

**CB INNOVATION SYSTEM TECHNOLOGIES (PTY) LTD (IN LIQUIDATION)**  
**("the Company")**

**MASTER'S REFERENCE NUMBER : T623/07**

**REPORT OF THE JOINT LIQUIDATORS LIEBENBERG DAWID RYK VAN DER MERWE, KHASHANE CHRISTOPHER MONYELA AND A DLAMINI, IN TERMS OF SECTION 402 OF THE COMPANIES ACT NO 61 OF 1973 AS AMENDED TO BE SUBMITTED AT A SECOND MEETING OF CREDITORS, MEMBERS & CONTRIBUTORIES TO BE HELD BEFORE THE MASTER OF THE HIGH COURT, PRETORIA ON 13<sup>TH</sup> DAY OF DECEMBER 2007 AT 10H00**

**ORDER OF THE COURT AND MEETINGS**

Nature of Liquidation	COURT ORDER
Date of liquidation	3 APRIL 2007
Date of provisional Order	2 MAY 2007
Date of Final Order	3 APRIL 2007
Provisional appointees	LDR VAN DER MERWE, KC MONYELA & A DLAMINI
Date of 1 <sup>st</sup> meeting of creditors	28 AUGUST 2007
Final appointees	LDR VAN DER MERWE, KC MONYELA & A DLAMINI

**GENERAL AND STATUTORY INFORMATION**

**Registrar of Companies**

- 1 According to the Registrar of Companies the company was incorporated under registration number 2002/016842/07.

**Registered Address**

- 2 The registered address of the company is 144 Potgieter Street, Rosslyn, Pretoria.

**Directors**

- 3 It appears from my investigations the following persons consented to serve as directors:

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3.1 Charles Freeman

**Share Capital**

4 The authorised share capital of the company is R1000 divided into 1000 ordinary shares par value shares of R1 each.

5 The issued share capital of the company is 100 ordinary par value shares of R1 each.

6 It appears from information on hand that the shareholding as at the date of liquidation was as follows:

6.1

**Business of the Company**

7 The main business of the company was .....

**Auditors**

8 The auditors of the company are ..... who also acted as Company Secretary(?)

**STATEMENT OF AFFAIRS**

9 We have not been place in possession of a Statement of Affairs as required in terms of Section 363 of the Companies Act No 61 of 1973 as amended.

**SECTION 402(a)**

**FINANCIAL STATEMENT OF ASSETS AND LIABILITIES**

10 The following represents the assets and liabilities of the company at date of liquidation. Unless otherwise stated, these figures only represent estimates of the assets and liabilities and will change depending on the amounts of realisation of unsold assets and claims submitted for proof.

**ASSETS**

<b>IMMOVABLE PROPERTY</b>	<b>NOTES</b>	<b>AMOUNT</b>	<b>AMOUNT</b>
Proceeds of the sale of Erf.....	<b>(a)</b>		
<b>MOVABLE ASSETS</b>			
Motor vehicles	<b>(b)</b>		
Office furniture and Equipment subject to various landlords hypothecs	<b>(c)</b>		
Debts (collected to date)	<b>(d)</b>		

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Cash on hand – Standard Bank of S A Ltd and Nedbank	(e)		
Loan to associated companies	(f)		
Shares	(g)		
Receiver of Revenue (VAT)	(h)		
Insurance Policies	(i)		
<b>TOTAL ASSETS</b>			
<b>LIABILITIES</b>			
<b><u>Secured</u></b>			
	(a)(d)(g)(I)		
	(e)		
	(c)		
<b><u>Preferent Creditors</u></b>			
Receiver of Revenue			
Salaries			
<b><u>Concurrent Creditors</u></b>			
Trade Creditors	(j)		
<b>TOTAL LIABILITIES</b>			
<b>DEFICIT</b>			

**NOTES**

The statement of assets and liabilities must be read in conjunction with the following notes:

- (a) The property known as Erf 115, Elofsdal was sold by public auction on 2 February 2000. The auction took place after the powers of the liquidators were extended in terms of Section 382 of the Companies Act. St Paul Insurance Co Limited is the in respect of this property.

**Motor Vehicles**

- (b) The following motor vehicles were recovered and sold by public auction.

Nissan Sentra	VBG145 T	37,500.00
Nissan Sentra	TXV 649T	35,500.00
Honda Delivery Bike	DOC 133 GP	2,280.00
<b>TOTAL</b>		<b>44,780.00</b>

All these vehicles have been paid for and are therefore unencumbered assets.

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**Office Furniture & Equipment**

- (c) The liquidators sold, by public auction all the office equipment and furniture of Status Maritime as follows:

<b>OFFICE</b>	<b>DATE OF SALE</b>	<b>PROCEEDS</b>	<b>LANDLORD</b>
Durban	01/12/199	82,000.00	Old Mutual Properties
Cape Town	30/11/1999	28,900.00	Devland Group (Pty) Ltd
Johannesburg	18/11/1999	105,000.00	Liberty Life Properties
P/Elizabeth	30/11/1999	27,000.00	Levins Investments (Pty) Limited
<b>TOTAL</b>		<b>250,900.00</b>	

**Debts collected**

- (d) Debts collected to date total R81,624.32.

There is still some dispute as to the ownership of the debts. The principal Kien Hung Shipping Co Limited has collected large amounts of money directly. This matter will be investigated further.

St Paul Insurance Co Limited, holds a cession (in securitatum debiti) of the proceeds of all claims of the company against third parties.

**Cash on Hand**

- (d) Prior to liquidation various accounts of the company were arrested in terms of the provisions of the Admiralty Act, by the principal Kien Hung Shipping Co Limited. In terms of the Admiralty Act, these funds, so arrested, do not form part of the estate of the company and is accordingly not dealt with in this report.

The cash on hand reflected in this report are from the accounts held at the Standard Bank and Nedbank, which were not arrested.

Standard Bank of South Africa has a cession of the proceeds of one of these accounts to a maximum of R483 363,29. The balance of the funds is unencumbered.

**Loans to associated companies**

- (f) According to the records of the company, unsecured loans totally approximately R9 000 000,00 were made to Status Holdings (Pty) Limited ("Holdings"). We have demanded payment from Holdings but Holdings is not able to repay these monies and the liquidators will make a decision whether or not to take legal action against Holdings after the second meeting of creditors.

The company is a 100% shareholder of a company known as Condong Investment ("Condong"). The company made an unsecured loan to Condong for approximately R1,600,000.00. Condong was unable to pay this debt and has subsequent to the liquidation of Status Maritime also been liquidated. It is unlikely

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that the creditors of Status Maritime will receive any benefit from the liquidation of Condong and/or employees.

The liquidators have, to date, been unable to find documentation substantiating these allegations. The matter will be investigated.

**Shares**

- (g) Status maritime had a 30% shareholding in a company known as SMP Chemicals (Pty) Limited. The shares have been sold for R250 000,00. The proceeds of the sale of these shares are covered by the cession of St Paul Insurance Company referred to in (d) above.

2100 Old Mutual Shares. Refer note (I).

**Vat Return**

- (h) The liquidators received a VAT return from the Receiver of Revenue of R691 000,00. These funds are unencumbered.

**Insurance Policies**

- (i) The following insurance policies have been surrendered:

<b>INSURANCE COMPANY</b>	<b>VALUE</b>
Fedsure	194,000.,00
Old Mutual	141,000.00
<b>TOTAL</b>	<b>335 000,00</b>

The proceeds of these policies were ceded to St Paul Insurance Co Limited (as referred to in (d) above).

2100 shares have been allocated to the Old Mutual Policy. The liquidators have instructed the sale of these shares. The approximate value of the 2100 Old Mutual Shares is R30 000,00. The proceeds of the sale of these shares are unencumbered.

*These figures do not take into account any costs of administration and are subject to change and/or modification.*

**SECTION 402 (b)**

**CAUSES OF THE COMPANY'S FAILURE**

- 11 The Managing Director attributes the failure of the company to the fact that the principal (Kien Hung Shipping Company Limited) cancelled its agency agreement. The company had no other source of income substantial enough to sustain its expense.

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From the information at hand it is clear that the unsecured loans to Status Holdings (some R9 000 000,00) impacted seriously on the company. Holdings had used these loans to invest in a variety of businesses of which all but a few have been failures.

**SECTION 402(c)**

**REPORT TO THE MASTER IN TERMS OF SECTION 400(2) OF THE COMPANIES ACT**

- 12 It is not our intention at this stage to submit a report to the Master of the High Court. However, we are still investigating this aspect and if necessary, a detailed report will be submitted to the Master in due course.

**SECTION 402(d)**

**PERSONAL LIABILITIES OF DIRECTORS OR OFFICERS**

- 13 At this stage it is not known whether the former director or officer of the company can be held personally liable for the debts of the company. A report will be submitted, should it become necessary.

**SECTION 402 (e)**

**LEGAL PROCEEDINGS**

- 14 We have no knowledge of any legal proceedings pending by or against the company.

**SECTION 402(f)**

**ENQUIRY**

- 15 The liquidators do not intend to hold an enquiry at present. Creditors will be informed if the liquidators decide to proceed with an enquiry into the affairs of the company.

**SECTION 402(g)**

**BOOKS AND RECORDS**

- 16 We have taken control of the books and records found at the offices of the auditors of the company.

**SECTION 402 (h)**

**PROGRESS AND PROSPECTS OF WINDING UP**

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- 17 The joint liquidators have sold all the movable and immovable assets of the company. Policies have been surrendered and all cash on hand has been collected.

The joint liquidators will continue to collect outstanding debts.

The only remaining issue is that of the arrested funds referred to in (e) in the notes above.

**ESTIMATED DIVIDEND**

- 18 It appears at present that only the secured and preferent creditors are to receive an award. The joint liquidators will advise concurrent creditors if the prospect of a dividend herein arises.

**SECTION 402(i)**

**MATTERS REQUIRING THE FURTHER DIRECTIONS OF CREDITORS**

- 19 Such directions as required of creditors are contained in the draft resolutions numbers 1 – 13 which is submitted for consideration and adoption by the creditors at the second meeting of creditors in conjunction with this report. Creditors are requested to adopt these resolutions to enable the administration of the company in liquidation to continue.

**LEASES**

- 20 It appears that various lease agreements were entered into. All these lease agreements have been cancelled

SIGNED at SANDTON on this \_\_\_\_\_ day of DECEMBER 2007

\_\_\_\_\_  
**L D R VAN DER MERWE**

\_\_\_\_\_  
**K C MONYELA**

\_\_\_\_\_  
**A DLAMINI**

**JOINT LIQUIDATORS**

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**RESOLUTIONS SUBMITTED AND ADOPTED AT THE SECOND MEETING OF CREDITORS HELD BEFORE ....., ON T.....DAY, ..... 200.. at .....**

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**RESOLVED THAT:**

- 1 The report of Liquidator or Joint Liquidators, as the case may be, hereinafter referred to as (the Liquidator"), as submitted be received and adopted and all his actions referred to therein be and are hereby confirmed, ratified and approved.
  
- 2 All actions of whatsoever nature heretobefore taken by the Provisional Liquidator and/or Liquidator be and are hereby confirmed, ratified and approved.
  
- 3 The Liquidator be granted the authority and is vested with all the powers mentioned in Section 386(4)(a) – (i) of the Companies Act No 61 of 1973, as amended, such powers to be exercised at his sole and absolute discretion.
  
- 4 The Liquidator be and is hereby authorised in his sole and absolute discretion to:
  - 4.1 Take legal advice on any question of law affecting the administration and distribution of the company;
  
  - 4.2 Institute or defend on behalf of the company any action or other legal proceedings of a civil nature for the recovery of monies due to the company or otherwise and subject to the provisions of any law relating to criminal procedure, institute any criminal proceedings;
  
  - 4.3 Hold any enquiry into the affairs of the company and/or any matter relating thereto;
  
  - 4.4 Investigate and institute legal proceedings for the recovery of any voidable or undue preferences, voidable dispositions of property or any other impeachable transactions of whatsoever nature and to abandon same at any time;



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- 4.5 Write up the books of the company as may be required, and if necessary, to produce a balance sheet, audited or not, as at the date of liquidation, either for the purpose of investigating the affairs of the company, establishing the claims of creditors, or any other purpose.
- 5 The Liquidator be and is hereby authorised in his sole and absolute discretion to employ and engage the services of attorneys and/or counsel (senior and/or junior) and/or accountants and/or bookkeepers and/or any employee of the insolvent and/or recording agents and/or any other person who in the sole discretion of the Liquidator may be of assistance in the winding-up of the company in relation to any matter referred to in 4 above and further to pay all the costs thereof of whatsoever nature out of the estate as costs incurred in the liquidation.
- 6 The Liquidator be and is hereby authorised to collection any debts due to the company and for the purpose thereof to sell or compound or compromise any of these debts for such sum and upon such terms and conditions as he in his sole discretion may deem fit, and to accept any part of the debt in settlement thereof, and to grant an extension of time for the payment of any such debt, and to abandon any debt which he in his sole discretion may deem to be irrecoverable.
- 7 The Liquidator be and is hereby authorised to dispose of any movable and immovable property of the company, whether in his possession or under his control now or to come into his possession or under his control in the future by public auction, private treaty or public tender upon such terms and conditions as he in his sole and absolute discretion shall determine and to abandon any such assets for which he can find no purchaser or abandon them to a secured creditor at the value placed thereon by such creditor or at such value as is agreed upon by the Liquidator and the creditor if such creditor's claim is secured by such assets and to sign all such documents as may be necessary to give effect to such disposition.
- 8 The Liquidator be and is hereby authorised and empowered in his sole discretion to compromise and admit any claim against the company of whatsoever nature and howsoever arising and whether disputed or not and whether actual, contingent, prospective, conditional, unconditional, assessed, unassessed, liquidated or unliquidated as a liquidated claim in terms of Section 78(3) of the Insolvency

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Act No 24 of 1936 as amended, read with Section 339 of the Companies Act No 61 of 1973, as amended, at such amount as may be agreed upon by the Liquidator, provided that proof thereof has been tendered at a meeting of creditors.

- 9 The Liquidator be and is hereby authorised to make application for the destruction of books and records of the estate six months after the confirmation of the Final Liquidation and Distribution Account.
- 10 The Liquidator be and is hereby authorised to perform any act or exercise any power for which he is not expressly required by the Companies Act No 61 of 1973, as amended, to obtain the leave of the Court.
- 11 The Liquidator be and is hereby authorised to submit to the determination of arbitrators any dispute concerning the company or any claim or demand by or upon the company.
- 12 The Liquidator be and is hereby authorised to carry on or discontinue any part of the business of the company insofar as may be necessary for the beneficial winding-up thereof.
- 13 The Liquidator be and is hereby authorised to exercise *mutatis mutandis* the powers conferred upon a Liquidator by Section 35 (uncompleted acquisition of immovable property before liquidation) and 37 (effect of liquidation upon a lease) of the Insolvency Act No 24 of 1936, as amended, read with Section 339 of the Companies Act No 61 of 1973, as amended.
- 14 The further administration of the affairs of the company be left entirely in the hands and at the discretion of the Liquidator.