed declaration and application for striking off through the Corporate Registry System (CRS) and ensure that all applicable requirements are complied with prior to submission. The applicant must also ensure that all required information is duly provided and that all necessary supporting documents are uploaded at the point of application to the Registrar.

APPLICATION FEE

20. The completed application shall be submitted to the Registrar together with an application fee of RM100.00 (as per Item 27 Schedule of Fee (Regulation 8) in the Companies Regulations 2017).

WITHDRAWAL OF APPLICATION FOR STRIKING OFF

21. The applicant may withdraw the application for striking off within sixty days from the date specified in the notice under subsection 551(1), by lodging a notice of withdrawal to the

Registrar, together with the prescribed fee of RM500.00 (as per Item 29 Schedule of Fee (Regulation 8) in the Companies Regulations 2017).

OBJECTION TO STRIKING OFF APPLICATION

22. Any person may object to the striking off in accordance with subsection 552(1) of the CA 2016 on any of the following grounds:

(a) The company is still carrying on business or has a valid reason to continue in existence;

(b) The company is a party to legal proceedings;

(c) The company is in receivership or liquidation, or both;

(d) The person is a creditor, member, or party with an undischarged claim against the company;

(e) That the person believes that there exists, and intends to pursue, a right of action on behalf of the company under Division 6 of Part III of the CA 2016. Examples for such grounds may include, but not limited to, the following:

(i) A shareholder intends to apply for a leave of the Court to initiate a derivative action against the board of directors, alleging misfeasance or misappropriation of company funds, with the objective of recovering losses suffered by the company;

(ii) A shareholder believes that the directors have manipulated the company's financial statements to conceal losses or mislead stakeholders and intends to seek leave of the Court to initiate proceedings for misrepresentation and breach of fiduciary duties.

or

(f) It would not be just and equitable to strike the company off the register for any other reason. Examples for such grounds may include, but not limited to, the following:

(i) A complaint has been lodged with the relevant authority concerning a transaction involving a director of the company and a related party, conducted at a value significantly below the market price. Striking the company off the register could frustrate or impede a proper investigation into the matter;

(ii) The company is currently engaged in negotiations for a potential merger or acquisition. Striking it off the register at this stage would disrupt the transaction and could result in unfairly prejudice the shareholders and other stakeholders involved.

(a) Procedures for Filing an Objection

23. A person seeking to object to the striking off of a company ('the Objector') shall, within sixty days from the date specified in the notice under subsection 551(1), lodge a notice of intention to object the striking off application to the Registrar, together with the prescribed fee of RM300.00 (as per Item 28 Schedule of Fee (Regulation 8) in the Companies Regulations 2017). The objection shall be made on any of the following grounds and be accompanied by supporting documents substantiating the grounds for objection:

(a) If the company is still carrying on business or has a valid reason to continue in existence, a statutory declaration by the Objector confirming this fact;

(b) If the company is a party to legal proceedings, a copy of the relevant court or tribunal documents, or the case number or reference indicating that proceedings have commenced;

(c) If the company is in receivership or liquidation, or both, a certified true copy of the company profile from SSM's Corporate Information Supply Portal showing its winding-up status, or a document evidencing the appointment of a receiver or liquidator;

(d) If the Objector has an undischarged claim against the company, a letter of demand, proof of debt, or a copy of the cause papers duly filed and endorsed by the court; or

(e) For cases fall under paragraph 552(1)(e) or (f) of the CA 2016, any relevant documents or information justifying the objection shall be provided. This could include a letter from a solicitor confirming the intention to apply for a leave of the court to initiate a derivative action, a resolution relating to an ongoing merger or acquisition, or a copy of complaints lodged with the relevant authority.

24. Where the relevant supporting document cannot be furnished due to justifiable reasons, the objection may be supported by a statutory declaration by the Objector affirming the grounds for objection.

25. Upon receipt of a duly filed objection, and if satisfied with the grounds of the objection, the Registrar may, in his discretion, suspend, continue or discontinue the striking off process.

(b) Suspension Period of the Striking Off Process

26. Where the Registrar is of the view that the grounds of objection warrant a temporary suspension of the striking off process, he may suspend the process for a period of one year ('the Suspension Period'). A written notice of suspension will be issued to the company and the Objector, and the Suspension Period shall commence from the date of such notification.

27. Where the grounds for objection are resolved during the Suspension Period, the Objector shall notify the. Upon receipt of

such notification or at the expiration of the Suspension Period where no such notification is received, the Registrar may resume the striking off process and issue a notice of continuation to the company and the Objector.

(c) Discontinuation of the Striking Off Process

28. Where, upon the lapse of the Suspension Period and the cause of the objection has not been fully resolved, whether by way of court adjudication or mutual settlement between the parties, the Registrar may discontinue the striking off process. A written notice of the discontinuation will be issued to the company and the Objector, and the status of the company in the register will be updated from "Existing – Striking Off in Process" to "Existing".

29. The Registrar, however, reserves his right to re-initiate the striking off under section 549 of the CA 206, either on his own motion or upon a fresh application by a director, member or liquidator of the company.

30. Notwithstanding any objection received, the Registrar will not proceed with the application to strike off a company unless he is satisfied that:

(a) the objection has been withdrawn;
(b) any facts on which the objection is based are not, or are no longer correct; or
(c) the objection is frivolous and vexatious.

GAZETTE NOTIFICATION

31. The striking off exercise is effected through the issuance of notice to the relevant parties and the publication of notification and gazette. On publication of the gazette pursuant to subsection 551(3) of the CA 2016, the company shall henceforth be dissolved.

32. Any person aggrieved by the decision of the Registrar to strike the company off the register may, within seven years from the date of dissolution pursuant to subsection 551(3), apply to the Court to reinstate the name of the company into the register in accordance with subsection 555(1) of the Act.

RESPONSIBILITY TO RETAIN REGISTERS AND RECORDS OF THE COMPANY AFTER STRIKING OFF

33. The issuance of the Guidelines shall not extinguish the right of the Registrar to initiate enforcement proceeding against the liquidator who has defaulted in the lodgement of the Return by Liquidator Relating to Final Meeting under section 459 and Liquidator's Account of Receipts and Payments and Statements of the Position in the Winding Up under section 514 within the stipulated time under the CA 2016.

34. Liquidators and shareholders applying for the striking off process under paragraph 549(d) of the CA 2016 are required to notify the Official Receiver (OR) forthwith of the status of the company upon the dissolution of the company pursuant to subsection 551(3) of the CA 2016. The Form of notification is as per **Appendix 1**. This requirement is to enable the OR to update his records in respect of the company.

35. The liquidator shall retain all registers, books, statutory records, accounting records and documents as required under the CA 2016 for a period of seven years after the company has been struck off from the register and shall be made available for inspection upon request by the Registrar.

36. The Guidelines supersede the Guidelines issued on 4 July 2018 (Revised 19 April 2019) and revoke Practice Note No. 5/2009, issued on 21 July 2009 under the Companies Act 1965 [Act 125] (Repealed).

REGISTRAR OF COMPANIES
COMPANIES COMMISSION OF MALAYSIA
14 JULY 2026

Appendix 1

NOTICE TO INFORM THE OFFICIAL RECEIVER ON THE STATUS OF COMPANY UPON DISSOLUTION PURSUANT TO SECTION 551(3) OF THE COMPANIES ACT 2016

I, ………………………………………………………. (NRIC No.: …………………………), of ……………………………………………………………………………………………….., being the *liquidator/shareholder of …………………………………………………. (Company name & number) which has been wound up by the *court/members' voluntary winding up/creditors' voluntary winding up on ………………………………., have made an application to the Registrar to strike the name of the above company off the register pursuant to *section 549 (d) (i), (ii) or (iii) of the Companies Act 2016.

The Registrar has struck the name of the company off the register with effect from ………… (*the date of the Gazette published pursuant to section 551(3) of the Companies Act 2016*).

Date: ……………………………

Signature of Applicant: ……….…………………………

Name of Applicant: …………………………………..

**strike out whichever is not applicable.*

Note: This notice shall be lodged with the Official Receiver within fourteen days from the date of publication of the Gazette under section 551(3) of the Companies Act 2016.