

HSBC FINANCE (NETHERLANDS) LIMITED

(FORMERLY SPEED 3513 LIMITED)

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

31ST DECEMBER 1993

REGISTERED NUMBER: 2815114



**HSBC FINANCE (NETHERLANDS) LIMITED**  
(formerly Speed 3513 Limited)

**DIRECTORS' REPORT**

The Directors present their report and the audited financial statements of the company for the period ended 31 December 1993.

**BUSINESS REVIEW**

The company was incorporated on 5 May 1993 under the name of Speed 3513 Limited.

On 20 December 1993 the company changed its name to HSBC Finance (Netherlands) Limited. On this date the company began its trading activities as an investment holding company.

The results for the period are set out on page 6. The Directors do not recommend the payment of a dividend in respect of the period.

**DIRECTORS AND DIRECTORS' INTERESTS**

Directors who served during the year were as follows:

**Alternate**

**Waterlow Nominees**

Limited	(Appointed 5 May 1993)
M B Lemmon	(Appointed 24 May 1993)
J R Morley	(Appointed 24 May 1993)
R Delbridge	(Appointed 15 December 1993)
I W Harris	(Appointed 15 December 1993)
R G Barber	(Appointed 15 December 1993)

Resigned 24 May 1993)
Resigned 15 December 1993)
Resigned 15 December 1993)

H G O'Brien  
P R Tipping  
K H G Coales

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**DIRECTORS' REPORT (contd)**

Beneficial interests in the shares of companies requiring disclosure pursuant to the provisions of section 234(3) of the Companies Act 1985.

	Holding at date of appointment		Holding at 31 December 1993	
	<u>Personal</u>	<u>Family</u>	<u>Personal</u>	<u>Family</u>
Ordinary shares of HK\$10 in HSBC Holdings plc (the ultimate parent)				
R G Barber	4343	349	4343	349
I W Harris	8802	1578	8802	1578
Ordinary shares of 75p in HSBC Holdings plc (the ultimate parent)				
I W Harris	742	-	742	-
HSBC Holdings plc Subordinated Bonds of £1 each				
I W Harris	398	-	398	-

(The interests of Mr R Delbridge are disclosed in the accounts of the ultimate parent, HSBC Holdings plc.)

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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**STATEMENT OF DIRECTORS' RESPONSIBILITIES (contd)**

The directors are responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**AUDITORS**

Pursuant to a shareholders' resolution, the company is not obliged to reappoint auditors annually and KPMG Peat Marwick will continue in office.

By order of the Board



Secretary

10 Lower Thames Street  
London  
EC3R 6AE

24 February 1991

HSBC FINANCE (NETHERLANDS) LIMITED  
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REPORT OF THE AUDITORS, KPMG PEAT MARWICK,

TO THE MEMBERS OF

HSBC FINANCE (NETHERLANDS) LIMITED

We have audited the financial statements on pages 6 to 10.

*Respective responsibilities of directors and auditors*

As described on pages 3 and 4 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

*Basis of opinion*

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

*Opinion*

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 December 1993 and of its loss for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

*KPMG Peat Marwick*  
KPMG Peat Marwick  
Chartered Accountants  
Registered Auditors

*9 March 1994*

HSBC FINANCE (NETHERLANDS) LIMITED  
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PROFIT AND LOSS ACCOUNT

FOR THE PERIOD ENDED 31 DECEMBER 1993

	1993 £
Administrative expenses	<u>(294)</u>
RETAINED LOSS FOR THE PERIOD AND CARRIED FORWARD	<u>(294)</u>

The loss for the period all relates to the company's continuing activities

The notes on pages 8 to 10 form part of these financial statements.

HSBC FINANCE (NETHERLANDS) LIMITED  
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BALANCE SHEET

AT 31 DECEMBER 1993

	<u>Note</u>	1993 £
Investments	4	1,185,069,373
Other debtors		<u>2</u>
		<u>1,185,069,375</u>
Share Capital and reserves		
Called up share capital	5	1,185,069,669
Profit and loss account		<u>(294)</u>
		<u>1,185,069,375</u>

These financial statements were approved by the board of directors on 24 February 1994.



Director

The notes on pages 8 to 10 form part of these financial statements.

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**NOTES TO THE FINANCIAL STATEMENTS**

**1. PRINCIPAL ACCOUNTING POLICIES**

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements:

**(a) Basis of accounting**

The financial statements have been prepared under the historical cost convention, and in accordance with applicable accounting standards.

**(b) Investments**

Investments are stated at cost, less provisions if the directors determine that there has been a permanent diminution in value.

**2. EMPLOYEES AND DIRECTORS EMOLUMENTS**

None of the directors received any remuneration for their services during the period.

The company had no employees during the period.

**3. AUDITORS REMUNERATION**

The remuneration of the auditors has been borne by a fellow subsidiary undertaking.



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**NOTES TO THE FINANCIAL STATEMENTS (contd)**

**4. INVESTMENTS**

Shares in Group undertakings

Cost	£
At 5 May 1993	-
Additions	<u>1,185,069,373</u>
At 31 December 1993	<u>1,185,069,373</u>

The investment represents the following investment in HSBC Holdings BV, an investment holding company incorporated in the Netherlands.

Class of Share	Number Held
Redeemable preference shares	3,156,000

**5. SHARE CAPITAL**

The share capital of the company is as follows:

	1993 £
Authorised	
Ordinary shares of £1 each	<u>1,000</u>
Redeemable ordinary shares of £1 each	<u>1,310,000,000</u>
Issued, called up and fully paid	
Ordinary shares of £1 each	2
Redeemable ordinary shares of £1 each	<u>1,185,069,667</u>
	<u>1,185,069,669</u>

The issue of redeemable ordinary share capital during the period was made in order to provide financing to fellow Group subsidiaries.

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**NOTES TO THE FINANCIAL STATEMENTS (contd)**

**6. CASH FLOW STATEMENT**

In accordance with FRS1, the company is not required to publish a cash flow statement as the information is included in the consolidated cash flow statement of the ultimate parent company.

**7. ULTIMATE PARENT UNDERTAKING**

The company's ultimate holding company is HSBC Holdings plc, a company registered in England.

The largest and smallest group in which the accounts of the company are consolidated is that headed by HSBC Holdings plc. The consolidated accounts of HSBC Holdings plc are available to the public and may be obtained from 10 Lower Thames Street, London EC3R 6AE.