

# **HENTIQ 1564 (PTY) LIMITED** **(IN LIQUIDATION) - *"the Company"***

**MASTER'S REFERENCE NUMBER : C1138/2011**

**LIQUIDATORS' REPORT TO BE SUBMITTED AT A SECOND MEETING OF CREDITORS AND CONTRIBUTORIES TO BE HELD BEFORE MAGISTRATE, BELLVILLE, ON THURSDAY 22 MARCH 2012 AT 9H00 IN TERMS OF SECTION 402 OF THE COMPANIES ACT NO 61 OF 1973, AS AMENDED, AS READ WITH CLAUSE 9 OF SECHEDULE 5 TO THE COMPANIES ACT NO 71 OF 2008, AS AMENDED (*"the Act"*)**

## **ORDERS OF COURT AND MEETINGS**

The Company was wound up by special resolution on 25 October 2011. The undersigned were appointed as joint provisional liquidators by the Master of the Western Cape High Court, Cape Town, on 23 December 2011.

No claims were admitted to proof at the First Meeting of Creditors which was held before the Magistrate, Grabouw, on 2 February 2012. The undersigned were appointed liquidators by the Master of the High Court on 9 February 2012.

## **FORMATION OF THE COMPANY**

The Company was incorporated on 21 December 1998 under Certificate of Incorporation Number 1998/025404/07.

## **CAPITAL STRUCTURE**

We have neither been made aware of the authorised and issued share capital or the identity of the shareholder nor have we yet had sight of the share register.

## **REGISTERED OFFICE**

The registered office of the Company is at Marsh Rose Mall, 1 Oudebrug Road, Grabouw.

## **DIRECTORS AND AUDITORS**

The director of the Company as at the date of winding up was Deonette De Ridder.

The Auditor of the Company was Bernard Shaw Auditors.

## **NATURE OF THE BUSINESS OF THE COMPANY**

The Company appears to have conducted the business of a property investor and owns 19 sectional title apartments and 3 garages in the sectional title scheme known as Crystal Creek.

## **CAUSES OF THE FAILURE OF THE COMPANY**

The Company is a subsidiary within the Realcor Group of companies. Pursuant to an inspection conducted under Section 12 of the South African Reserve Bank Act No 90 of 1989 the Registrar of Banks (*"the Registrar"*) concluded that all entities associated with the Realcor Group had obtained money by conducting the business of a bank without being registered as a bank in terms of Section 17 of the Banks Act No 94 of 1990 or without being authorised in terms of the provisions of Section 18A(1) of the Banks Act to carry on the business of a bank.

The various Realcor entities were, on 26 August 2008, directed by the Registrar to repay all monies so obtained from members and/or participants and/or *"investors"* under *"the Scheme"* operated / conducted by the entities plus any bank interest that may have lawfully accrued.

The repayments referred to above were to be paid under the management and control of three managers who were appointed from Pricewaterhouse Coopers Forensic Services (Pty) Limited.

The Company was wound up by special resolution passed by Deonette De Ridder on 25 October 2011 following the inability of the Realcor Group to solicit further funding to continue operating.

## **ASSETS AND LIABILITIES**

The Statement of Affairs (Form CM 100) has been lodged and from information contained therein and from other information made available to the undersigned it would appear as though the Company's financial position as at the date of its winding up was approximately as follows:-

### **ASSETS**

#### **IMMOVABLE PROPERTIES**

- |   |                          |
|---|--------------------------|
| - 22 Sectional title units in the scheme known as Crystal Creek (value per CM100) | <b><u>R2,500,000</u></b> |
|---|--------------------------|

### **LIABILITIES**

- |  |                           |
|--|---------------------------|
| - Southern Palace Investments 265 (Pty) Limited (per CM100)  | 10,000,000                |
| - ABSA Bank Limited (per CM100)  | 3,000,000                 |
| - Nedbank (a division of First Rand Bank Limited - as surety for Midnight Storm Investments 386 Limited (in Liquidation) | <u>50,365,124</u>         |
|  | <b><u>R63,365,124</u></b> |

### **NOTES**

1. Certain of the sectional title units are occupied and rental in respect thereof is being collected by an agent.
2. ABSA Bank Limited do not appear to be owed anything despite the disclosure to the contrary in the CM100.

## **REPORT TO THE MASTER**

The undersigned will, in due course, be filing a report to the Master of the High Court in terms of Section 400(2) of the Companies Act.

## **LIABILITY OF DIRECTORS AND OFFICERS**

We are still investigating whether any director or officer of the company could be held liable for damages or compensation to the Company or for any debts or liabilities of the Company as provided for in the Companies Act.

## **PROMOTION, FORMATION AND FAILURE OF THE COMPANY**

At this stage the undersigned are not aware of any matter relating to the promotion, formation or failure of the Company or the conduct of its business which requires further enquiry.

## **LEGAL PROCEEDINGS**

The undersigned are not aware of any legal proceedings pending or threatened at the date of winding up.

## **BOOKS AND RECORDS**

The undersigned have not yet had sight of the records of the Company and cannot therefore comment thereon.

## **PROGRESS AND PROSPECTS OF WINDING-UP**

As soon as the undersigned are duly authorised, it is their intention to dispose of all the sectional title units as one lot or unit by unit by public auction or private treaty.

The validity of all claims received will be investigated.

## **LEASES**

There were no lease agreements in existence as at the date of winding up of which the undersigned are aware and in respect of which the Company was a lessee.

## **ESTIMATED DIVIDEND**

There would appear to be no danger of a contribution being levied on creditors proving claims. The quantum of the dividend is dependant on:-

1. The validity of the claims mentioned above.
2. Whether the South African Revenue Service proves a claim as a preferent creditor.
3. To what extent the claim of Wesbank is paid by the principal debtor.

DATED AT CAPE TOWN  
THIS 12<sup>TH</sup> DAY OF  
MARCH 2012

  
STEPHEN MALCOLM GORE

DATED AT CAPE TOWN  
THIS 9<sup>TH</sup> DAY OF MARCH  
month and year 2012

  
SADECK ZHAUN AHMED

# **HENTIQ 1564 (PTY) LIMITED**

## **(IN LIQUIDATION) - *"the Company"***

**MASTER'S REFERENCE NO : C1138/2011**

**RESOLUTIONS TO BE SUBMITTED AT THE SECOND MEETING OF CREDITORS AND CONTRIBUTORIES TO BE HELD BEFORE THE MAGISTRATE, GRABOUW, ON THURSDAY 22 MARCH 2012 AT 9H00**

### **IT IS HEREBY RESOLVED :**

1. That the report of the liquidator(s) and his/their actions as referred to therein be and are hereby approved, ratified and confirmed.
2. That the actions of the provisional liquidator(s) and liquidator(s) in engaging the services of attorneys and/or counsel on such matters as he/they found necessary in the administration of the company in liquidation to date, are hereby approved, ratified and confirmed. That the costs thereof be paid out of the funds of the company in liquidation as part of the costs of administration. That the liquidator(s) be authorised to conclude written agreements with their attorneys in terms of the provisions of Section 73 of the Insolvency Act No. 24 of 1936 (as amended) as read with the provisions of the Companies Act No. 61 of 1973 (as amended), dispensing with the need for preparation of bills and the taxation thereof, and that the actions of the provisional liquidator(s) and liquidator(s) in concluding such written agreements to date, are hereby approved, ratified and confirmed.
3. That the liquidator(s) be and is/are hereby authorised to engage whatever further legal assistance he/they may require in the interests of the company in liquidation and that the costs thereof be paid out of the funds of the company in liquidation as part of the costs of administration.
4. That the liquidator(s) be and is/are hereby authorised to institute or defend legal actions in order to collect debts owing to the company or in respect of any other matter affecting the company in liquidation including the holding of enquiries or examinations in terms of the Companies Act, 1973, as amended, or as read with the Insolvency Act, 1936, as amended, as he/they may deem fit, and for such purposes to employ the services of attorneys and/or counsel of his/their choice and to pay the costs out of the funds of the company in liquidation as part of the costs of administration.

5. That the liquidator(s) be and is/are hereby authorised to settle or compromise any legal proceedings whether instituted or to be instituted by or against the company, on such terms and conditions and for such amount as he/they in his/their discretion may deem fit.
6. That the liquidator(s) be and is/are hereby authorised to sell any movable or immovable property of the company in liquidation of whatsoever description and including outstanding debts by public auction, public tender or private treaty in such manner, upon such terms and conditions and for such amounts as he/they may deem fit.
7. That the liquidator(s) be and is/are hereby authorised to consent to the cancellation of any bond passed in favour of the company.
8. That the liquidator(s) be and is/are hereby authorised to agree to any reasonable offer of composition made to the company by any debtor, to accept payment of any part of any debt due to the company in settlement thereof, to grant an extension of time for the payment of any debt and to abandon such amounts due to the company as he/they has/have been unable to recover or dispose of as he/they may deem fit.
9. That the liquidator(s) be and is/are hereby authorised to engage the services of auctioneers or agents to sell the assets of the company in liquidation and to determine the conditions of sale and manner of advertising in his/their discretion.
10. That the liquidator(s) be and is/are hereby authorised and empowered in his/their discretion to compromise or admit any claim against the company, whether liquidated or unliquidated, arising from any guarantee or any other cause whatsoever, as a liquidated claim in terms of Section 78(3) of the Insolvency Act, as amended, at such amount as may be agreed upon between the creditor(s) concerned and the liquidator(s) provided that proof thereof has been tendered at a meeting of creditors.
11. That the liquidator(s) be and is/are hereby authorised to transfer to the purchaser thereof any immovable property sold by the company prior to its liquidation or to agree to the cancellation of any such sale and to re-sell such property or to agree to the substitution of a new purchaser under any existing Deed of Sale.
12. That the liquidator(s) be and is/are hereby authorised to abandon any asset or assets of the company where no purchaser for the asset(s) can be found.
13. That the liquidator(s) be and is/are hereby authorised to terminate leases in respect of premises or of any other object entered into by the company in liquidation.

14. That the liquidator(s) be and is/are hereby authorised to, if necessary, borrow moneys with or without providing security therefor and that the interest payable on such loans shall be paid as costs of administration of the company in liquidation.
15. That the liquidator(s) be and is/are hereby authorised to engage the services of bookkeepers, accountants, auditors or any other person for any purpose in and about the affairs of the company which he/they may require and the costs so incurred to be paid as costs of administration of the company in liquidation.
16. That the future administration of the company be left in the hands of and to the discretion of the liquidator(s).

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qq CREDITORS

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PRESIDING OFFICER

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qq MEMBERS