

## Section 94

Return of Final Meeting in a  
Members' Voluntary Winding UpPursuant to Section 94 of the  
Insolvency Act 1986

To the Registrar of Companies

**S.94**

Company Number

02672355

Name of Company

HSBC Overseas Investments (UK) Limited

+ We

Stephen Roland Browne, PO Box 810, 66 Shoe Lane, London, EC4A 3WA

Christopher Richard Frederick Day, PO Box 810, 66 Shoe Lane, London, EC4A 3WA

Note: The copy account must be  
authenticated by the written  
signature(s) of the Liquidator(s)

give notice that a general meeting of the company was duly held on ~~summoned for~~ 08 March 2017 pursuant to section 94 of the Insolvency Act 1986, for the purpose of having an account (of which a copy is attached) laid before it showing how the winding up of the company has been conducted, and the property of the company has been disposed of and that ~~the same was done accordingly~~ no quorum was present at the meeting

The meeting was held at Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ

The winding up covers the period from 9 September 2016 (opening of winding up) to the final meeting (close of winding up)

The outcome of the meeting (including any resolutions passed at the meeting) was as follows

No quorum was present at the meeting so the resolution proposed in the notice could not be considered or passed

Signed



Date 08 March 2017

Deloitte LLP  
PO Box 810  
66 Shoe Lane  
London  
EC4A 3WA

Ref HSBC36L/CMW/CS/SF

FRIDAY



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COMPANIES HOUSE

**HSBC OVERSEAS INVESTMENTS (UK) LIMITED (IN MEMBERS' VOLUNTARY LIQUIDATION) ("the Company")**

**Hill House  
1 Little New Street  
London  
EC4A 3TR**

**Company Number: 02672355**


**REPORT TO BE LAID BEFORE THE FINAL GENERAL MEETING OF THE COMPANY  
CONVENED FOR 8 MARCH 2017 PURSUANT TO SECTION 94 OF THE INSOLVENCY  
ACT 1986 (AS AMENDED) ("the Act")**

**8 March 2017**

**Stephen Roland Browne and Christopher Richard Frederick Day ("the Liquidators") were appointed Joint Liquidators of HSBC Overseas Investments (UK) Limited further to the written resolution of the member dated 9 September 2016. All licensed Insolvency Practitioners of Deloitte LLP ("Deloitte") are licensed in the UK to act as Insolvency Practitioners by the Institute of Chartered Accountants in England and Wales.**

**For the purpose of section 231 of the Act, the Liquidators confirm that they are authorised to carry out all functions, duties and powers by either of them jointly and severally.**

**This report has been prepared for the sole purpose of updating the member for information purposes. The report may not be relied upon, referred to, reproduced or quoted from, in whole or in part, by the member for any purpose other than updating them for information purposes, or by any other person for any purpose whatsoever.**



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#### **APPENDICES**

- 1. Liquidators' Receipts and Payments account for the period from 9 September 2016 to 8 March 2017**

## 1. EXECUTIVE SUMMARY

Key Messages	Commentary
<b>Conduct of the liquidation</b>	<ul style="list-style-type: none"> <li>The matters completed during the course of the liquidation included mandatory liquidation tasks such as statutory advertising, filings, and notifications of the liquidation, plus obtaining formal clearances/searches from HM Land Registry and The Pension Tracing Service.</li> <li>The Liquidators liaised directly with the internal tax department at HSBC with regard to all outstanding tax matters for the Company. The Company's tax affairs have been settled and formal tax clearance for the closure of the liquidation has been received from HM Revenue &amp; Customs ("HMRC").</li> </ul>
<b>Costs of the liquidation</b>	<ul style="list-style-type: none"> <li>There were no funds in the estate. The Liquidators' fees and the costs of the liquidation were met by a fellow group undertaking. We were paid £1,500, plus disbursements and VAT</li> <li>Further details on our remuneration can be found on page 5.</li> </ul>
<b>Outstanding matters</b>	<ul style="list-style-type: none"> <li>There are no outstanding matters in respect of the Company.</li> </ul>
<b>Distributions to members</b>	<ul style="list-style-type: none"> <li>A first and final distribution of the surplus assets was made to the sole shareholder of the Company on 21 February 2017</li> <li>Further details are provided at page 4.</li> </ul>
<b>Future distributions and closure</b>	<ul style="list-style-type: none"> <li>No further distributions are required as the surplus assets of the Company have already been distributed to the member.</li> </ul>

## **2. SUMMARY AND ACCOUNT OF THE LIQUIDATION**

### **2.1 Work done during the report period**

#### *Assets and Liabilities*

At the outset of the liquidation, on the basis of the information stated on the Declaration of Solvency, assets comprised an amount of £1 due from HSBC Holdings plc and there were no liabilities. No additional assets or liabilities have come to light during the course of the liquidation.

#### *Distributions*

A distribution of the surplus assets was made on 21 February 2017. Please refer to page 4 for further details.

#### *Statutory Tasks*

During the course of the liquidation we have carried out the following tasks, which primarily relate to fulfilment of statutory and compliance obligations and other tasks of an administrative nature:

- case set-up and management,
- statutory reporting;
- appointment notifications;
- correspondence; and
- general liquidation administration and filing

These tasks were a necessary part of the engagement but did not generate any direct financial benefit for the member

#### *Corporation Tax*

The Liquidators liaised directly with the internal tax department at HSBC on all matters relating to the Company's tax affairs. There were no outstanding pre-liquidation tax returns to be filed in respect of the Company and formal tax clearance for the closure of the liquidation has been received from HMRC.

#### *VAT*

The Company was removed from the HSBC Bank plc VAT group with effect from 9 September 2016.

### **3. LIQUIDATORS' RECEIPTS AND PAYMENTS ACCOUNT**

- 3.1 A receipts and payments account is provided at Appendix 1, confirming there were no transactions since our appointment.

## **4. INFORMATION FOR THE MEMBER**

### **4.1 Distributions made**

A first and final distribution of the surplus assets of £1 was made to the sole shareholder of the Company, HSBC Holdings plc, on 21 February 2017. This was an 'in specie' distribution (by set-off) in respect of their shareholding of 1 Ordinary £1 Share (i.e. at the rate of £1 per Ordinary £1 Share).

### **4.2 Members' right to request further information**

Members of the Company with at least 5% in value of the total voting rights of all the members having the right to vote at general meetings of the Company, or, any member with permission of the Court, may, in writing, request us to provide additional information regarding remuneration or expenses to that already supplied within this report. Such requests must be made within 21 days of receipt of this report, in accordance with Rule 4.49E of the Rules.

### **4.3 Members' right to challenge Remuneration and/or Expenses**

Members of the Company with at least 10% of the total voting rights of all the members having the right to vote at general meetings of the Company, or, any member with permission of the Court, may apply to the Court for one or more orders (in accordance with Rule 4.148C of the Rules), reducing the amount or the basis of remuneration which we are entitled to charge or otherwise challenging some or all of the expenses incurred.

Please note that such challenges may not disturb remuneration or expenses approved or deemed to be approved under prior progress reports.

## **5. LIQUIDATORS' REMUNERATION AND DISBURSEMENTS**

### **5.1 Basis of Liquidators' Remuneration**

There were no funds in the estate. The Liquidators' fees and expenses were met by a fellow group undertaking, HSBC Group Management Services Limited, and calculated as a set fee of £1,500, plus VAT. The total amount paid was £1,500 plus VAT and the disbursements referred to below.

### **5.2 Liquidators' Disbursements**

Details of all disbursements incurred are given below:

- statutory advertising costs of £406.08;
- HM Land Registry search fees of £55; and
- the Liquidators' statutory insurance bond of £20.

These disbursements were recovered in full by the Liquidators.

## APPENDIX 1

## LIQUIDATORS' RECEIPTS AND PAYMENTS ACCOUNT FOR THE PERIOD FROM 9 SEPTEMBER 2016 TO 8 MARCH 2017

£	Declaration of Solvency values	9 Sept 16 to 8 Mar 17	Declaration of Solvency values	9 Sept 16 to 8 Mar 17
<b>Receipts</b>			<b>Payments</b>	
Amount due from HSBC Holdings plc	1			
<b>Total receipts</b>	<u>1</u>	<u>Nil</u>	<b>Total payments</b>	<u>Nil</u>
			<b>Balance</b>	<u>Nil</u>

**General Notes**

The Receipts and Payments account must be read in conjunction with the attached notes and report.

**NOTES TO THE RECEIPTS AND PAYMENTS ACCOUNT**

1. The surplus assets of £1 were distributed 'in specie' to the sole shareholder on 21 February 2017.

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