



McDonald  
Vague

business recovery partners

# RMB Land Co. Limited (In Liquidation)

## Liquidators' First Report

McDonald Vague Limited

Level 10, 52 Swanson Street,  
Auckland Central

PO Box 6092, Wellesley Street,  
Auckland 1141, New Zealand

p: 09 303 0506

f: 09 303 0508

e: [insol@mvp.co.nz](mailto:insol@mvp.co.nz)

**TO: The directors, shareholders, and known creditors of the company**

### 1 INTRODUCTION AND APPOINTMENT

RMB Land Co. Limited ("the company") was placed into liquidation by a special resolution of the sole shareholder pursuant to Section 241(2)(a) of the Companies Act 1993 ("the Act") on 13 January 2020 at 9:00 a.m. Peri Micaela Finnigan and Iain McLennan, RITANZ Accredited Insolvency Practitioners, of Auckland, were appointed as joint and several liquidators of the company.

### 2 RESTRICTIONS

In preparing this report and its appendices, we have relied upon information provided to us. We have not independently verified or audited that information. Whilst all care and attention has been taken in compiling this report, we do not accept any liability whatsoever to any party as a result of the circulation, publication, reproduction, or use of this report.

We reserve the right (but are under no obligation) to review and, if we consider necessary, amend this report to take into account any information existing at the date of this report that becomes known to us after this report is published.

### 3 INDEPENDENCE

A declaration of independence is attached at Appendix 2. As far as we are aware there are no conflicts real, perceived, or risks of independence.

### 4 ATTACHMENTS

The following documents are attached to this report:

- Appendix 1: Statement of Affairs setting out the company's estimated financial position
- Appendix 2: Declaration of independence / relationships / indemnities and upfront payments
- Appendix 3: Schedule of company creditors' names and addresses
- Appendix 4: Notice of Liquidators' decision to dispense with meeting of creditors
- Appendix 5: Notice to creditors to prove debts or claims
- Appendix 6: Creditors claim form

## 5 COMPANY STRUCTURE AND BACKGROUND

Date of incorporation:	13 August 2014
Company number:	5422823
Date ceased trading:	19 December 2019
Nature of business:	Land Development Company until March 2018 and then Investment holding company
Trading address:	290 Apollo Drive, Rosedale, Auckland
Share capital:	100,000 Shares
Shareholder:	Xiang Ming Huo
Director:	Xiang Ming Huo
Related companies:	RMB Architects Ltd Sports & Education Corporation Ltd Kiwi Institute of Training and Education Ltd (in Liqn)

The company received a statutory demand on 28 November 2019 which it could not meet. The demand relates to tax obligations that arose in the 2017 tax year that were intended to be paid from the realisation of investments.

The company invested in property development that was profitable between 2014 and 2017. Tighter capital controls and regulations in China from 2017 year together with some poor investments led to a lack of cashflow and the company demise. The director has sought to introduce funds from offshore but faced difficulty doing so and restrictions. The company has investments which will be realised for the benefit of creditors. The value of shares held is currently unknown but there is expected to be a distribution to creditors.

## 6 STATEMENT OF AFFAIRS

A Statement of Affairs showing the company's estimated financial position as at the date of our appointment is provided at Appendix 1.

## 7 ASSETS AND PROPOSALS FOR CONDUCTING THE LIQUIDATION

We will realise all available assets. At this stage we understand there are no physical assets (furniture/equipment) but that there are shares held in other companies (value to be established).

We will complete a thorough review of the company's books, records and affairs to:

- ensure that all assets have been properly accounted for,
- determine if there are any other avenues of recovery for creditors,
- determine if the company's officers have properly carried out their duties and take appropriate steps where necessary.

If there are funds available for distribution to creditors, we will verify creditors' claims and make a distribution. We will then complete the liquidation and request that the Registrar of Companies remove the company from the register.

We are advised that the two debtors are not recoverable as both entities are in liquidation. A related party advance of \$1,635,000 to Kiwi Institute of Training and Education Ltd (in Liquidation) "KITE" is also not recoverable. The liquidators report records that the company KITE, held assets with a book value of \$85K and has significant obligations to IRD and creditors. There appears to be no prospect of a distribution to unsecured creditors. RMB is a major unsecured creditor for an advance made. The liquidators report for KITE records that the institution lost its NZQA status and therefore ceased.

## 8 LIABILITIES AND CREDITOR CLAIMS

A schedule of known creditors and their addresses is provided at Appendix 3, as required by Section 255(2)(c) of the Act.

A notice to creditors to prove debts or claims is provided at Appendix 5. Also provided is a creditor's claim form at Appendix 5 for completion and return to this office by 31 January 2020. Creditors that have not made a claim by the date on the notice may be excluded from any distribution made. If you believe that you are a secured creditor, please contact us and the appropriate form will be sent to you.

### 8.1 *Secured Creditors*

As at the date of liquidation there are NO secured parties with registered security interests against the company on the Personal Property Securities Register.

#### *Personal Property Securities Act / Reservation of Title*

If any creditor believes that they hold a Purchase Money Security Interest entitling them to any goods or proceeds from realisation of goods, they should contact us immediately.

If any creditor believes that they have a Reservation of Title over goods and they have not perfected their interest, they should also contact us immediately.

### 8.2 *Preferential Creditors*

We are in the process of gaining details of the unpaid wages, holiday pay owing to the former employee. We understand that the employee was terminated on 11 January 2020 and is owed \$1922. This is to be verified.

The Inland Revenue Department has not yet provided us with a creditor's claim form. The director has advised that the Inland Revenue Department has provided him with a summary of debt owing including interest and penalties which amounts to \$2,368,421 at 20 November 2019. The outstanding core debt is about \$1.48 million. This total debt includes a preferential claim of \$483,192 for RWT. The income tax, interest and penalties claim is an unsecured claim in the liquidation.

We also understand that the preferential claim should also include PAYE and Kiwisaver of a further \$6,960.16. The total preferential IRD claim is therefore likely to be \$490K.

### **8.3 Unsecured Creditors**

We are not yet in possession of all the company's accounting records and other information. We have been advised that there are a small number in quantity of creditors. We estimate the amount due to unsecured creditors is approximately \$20K to trade suppliers and the landlord from information provided to date. The largest sum is due to IRD for the interest and penalties and income tax owing of approximately \$1.88m

## **9 CREDITORS' MEETING / LIQUIDATION COMMITTEE**

A notice of the Liquidators' decision to dispense with the meeting of creditors is provided at Appendix 4.

Any creditor or shareholder may at any time in the course of the liquidation request that the liquidators call a meeting pursuant to Section 314 of the Companies Act 1993, for the purpose of appointing a liquidation committee. Any request for a meeting must be submitted to the liquidators in writing.

## **10 FURTHER INFORMATION**

If you are aware of any information that would assist the Liquidators, please set the details out in writing, attach any supporting evidence, and send it to us. Please note that it can be difficult for liquidators to act in reliance on information that is not provided in writing.

If any creditor wishes to receive the six monthly reports by email as and when they are published, please ensure that an email address is provided on your creditors' claim form.

This report and all subsequent reports will be available on the Liquidators' website at [www.mvp.co.nz](http://www.mvp.co.nz)

## **11 ESTIMATED DATE OF COMPLETION**

It is currently too early to estimate a date of completion for the liquidation.

## **12 CONTACT DETAILS**

Enquiries should be directed to Peri Finnigan on DDI (09) 303 9519 or by email to [pfinnigan@mvp.co.nz](mailto:pfinnigan@mvp.co.nz).

The Liquidators can be contacted at:

McDonald Vague Limited  
Level 10, 52 Swanson Street  
Auckland 1010

P O Box 6092  
Wellesley Street  
Auckland 1141

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PERI M FINNIGAN  
LIQUIDATOR

DATED this 15 day of January 2020

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RMB Land Co./205 First Report

## RMB Land Co. Limited (In Liquidation) Statement of Affairs

Statement of Affairs for the above named company as at 13 January 2020 (being the date of liquidation) showing assets at estimated realisable values and liabilities expected to rank.

<b>ASSETS SPECIFICALLY PLEDGED</b>	<i>Estimated to Realise</i>	<i>Due to Secured Creditor</i>	<i>Deficiency Ranking as Unsecured</i>	<i>Surplus</i>
<i>No securities are registered on the Personal Property Securities Register</i>				
<i>Estimated surplus / (deficiency) as regards specifically pledged assets</i>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>-</u>
 <b>ASSETS AVAILABLE FOR PREFERENTIAL CREDITORS</b>				
			<i>Book Value</i>	<i>Estimated to Realise</i>
Bank account balances			-	-
Debtor - Other (both entities in liquidation)			22,617	-
Advance - Kiwi Institute of Training & Education Limited (In Liquidation)			1,635,000	-
GST Refund			1,636	1,636
<b>Total</b>			<u><b>\$1,659,253</b></u>	<u><b>1,636</b></u>
 <i>Less preferential creditors</i>				
Employee - Wages and Holiday Pay				1,922
Inland Revenue Department RWT				483,192
Inland Revenue Department PAYE and KIWISAVER				6,960
<b>Total</b>				<u><b>492,074</b></u>
<i>Estimated deficiency as regards preferential creditors</i>				<u><b>(490,438)</b></u>
 <b>ASSETS AVAILABLE FOR SECURED CREDITORS</b>				
			<i>Book Value</i>	<i>Estimated to Realise</i>
Property Plant and Equipment				-
Motor Vehicles				-
Shares in Kiwi Institute of Training and Education Ltd (in Liquidation)			360,000	-
Shares held in RMB Architects Limited			100	-
Shares held in Sports & Education Corporation Limited			6,000,000	unknown
<b>Total</b>			<u><b>\$6,360,100</b></u>	<u><b>-</b></u>
 <b>LESS GENERAL SECURITY AGREEMENT HOLDER/S</b>				
				-
Less deficiency as regards preferential creditors				490,438
<b>Deficiency ranking as unsecured</b>				<u><b>(490,438)</b></u>
 <b>AVAILABLE FOR UNSECURED CREDITORS</b>				
				-
 <b>LESS UNSECURED CREDITORS</b>				
Estimated deficiency as regards preferential creditors				490,438
Trade creditors				19,854
Inland Revenue Department - Penalties, Interest, FBT, Income Tax				1,885,229
<b>Estimated surplus/(deficiency) as regards unsecured creditors</b>				<u><b>(2,395,521)</b></u>

**Notes:**

1. There is no unpaid capital liable to be called up.
2. The above estimates are subject to the costs of the liquidation.
3. There is a contingent liability in respect of the lease of the premises.
4. The related company advance and receivables are not recoverable.
5. The liquidators are seeking information on the market value of the shares held. This will provide a return to the creditors.
6. The liquidators have been advised the company assets were disposed/sold/written off when company changed from property development activities to investments.

**Disclaimer of Liability:**

The information contained in the Statement of Affairs has been supplied by the company. We have not verified the information supplied. The Statement of Affairs has been prepared for the purpose of the liquidation and we do not accept any responsibility on any grounds whatsoever, including liability in negligence, to any party.

## RMB Land Co. Limited (In Liquidation)

### Declaration of Independence / Relationships / Indemnities and Upfront Payments

#### A DECLARATION OF INDEPENDENCE

- (i) The appointed and McDonald Vague Limited have undertaken a proper assessment of the risks of independence prior to accepting appointment in accordance with the law code of conduct and applicable professional standards and have concluded that they have no prior business or professional relationship with the insolvent that is a real or potential risk and that they are independent.

#### B DECLARATION OF RELATIONSHIPS

- (ii) The appointed and McDonald Vague Limited have no prior business or professional or personal relationship with known associates of the insolvent or the major secured creditors that are a real or potential risk.
- (iii) The appointed disclose there are no other relevant relationships to declare.
- (iv) The appointed and McDonald Vague Limited have not provided any prior professional services to the insolvent or known associates of the insolvent in the prior two years.

#### C DECLARATION OF INDEMNITIES AND UPFRONT PAYMENTS

- (v) An indemnity has been sought from the director for a fee of \$5,000 plus GST. There is no condition on the conduct or outcome of the liquidation attached to the provision of these funds.

  
\_\_\_\_\_  
PERI M FINNIGAN  
LIQUIDATOR

DATED this 15 day of January 2020



## Appendix 3

# RMB Land Co. Limited (In Liquidation) Schedule of Creditors' Names and Addresses

Pursuant to Section 255(2)(c) of the Companies Act 1993

Creditor Names	Address 1	Address 2	Address 3
Bigpipe Broadband			
E-Counting Partners Ltd	PO Box 11-483, Ellerslie	Auckland 1542	
Integrity Homes Ltd	Unit 203, 29 Apollo Drive	Rosedale	Auckland 0632
Kiwi Vision Consultants Ltd	PO Box 305408	Triton Plaza	Auckland 0757
Powershop New Zealand Limited	PO Box 392	Masterton 5840	
Inland Revenue Department	Private Bag	Manukau	



## **Notice of Liquidators' Decision to Dispense with Meeting of Creditors**

After having regard to the assets and liabilities of RMB Land Co. Limited (In Liquidation) and the likely result of the liquidation, the liquidators propose to dispense with a meeting of creditors pursuant to Section 245 of the Companies Act 1993.

The liquidators do not, however, wish to preclude creditors from expressing their views. Please contact Peri Finnigan of this office on DDI (09) 3039519 if you have any specific enquiries.

If you wish to request that a creditor's meeting be called, notice in writing is required within 10 working days of receiving this notice. Your notice you must also state the reason you require a meeting so that an agenda can be prepared and circulated to creditors and creditors can be given the opportunity to vote on any proposed resolutions by voting letter.

  
PERI M FINNIGAN  
LIQUIDATOR

DATED this 15 day of January 2020

## Appendix 5

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IN THE MATTER of                    The Companies Act 1993

and

IN THE MATTER of                    RMB Land Co. Limited (In Liquidation)

### **Notice to Creditors to Prove Debts or Claims**

Notice is given that the liquidator of RMB Land Co. Limited (In Liquidation) ("the company"), fix Friday, the 28<sup>th</sup> day of February 2019, as the day on or before which the company's creditors are to make their claims and establish any priority their claims may have under Section 312 of the Companies Act 1993. Creditors not having made a claim by this date may be excluded from any distribution made.

  
PERI M FINNIGAN  
LIQUIDATOR

DATED this 15<sup>th</sup> day of January 2020

#### **ADDRESS OF LIQUIDATOR**

McDonald Vague Limited  
Level 10, 52 Swanson Street  
AUCKLAND 1010

PO Box 6092  
Wellesley Street  
AUCKLAND 1141

Telephone: (09) 303 0506  
Facsimile: (09) 303 0508  
Website: [www.mvp.co.nz](http://www.mvp.co.nz)

**DATE OF LIQUIDATION: 13 January 2020**



McDonald Vague

McDONALD VAGUE LIMITED

PO Box 6092, Wellesley St, Auckland 1141, New Zealand. Telephone 0-9-303 0506, Facsimile 0-9-303 0508

# Unsecured Creditor's Claim

(Also for use by Preferential Creditors)

SECTION 304(1) COMPANIES ACT 1993  
(For help see [www.mvp.co.nz](http://www.mvp.co.nz) or email [claims@mvp.co.nz](mailto:claims@mvp.co.nz))


NAME AND POSTAL ADDRESS OF CREDITOR IN FULL

\* Any personal information collected is for the purpose of administering the liquidation in accordance with the Companies Act 1993.

The information will be used and retained by the liquidators and McDonald Vague and will be released to other parties only with your authorisation or in compliance with the Privacy Act 1993.

Under Section 304(1) of the Companies Act 1993 any claim by an unsecured creditor against a company in liquidation must be in this prescribed form and must –  
(a) Contain full particulars of the claim; and  
(b) Identify any documents that evidence or substantiate the claim.

You may have access to and request correction of any personal information.

(\*Not applicable, if creditor is not an individual within the meaning of the Privacy Act 1993.)

Telephone Numbers: ( )

( )

E-Mail

My Reference is:  
(if applicable)

NAME OF COMPANY IN LIQUIDATION:

(IN LIQUIDATION)

(If claim is made on behalf of creditor, specify relationship to creditor and authority)

claim that the company was at the date it was put into liquidation indebted to the abovenamed creditor for the sum of (Amount in words):

### STATUS OF CLAIM:

1. I am an unsecured creditor for  
(Also applicable to secured creditors who hereby surrender their security)

\$

2. I am a preferential creditor for  
(Refer details on reverse)

\$

3. My total claim is for  
(State currency if other than \$NZ)

Other  
Currency

NZ \$

4. I have claimed retention/reservation of title rights pursuant to rights held by me

Note: If you are a secured creditor contact this office and a Secured Creditors Claim Form will be sent to you.

Tick if Applicable   
(Refer details on reverse)

Full particulars of the claim are set out, and any supporting documents that substantiate the claim, are identified on the reverse of this form.

(The liquidator may require the production of a document under Section 304(2) of the Companies Act 1993. You are **not required to attach any supporting documents** at this stage, but you may attach them now, if you think it would expedite the processing of the claim.)

SIGNED:

Date: / /

## WARNING —

It is an offence under Section 304(6) of the Companies Act 1993 to –

Make or authorise the making of, a claim that is false or misleading in a material particular knowing it to be false or misleading; or

Omit, or authorise the omission from a claim of any matter knowing that the omission makes the claim false or misleading in a material particular.

Received  
(Date Stamp)

### RESERVED FOR OFFICE USE:

Claim admitted/rejected  
for voting purposes:  
(Delete one)

Signed:

Date: / /

Preferential Claim for:

Ordinary Claim for:

CLAIM REJECTED  
FOR PAYMENT:

\$

\$

or  
CLAIM ADMITTED  
FOR PAYMENT:

Preferential Claim for:

Ordinary Claim for:

\$

\$

Signed  
Liquidator:

Date: / /



McDonald Vague

**Note:** If the decision to admit or reject a claim is amended, regulation 8 of the Companies Act 1993 Liquidation Regulations 1994 requires that it be recorded in writing.



McDONALD VAGUE LIMITED

PO Box 6092, Wellesley St, Auckland 1141, New Zealand.  
Telephone 0-9-303 0506, Facsimile 0-9-303 0508

If the creditor owes money to the company, please give full details.

Date	Details of Claim and Identification of Documents that Evidence or Substantiate the Claim	Amount \$

**CLAIMS AGAINST INVENTORY (Romalpa Claims)(Consignment Goods) (Retention of Title) etc.**

Please provide details of the basis of the retention of title claim filed by you and/or details of entry on the Personal Property Securities Register.

**PREFERENTIAL CLAIMANTS ONLY**

**Guideline**

The Seventh Schedule of the Companies Act 1993 sets out those claims which are regarded as preferential and shows their extent and order of priority. For example, wages and salary of any employee in respect of services rendered to the company during the four months preceding the commencement of liquidation are preferential AND the total sum to which priority is to be given in the case of any one employee for wages, holiday pay, deductions, redundancy and child support must not exceed \$ \_\_\_\_\_ such greater amount as is prescribed at the commencement of the liquidation.

23,960

1. Why do you believe you are a preferential creditor?  
(eg. employee, GST, etc) \_\_\_\_\_
2. Details of your claim: \_\_\_\_\_

If applicable please record here your GST Registration number: \_\_\_\_\_

and total GST included in your tax invoice: \$ \_\_\_\_\_