

LIQ03

Notice of progress report in voluntary winding up



Companies House

SATURDAY



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03/08/2019

#343

COMPANIES HOUSE

1 Company details

Company number 0 5 9 7 2 6 0 2

Company name in full Hydrogen Energy International Limited

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Malcolm

Surname Cohen

3 Liquidator's address

Building name/number 55 Baker Street

Street London

Post town W1U 7EU

County/Region

Postcode

Country

4 Liquidator's name ①

Full forename(s) Edward

Surname Kerr

① Other liquidator

Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number Regent House

Street Clinton Avenue

Post town Nottingham

County/Region

Postcode N G 5 1 A Z

Country

② Other liquidator

Use this section to tell us about
another liquidator.

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6 **Period of progress report**

From date	^d 3	^d 0	^m 0	^m 5	^y 2	^y 0	^y 1	^y 9
To date	^d 3	^d 1	^m 0	^m 7	^y 2	^y 0	^y 1	^y 9

7 **Progress report**

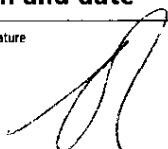
☒ The progress report is attached

8 **Sign and date**

Liquidator's signature

Signature

X



X

Signature date	^d 3	^d 1	^m 0	^m 7	^y 2	^y 0	^y 1	^y 9
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LIQ03

Notice of progress report in voluntary winding up



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Malcolm Cohen**

Company name **BDO LLP**

Address **55 Baker Street**

London

Post town **W1U 7EU**

County/Region

Postcode

Country

DX **BRNOTICE@bdo.co.uk**

Telephone **020 7486 5888**



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☒ The company name and number match the information held on the public Register.
- ☒ You have attached the required documents.
- ☒ You have signed the form.



Important information

All information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the address below:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.



Further information

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Hydrogen Energy International Limited
(In Liquidation)
Joint Liquidators' Summary of Receipts & Payments

Declaration of Solvency £		From 30/05/2019 To 31/07/2019 £	From 30/05/2018 To 31/07/2019 £
	ASSET REALISATIONS		
1,438,036.00	Amounts due by Group Companies	NIL NIL	NIL NIL
1,438,036.00		NIL	NIL
	REPRESENTED BY		
			NIL

Note:

The declaration of solvency sworn by the Company's directors on 30 May 2018 showed that the Company was owed \$1,937,492 by group companies which translated to £1,438,036 at the prevalent exchange rate.

A first and final distribution in specie of the intercompany debtor balance was made to the Company's member on 26 November 2018.



 Malcolm Cohen
 Joint Liquidator



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DX 9025 West End W1
www.bdo.co.uk

Business
Restructuring
55 Baker Street
London W1U 7EU

To All Shareholders

31 July 2019

Your Ref
Our Ref 7/SMB/bp

Please ask for Sharon Bloomfield
Telephone: 020 7893 2905
Email: sharon.bloomfield@bdo.co.uk

Dear Sirs

BP South East Asia Limited ('SEAL') - 00974284
Hydrogen Energy International Limited ('HEIL') - 05972602
(together 'the Companies') - in Members' Voluntary Liquidation

This is our final progress report on the liquidations, in accordance with Section 94 of the Insolvency Act 1986 ('the Act') for the period 30 May 2018 to 31 July 2019.

The draft final report and accounts were issued to the Companies' members on 3 June 2019. The members have not raised any queries and or objected to our release from office as Joint Liquidators. The Companies' affairs are therefore fully wound up and this report will be presented as the final report.

Statutory Information

Malcolm Cohen (officeholder number: 6825) of BDO LLP, 55 Baker Street, London, W1U 7EU and Edward Terence Kerr (officeholder number: 9021) of BDO LLP, Pannell House, 159 Charles Street, Leicester, LE1 1LD (now BDO LLP, Regent House, Clinton Avenue, Nottingham, NG5 1AZ) were appointed Joint Liquidators of the Companies on 30 May 2018.

The Companies' registered numbers are shown above.

BP South East Asia Limited was incorporated on 9 March 1970 with the nature of business being other service activities not elsewhere classified. Between the date of incorporation and 18 October 1984 it was called B P Proteins Limited.

Hydrogen Energy International Limited was incorporated on 20 October 2006 with the nature of business being production of electricity. From the date of incorporation to 1 March 2007 it was called Precip (2659) Limited.

The Companies' former registered office was Chertsey Road, Sudbury on Thames, Middlesex, TW16 7BP. Their principal trading address was 1 St James's Square, London, SW1Y 4PD. The registered office was changed to 55 Baker Street, London, W1U 7EU following the Joint Liquidators' appointment.

The Companies are both wholly owned subsidiaries of BP plc ('BP').

BDO LLP, a UK limited liability partnership registered in England and Wales under number OC305127, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms. A list of members' names is open to inspection at our registered office, 55 Baker Street, London W1U 7EU. BDO LLP is authorised and regulated by the Financial Conduct Authority to conduct investment business.

Details of the authorising bodies of the insolvency appointment takers of BDO LLP are available at www.fca.org.uk/publication/insolvency

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Receipts and Payments

There have been no receipts and payments in the liquidation period, and none were expected.

Creditors

Following our appointment, we advertised in the London Gazette and Times newspaper for creditors of the Companies to submit their claim to our office by 28 June 2018.

No claims were expected and none were received.

HM Revenue & Customs ('HMRC')

As a matter of process we are required to obtain clearances from HMRC's Corporation Tax office in relation to corporation tax, and the Enforcement and Insolvency Service unit ('EIS') which provides clearances for VAT and PAYE and also issues HMRC's final proof of debt in relation to all taxes.

HEIL was part of a BP VAT group, and application was successfully made to remove it from the group following the date of liquidation. SEAL was not VAT registered, and neither Company operated a PAYE scheme.

BP ensured that all required pre-liquidation corporation tax returns were filed and clearances were subsequently sought from HMRC to close the liquidations. These clearances have now been received from both the corporation tax office and EIS for both of the Companies.

Distributions to Members

The declarations of solvency sworn by the Companies' directors detailed that the Companies' sole assets were intercompany debtor balances representing issued share capital. These balances were denominated in US dollars, the Companies' functional currency, and a comparison converted to sterling was appended to the declarations. (It should be noted that the exchange rate is considerably different to the current rate due to the effluxion of time). The balances are:

- SEAL - \$160 = £120
- HEIL - \$1,937,492 = £1,438,036

First and final distributions in specie of these debtor balances were made to the Companies' respective shareholders on 26 November 2018.

For the avoidance of doubt, there will be no further distributions.

Liquidators' Remuneration

The Insolvency Rules provide that a Liquidator is obliged to have their remuneration approved on one of the following basis:

- (1) as a percentage of the assets realised and distributed; and/or
- (2) by reference to the time the Liquidator and the staff have spent attending to matters in the liquidation; and/or
- (3) as a set amount; and/or

(4) as a combination of the above.

The members approved the Joint Liquidators' remuneration on a time costs basis. Time costs to date for both of the Companies total £12,373.33 represented by 24.89 hours of work carried out by ourselves and our staff at an average hourly rate of £497.12. The costs for any one liquidation do not exceed £10,000. Time costs for the period total £1,315.00 represented by 2.5 hours of work at an average hourly rate of £526.00.

We and our staff have spent time on matters arising in the normal course of the liquidations. The main areas dealt with include:

- liaising with the Companies and BP in relation to matters prior to the Joint Liquidators' appointment;
- statutory reporting requirements to members;
- statutory reporting requirements to the Registrar of Companies;
- dealing with statutory advertising requirements;
- ensuring HEIL was removed from the VAT group;
- correspondence with HMRC and BP in order to obtain the necessary clearances to close the liquidations;
- dealing with distributions to members;
- preparing the annual progress report on the liquidations; and
- preparing this final report and accounts, and for the closure of the liquidations.

As the Companies do not have any cash assets, the liquidation costs including disbursements will be met by an appropriate BP group company. As agreed, the sum of £1,750 per company plus VAT and disbursements has been invoiced.

Disbursements

Where disbursements are recovered in respect of precise sums expended to third parties there is no necessity for these costs to be authorised. These are known as category 1 disbursements.

The sum of £220.00 has been incurred in respect of category 1 disbursements for statutory advertising costs and the costs of indemnity bonding.

Liquidation Closure

As outlined above, the members have not raised any objections to our release from office as Joint Liquidators and this final report and accounts will be filed at Companies House.

The liquidations will be closed and we will receive our release from office when the final report and accounts are placed on the Companies' file. The Companies will be automatically dissolved three months thereafter.

Members' Rights

The members were given 21 days from the receipt of the draft final report and accounts to request in writing further information regarding the remuneration and expenses set out in the report. No information in this regard has been requested.

Release of Joint Liquidators

The Joint Liquidators will be released from office under Section 173 of the Act at the same time as vacating office, per Section 171(6) of the Act, unless any member objects. A member who wishes to object to the release must deliver a notice in writing to the Joint Liquidators within eight weeks of this report or, if members raise other matters under Rules 18.9 or 18.34 as mentioned above, when those matters are finally determined by the Court. No objections have been received.

The Insolvency Service has established a central gateway for considering complaints in respect of Insolvency Practitioners. In the event that you make a complaint to us but are not satisfied with our response then you should visit <https://www.gov.uk/complain-about-insolvency-practitioner> where you will find further information on how you may pursue the complaint.

The Joint Liquidators are bound by the Insolvency Code of Ethics when carrying out all professional work relating to this appointment. A copy of the code is at: <http://www.icaew.com/en/members/regulations-standards-and-guidance/ethics/code-of-ethics-d>

Creditors may access information setting out creditors' rights in respect of the approval of Liquidators' remuneration at <https://www.r3.org.uk/what-we-do/publications/professional/fees>

Please contact Sharon Bloomfield at sharon.bloomfield@bdo.co.uk if you require further information.

Yours faithfully
for and on behalf of
the Companies



Malcolm Cohen
Joint Liquidator
Authorised by the Institute of Chartered Accountants in England & Wales in the UK

Statement from the Insolvency (England and Wales) Rules 2016 regarding the rights of members in respect of the Liquidators' fees and expenses:**Creditors' and members' requests for further information in administration, winding up and bankruptcy**

18.9.—(1) The following may make a written request to the office-holder for further information about remuneration or expenses (other than pre-administration costs in an administration) set out in a progress report under rule 18.4(1)(b), (c) or (d) or a final report under rule 18.14—

- (a) a secured creditor;
 - (b) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question);
 - (c) members of the company in a members' voluntary winding up with at least 5% of the total voting rights of all the members having the right to vote at general meetings of the company;
 - (d) any unsecured creditor with the permission of the court; or
 - (e) any member of the company in a members' voluntary winding up with the permission of the court.
- (2) A request, or an application to the court for permission, by such a person or persons must be made or filed with the court (as applicable) within 21 days of receipt of the report by the person, or by the last of them in the case of an application by more than one member or creditor.
- (3) The office-holder must, within 14 days of receipt of such a request respond to the person or persons who requested the information by—
- (a) providing all of the information requested;
 - (b) providing some of the information requested; or
 - (c) declining to provide the information requested.
- (4) The office-holder may respond by providing only some of the information requested or decline to provide the information if—
- (a) the time or cost of preparation of the information would be excessive; or
 - (b) disclosure of the information would be prejudicial to the conduct of the proceedings;
 - (c) disclosure of the information might reasonably be expected to lead to violence against any person; or
 - (d) the office-holder is subject to an obligation of confidentiality in relation to the information.
- (5) An office-holder who does not provide all the information or declines to provide the information must inform the person or persons who requested the information of the reasons for so doing.
- (6) A creditor, and a member of the company in a members' voluntary winding up, who need not be the same as the creditor or members who requested the information, may apply to the court within 21 days of—
- (a) the office-holder giving reasons for not providing all of the information requested; or
 - (b) the expiry of the 14 days within which an office-holder must respond to a request.
- (7) The court may make such order as it thinks just on an application under paragraph (6).

Remuneration and expenses: application to court by a creditor or member on grounds that remuneration or expenses are excessive

18.34.—(1) This rule applies to an application in an administration, a winding-up or a bankruptcy made by a person mentioned in paragraph (2) on the grounds that—

- (a) the remuneration charged by the office-holder is in all the circumstances excessive;
 - (b) the basis fixed for the office-holder's remuneration under rules 18.16, 18.18, 18.19, 18.20 and 18.21 (as applicable) is inappropriate; or
 - (c) the expenses incurred by the office-holder are in all the circumstances excessive.
- (2) The following may make such an application for one or more of the orders set out in rule 18.36 or 18.37 as applicable—
- (a) a secured creditor,
 - (b) an unsecured creditor with either—
 - (i) the concurrence of at least 10% in value of the unsecured creditors (including that creditor), or
 - (ii) the permission of the court, or
 - (c) in a members' voluntary winding up—
 - (i) 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

- (ii) a member of the company with the permission of the court.
- (3) The application by a creditor or member must be made no later than eight weeks after receipt by the applicant of the progress report under rule 18.3, or final report or account under rule 18.14 which first reports the charging of the remuneration or the incurring of the expenses in question ("the relevant report").

Applications under rules 18.34 and 18.35 where the court has given permission for the application

18.36.—(1) This rule applies to applications made with permission under rules 18.34 and 18.35.

- (2) Where the court has given permission, it must fix a venue for the application to be heard.
- (3) The applicant must, at least 14 days before the hearing, deliver to the office-holder a notice stating the venue and accompanied by a copy of the application and of any evidence on which the applicant intends to rely.
- (4) If the court considers the application to be well-founded, it must make one or more of the following orders—
 - (a) an order reducing the amount of remuneration which the office-holder is entitled to charge;
 - (b) an order reducing any fixed rate or amount;
 - (c) an order changing the basis of remuneration;
 - (d) an order that some or all of the remuneration or expenses in question is not to be treated as expenses of the administration, winding up or bankruptcy;
 - (e) an order for the payment of the amount of the excess of remuneration or expenses or such part of the excess as the court may specify by —
 - (i) the administrator or liquidator or the administrator's or liquidator's personal representative to the company, or
 - (ii) the trustee or the trustee's personal representative to such person as the court may specify as property comprised in the bankrupt's estate;
 - (f) any other order that it thinks just.
- (5) An order under paragraph (4)(b) or (c) may only be made in respect of periods after the period covered by the relevant report.
- (6) Unless the court orders otherwise the costs of the application must be paid by the applicant, and are not payable as an expense of the administration, winding up or bankruptcy.

Applications under rule 18.34 where the court's permission is not required for the application

18.37.—(1) On receipt of an application under rule 18.34 for which the court's permission is not required, the court may, if it is satisfied that no sufficient cause is shown for the application, dismiss it without giving notice to any party other than the applicant.

- (2) Unless the application is dismissed, the court must fix a venue for it to be heard.
- (3) The applicant must, at least 14 days before any hearing, deliver to the office-holder a notice stating the venue with a copy of the application and of any evidence on which the applicant intends to rely.
- (4) If the court considers the application to be well-founded, it must make one or more of the following orders—
 - (a) an order reducing the amount of remuneration which the office-holder is entitled to charge;
 - (b) an order reducing any fixed rate or amount;
 - (c) an order changing the basis of remuneration;
 - (d) an order that some or all of the remuneration or expenses in question be treated as not being expenses of the administration or winding up or bankruptcy;
 - (e) an order for the payment of the amount of the excess of remuneration or expenses or such part of the excess as the court may specify by —
 - (i) the administrator or liquidator or the administrator's or liquidator's personal representative to the company, or
 - (ii) the trustee or the trustee's personal representative to such person as the court may specify as property comprised in the bankrupt's estate;
 - (f) any other order that it thinks just.
- (5) An order under paragraph (4)(b) or (c) may only be made in respect of periods after the period covered by the relevant report.
- (6) Unless the court orders otherwise the costs of the application must be paid by the applicant, and are not payable as an expense of the administration or as winding up or bankruptcy

**BP South East Asia Limited
(In Liquidation)**

Joint Liquidators' Summary of Receipts and Payments

RECEIPTS	Declaration of Solvency (£)	From 30/05/2018 To 29/05/2019 (£)	From 30/05/2019 To 31/07/2019 (£)	Total (£)
Amounts due by Group Companies	120.00	0.00	0.00	0.00
		0.00	0.00	0.00
PAYMENTS				
		0.00	0.00	0.00
Net Receipts/(Payments)		0.00	0.00	0.00
MADE UP AS FOLLOWS				
		0.00	0.00	0.00

Note:

The declaration of solvency sworn by the Company's director on 30 May 2018 showed that the Company was owed \$160 by group companies which translated to £120 at the prevalent exchange rate.

A first and final distribution in specie of the intercompany debtor balance was made to the Company's member on 26 November 2018.



Malcolm Cohen
Joint Liquidator

**Hydrogen Energy International Limited
(In Liquidation)**

Joint Liquidators' Summary of Receipts and Payments

RECEIPTS	Declaration of Solvency (£)	From 30/05/2018 To 29/05/2019 (£)	From 30/05/2019 To 31/07/2019 (£)	Total (£)
Amounts due by Group Companies	1,438,036.00	0.00	0.00	0.00
		0.00	0.00	0.00
PAYMENTS				
		0.00	0.00	0.00
Net Receipts/(Payments)		0.00	0.00	0.00
MADE UP AS FOLLOWS				
		0.00	0.00	0.00

Note:

The declaration of solvency sworn by the Company's directors on 30 May 2018 showed that the Company was owed \$1,937,492 by group companies which translated to £1,438,036 at the prevalent exchange rate.

A first and final distribution in specie of the intercompany debtor balance was made to the Company's member on 26 November 2018.



Malcolm Cohen
Joint Liquidator