



Liquidators' First Report on the State of Affairs of

RAK Unity Petroleum Company Plc (in Liquidation)

For the year ended June 4, 2022

<i>Contents</i>	<i>Page</i>
Notice of Meeting	3
Liquidator's report	5
Auditors' report	9
Statement of Affairs/ Account	11
Appendixes	
Appendix A -Liquidators' receipt and payment	12
Appendix B – Schedule of known creditors	13
Appendix C - List of banks and balances	14
Appendix D- Statement of Assets and Liabilities (pre liquidation)	15
Proxy	16

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that, in accordance with section 633 of the Companies and Allied Matters Act 2020 ("Act"), a General Meeting of Members of RAK Unity Petroleum Company Plc ("the Company") will be held at The Muson Center, 8/9 Marina Onikan Lagos, on Friday, 2nd September 2022 at 11.00 am to transact the following businesses:

SPECIAL BUSINESS

- (1) To receive the account of the Liquidator's acts and dealings and of the conduct of the winding-up of the Company during the preceding year.
- (2) To consider a review of the remuneration of the Liquidator.

PROXY

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A proxy form is included in the Liquidator's Report. All instruments of proxy must be executed and deposited at the office of the Registrars, First Registrars & Investor Services Limited, No. 2 Abebe Village, Iganmu, Lagos, or via Email: info@firstregistrarsnigeria.com not later than 48 hours before the time fixed for the meeting. Arrangements have been made by the Company to bear the cost of stamp duties on the instruments of proxy.

NOTES

1. UNCLAIMED SHARE CERTIFICATES AND DIVIDEND WARRANTS

Shareholders are hereby informed that several share certificates and dividend warrants have been returned to the Registrar as unclaimed. Affected members are, by this notice, advised to contact the Registrar, First Registrars & Investor Services Limited, No. 2 Abebe Village, Iganmu, Lagos, or via Email: info@firstregistrarsnigeria.com to claim their share certificates and dividend warrants.

Please note that in accordance with the provisions of the Companies and Allied Matters Act 2020 and the Companies Winding-Up Rules ("Applicable Laws"), the Liquidator is required before the dissolution of the Company to pay all unclaimed dividends or undistributed assets of the Company in the hands or under the control of the Liquidator into the public fund of the Federation kept by the Corporate Affairs Commission ("the Commission") and known as Companies Liquidation Account. Accordingly, the details of shareholders with unclaimed dividends have been uploaded on the company's website <http://www.rakunity.com>. Further to the earlier published notice on unclaimed dividends dated 6th September 2021, The concerned shareholders are requested to follow the steps stated on the website and claim dividend on or before 31st October 2022 otherwise, the Liquidator shall, with a view to complying with the Applicable Laws, take the necessary actions to transfer the unpaid/unclaimed dividend into the Companies Liquidation Account.

2. E-DIVIDEND

Shareholders who are yet to complete the e-dividend registration are advised to download the [E-Dividend Mandate Activation Form](#) from the Registrar's website www.firstregistrarsnigeria.com or <https://firstregistrarsnigeria.com/download-forms/>, complete the form and submit the completed form to the Registrar at the address stated above or any branch of the shareholder's respective bank. A detachable copy of the E-Dividend Mandate Application Form is also attached to the Annual Report.

3. RIGHT OF SECURITIES HOLDERS TO ASK QUESTIONS

Securities holders have a right to ask questions not only at the meeting, but also in writing prior to the Meeting, and such questions can be addressed to the Liquidator or the Company Secretary and submitted to the registered office of the Company at least one week before the date of the meeting.

4. ELECTRONIC LIQUIDATOR'S REPORT

The electronic version of the Liquidator's Report has been circulated to shareholders, who have provided their e-mail addresses to the Registrar, and will also be available at www.rakunity.com for viewing and download. Shareholders who are interested in receiving a soft copy of the Liquidator Report should request by sending an email to: info@rakunity.com

5. ELECTRONIC COMPLAINTS REGISTER

Please note that in accordance with the Securities and Exchange Commission's Rule No. 10 (a), shareholders who have complaints should use the electronic complaints register on the website of the Company at www.rakunity.com to register their complaints. This will enable the Company to handle complaints from shareholders in a timely, effective, fair and consistent manner.

Dated this 5th August 2022

By Order Of the Liquidator



Olubukola Olonade-Agaga
FRC/2020/002/00000021128
For: Alsec Nominees Limited (Company Secretary)

Liquidator's Registered Address

Chinwe Chiwete (Mrs.)
25 Kusenla Road Ikate Eleguishi
Lekki,
Lagos, Nigeria
Rakliquidation@epiclegal.net

Company Secretary's Registered Address

St. Nicholas House (10th Floor)
Catholic Mission Street.
P. O. Box 53123, Ikoyi,
Lagos, Nigeria
alsec@uubo.org

Company's Registered Address

Block 5, Water Corporation Road,
Ijora GRA,
Lagos,
Nigeria.

Liquidator's report

The Liquidator hereby sets out below her first report on accounts of her acts and dealings and the conduct of the winding up during the preceding year as provided in section 633 (2) of the Companies and Allied Matters Act CAMA 2020 ("the Act")

Background

The Company was incorporated on 20 December, 1982, as RAK Unity Nigeria Company Limited under the Companies Act 1968, and was converted to a public company on 16 November, 1987.

The Company was incorporated to amongst others carry on the business of sale, distributions, transportation of petroleum products, liquid and gaseous hydrocarbons. In summary the principal activity of the Company prior to commencement of liquidation was the sale and distribution of petroleum products.

At the annual general meeting of the Company held on the 4th of June 2021, shareholders resolved to put the Company into members' voluntary winding up leading to the appointment of the Liquidator.

Commencement of winding up

Winding up commenced on 4th June 2021, RAK Unity Petroleum Company Plc ("the Company") pursuant to a special resolution dated the same day to voluntarily wind up the company via members voluntary winding up and the appointment of Chinwe Chiwete (Liquidator) of EPIC Legal as the liquidator of the Company.

Preliminary Compliance:

- Notice of resolution for winding up and appointment of liquidator were published in two national newspapers on 14th June 2021
- Documents for winding up - statutory declaration of solvency with attached statement of assets and liabilities, resolutions and supporting documents were filed with the Corporate Affairs Commission (CAC) Abuja
- Acknowledgement of filing was received from the CAC on 5th August 2021

Meeting with Management

On 4th of August 2021, the Liquidator held a virtual meeting with some of the management team to provide explanations on financials of the Company, position of unclaimed dividend and receivables due to the Company.

Following the above meeting list of the Company's 13 bankers and contact details were provided to the Liquidator.

Engagement with banks

Total of 13 accounts domiciled with 11 bankers were closed within the year. To facilitate this process, the Liquidator further engaged with the CAC to update its records to reflect the winding up status of the Company. The records of the company were updated by the CAC in February 2022 after which most of the banks conducted searches and closed accounts.

Regulators' notification

The liquidator notified the Securities and Exchange Commission (SEC) and the NGX Regulations Limited (NGX) of the winding up of the Company with supporting documents already filed with CAC.

Within the year, the Liquidator continued to liaise with NGX as regards publications and notices to be issued by the Company.

Unclaimed Dividend

Notice to shareholders on unclaimed dividend was published on 21st September 2021. The said Notice was also uploaded on the NGX Issuers' Portal and the Company's website.

Realization of Assets

The statement of Assets and Liabilities filed with the CAC and attached as Appendix D was as at March 2021.

- *bank balance*

The total bank balance realized from all banks by the Liquidator and now domiciled with two banks is stated below:

No(s)	Bank	Amount ₦
1	Ecobank	155,650,431
2	Abbey Mortgage	24,039,579
Total		179,690,000

The Bank balances as reflected in the 13 banks are attached under Appendix D.

- *Receivables*

Adjusted receivables due to and from related parties upon commencement of winding up stands as follows:

No(s)	Name	Amount ₦
1	Asharami Synergy Limited	329,587,348
2	Centrum Properties Limited	5,700,575
	Total Receivables	335,287,923
3	Toparte Limited	- 5,930,000
	Net Receivables	329,357,923

- *Position of Assets*

Prior to liquidation, the Company's assets have been disposed to Asharami Synergy Limited at total cost of ₦59,541,562 and the said amount factored into payment due from Asharami Synergy Limited as reflected above.

Creditors

By newspaper publications-the Guardian Newspaper and West Africa Business News of 21st April 2022, creditors were called upon to prove claim. Within the year under review no creditor sent in clam except for creditors listed in Appendix B. Shareholders who sent in claims for payment of dividends were referred to the Registrars for verification and payment. List of the shareholders is also attached in Appendix B

As at the date of reporting, some liquidation expenses were incurred but has not been paid for. Some of the expenses were estimated pending the time the actual costs will be ascertained

(for instance shareholders' meeting expenses). The expenses were recognized in the accounts (Liquidator's interim account) and also reported as liabilities in line with the accounting principles.

Payment

From the bank balance, the Liquidator made payment of ₦55,000 (Fifty-Five-Thousand Naira) within the year being reimbursement to Guaranty Trust Bank for search cost as agreed.

Outstanding to conclude

- Payment of ~~₦~~329,587,348 due from Ashrami Synergy Limited
- ~~₦~~5,700,575 due from Centrum Properties Limited
- Tax resolutions with Federal Inland Revenue Service
- Unclaimed dividend payments and filing with the CAC
- Payment of known creditors
- Publication of final notice and closing

Estimated time of conclusion

Estimation can only be made after receivables from related parties are realized

Summary of Report

₦

Bank balances (page 3)	179,690,000
Intercompany receivable (page 3)	335,287,923
Total assets realizable	514,977,923
Liabilities	
▪ Unclaimed dividend	27,122,726
▪ Other claims (appendix B)	7,313,075
▪ Estimated cost of liquidation and other expenses Associated with liquidation	10,724,000
▪ Provision for tax	1,394,992
Total claims/payables	46,554,793

NOTES:

This report has been prepared by the Liquidator in accordance with and for the purpose of complying with section 633 (2) of the Act. It is prepared for the sole purpose of reporting on the acts and dealings and the conduct of the winding up during the preceding year (liquidation period) and not intended to cover acts or activities of the Company prior to the liquidation.

Information and documents referenced in this report which occurred prior to commencement of liquidation are as provided by the management of the Company which the liquidator relied upon.

Tax obligation may exceed the provision for tax and will depend on any further assessment and reconciliation to be done with the tax authorities.

Should any creditor prove claim, the Liquidator will consider and if satisfied with proof resolve same.

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The Liquidator relied essentially on information and documents provided by the management.

Unclaimed dividend will be deposited with the CAC for payment into liquidation account in line with the provision of the Act.

Should you have any queries in relation to any matter raised in this report then please do not hesitate to contact the Liquidator via email Rakliquidation@epiclegal.net

DATED: July 28, 2022



Chinwe Chiwete (Mrs.)
(Liquidator)

Independent Auditor's Report

To The Members of RAK Unity Petroleum Company Plc for the period ended June 4, 2022

Opinion

We have audited the statement of assets and liabilities of RAK Unity Petroleum Company Plc ("the Company") and other explanatory information, as set out in this document.

In our opinion, the company statement gives a true and fair view of the financial position of the Company for the period ended June 4, 2022 in accordance with International Financial Reporting Standards and the requirements of the Companies and Allied Matters Act, 2020 and the Financial Reporting Council of Nigeria Act, 2011.

Basis for Opinion:

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of Financial Statements section of our report. We are independent of the Company in accordance with the Institute of Chartered accountants of Nigeria (ICAN) Professional Code of Conduct and guide for Accountants, which is consistent with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of financial statements in Nigeria and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of the Liquidator for the Financial Statements:

The Liquidator is responsible for the preparation of financial statements that gives a true and fair view in the manner required by the Companies and Allied Matters Act, 2020 and the Financial Reporting Council of Nigeria Act 2011 and for such internal control as the Liquidator determine is necessary to enable the preparation of financial statements that are free from material misstatements, whether due to fraud or error.

Responsibilities of the Auditors on the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatements, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatements of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Liquidator.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entity to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the company audit. We remain solely responsible for our opinion.

Report on Other Legal and Regulatory Requirements:

In accordance with the provision of Companies and Allied Matters Act, 2020, we expressly state that:

- i) We have obtained all the information and explanation which to the best of our knowledge and believe were necessary for the purpose of our audit.
- ii) The Liquidator has kept proper books of account, so far it appears from our examination of those books.
- iii) The Company's statement of assets and liabilities are in agreement with the books of account.



Ogedengbe, Blessing, FRC/2016/ICAN/00000014014

28 July, 2022

For: Ogedengbe Blessing & Co

Chartered Accountants

Lagos, Nigeria.



STATEMENT OF AFFAIRS AS AT JUNE 4, 2022

	₦'000	₦'000
Bank Balances		179,690
receivables		335,288
Estimated realisable value		514,978
Liabilities		
Liquidating expenses	-	
External Solicitors Abuja	650	
Accountancy/ Audit Fee (x2)	1,000	
Publication and Printing (interim reports)	1,500	
Meeting Venue	724	
Entertainment and Logistics	850	
Estimated Liquidation expenses to conclusion	6,000	
Preferential Creditors		
FIRS- Tax due as per management records (excluding review report from the revenue office)		1,395
Unsecured creditors		
Torparte Limited	5,701	
Alsec Nominees Limited	1,613	
Unclaimed Dividend	<u>27,123</u>	
		<u>(46,555)</u>
Cash expected to be distributed to shareholders		<u>468,423</u>

Please note that some of the expenses for liquidation are estiated and the value may change before the final liquidation account. Also, there could be tax liabilities from the FIRS which may increase the N1.3m provided above.

This report is subjected to change until the final report is prepared.

APPENDIX A

**RAK Unity Petroleum Company Plc
Liquidators' Receipt and Payment**

₹'000

Balance as per Banks upon access to the account	179,903
Payment previously made to Liquidator before access is granted to bank accounts	950
Total cash at Bank balances available for disbursement	<u>180,853</u>
Disbursement/ Expenses	
Legal Search - GT bank reimbursement	55
Liquidators Remuneration	950
Bank Charges	158
	<u>1,163</u>
Cash available for disbursement	179,690

APPENDIX B

SCHEDULE OF KNOWN CREDITORS/LIABILITIES

NO(S)	NAME	AMOUNT	PURPOSE
1	ALSEC NOMINEES LIMITED	1,612,500	Retainer 1 st January 2022 to Dec 2022
2	Toparte Limited	5,700,575	Advance for revitalization

OTHER LIABILITIES

NO(S)	NAME	AMOUNT
1	Provision for Corporate Taxes	1,394,991
2	Unclaimed Dividend	27,122,726
	Total	28,517,717

APPENDIX C
BANKS & BALANCES

BANK DETAILS	BALANCE (N)	AMOUNT PAID (N)	BALANCE AS AT 4 TH JUNE 2022 (N)
ECO BANK- 4183006153	3,172,840.44	152,477,590.75	155,650,431.19
Fidelity-5540006159	16,619.51	- 16,740.01	0.00
UBA- 1019279964	388,732.00	- 388,500.00	0.00
UNION- 0046029165	72,190,525.29	- 72,112,916.00	0.00
FCMB- 3364364011	36,737.88	- 36,200.00	0.00
FIRST BANK- 2029094703	865,381.13	- 865,327.38	0.00
HERITAGE BANK- 3364364011	111,025.00	- 110,000.00	0.00
KEYSTONE BANK- 1006598991	36,975.00	- 36,548.12	0.00
ZENITH BANK- 1013385085	9,281,953.61	- 9,204,037.04	0.00
STANBIC BANK- 0016130691	771,141.98	- 770,317.09	0.00
GTB-0211984105	186,433.89	- 186,433.89	0.00
GTB- 0111134309	703,461.17	- 703,461.17	0.00
ACCESS BANK- 0699869106	1,059,250.00	- 1,058,196.25	0.00
ACCESS BANK- 0070811020	67,122,645.05	- 67,045,645.05	0.00
ABBAY MORTGAGE BANK- 0006002820	24,039,579.00	0.00	24,039,579.00
TOTAL			179,690,000.19

APPENDIX D

STATEMENT OF ASSETS & LIABILITIES

A. Statement as at March 2021 (prior to liquidation)

Assets and Liabilities	Estimated to realize or to rank for payment (to nearest ₪) Assets ₪ Balance
Bank.....	200,175,313.00
Cash in Hand.....	149,000. 00
Marketable securities.....	0.00
Bills receivable.....	0.00
Trade Debtors (and Prepayments)	296,293,444.00
Loans and advances.....	0.00
Unpaid calls.....	0.00
Stock In Trade.....	0.00
Work in progress.....	0.00
Freehold property.....	0.00
Leasehold property (Right f Use Assets)	31,319,168.00
Plant and Machinery.....	5,729,407.00
Furniture, fittings, utensils etc.....	8,390,676.00
Patents, trademarks, etc.....	0.00
Investments other than marketable securities.....	0.00
Other property (Leasehold Improvement)	13,405,981.00
Estimated realisable value of assets	
Liabilities:	
Secured on specific assets;	
Estimated cost of liquidation and other expenses including interest accruing until payment of debts in full	Unsecured
Creditors (amounts estimated to rank for payment):	
Trade accounts.....	67,527,890.00
Accrued expenses.....	0.00
Other Liabilities: (Current tax payable)	4,919,045.00
Contingent liabilities:	NIL

PROXY FORM

THE GENERAL MEETING to be held at the **Muson Centre, 8/9 Marina Road, Onikan Lagos State, Nigeria**, on 2nd of September 2022 at **11am**.

I/We _____

being a member(s) of RAK Unity Petroleum Company PLC hereby appoint _____

Or failing him/her, the Chairman of the meeting as my/our proxy to vote on my/our behalf for/against the resolution(s) at the General Meeting of the Company to be held on Friday, 2nd September 2022 at 11am and any adjournment thereof.

Dated this _____ day of _____, 2022

Shareholder's Signature: _____

S/	SPECIAL BUSINESS/ ORDINARY RESOLUTION	FOR	AGAINST
1.	To review the remuneration of the Liquidator		

Please indicate with X in the appropriate box how you wish your votes to be cast on the resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.

Notes

1. A member of the Company is entitled to attend and vote at the Annual General Meeting of the Company. He is also entitled to appoint a proxy to attend and vote on his behalf, and in this case, this card may be used to appoint a proxy.
2. All executed Proxy Forms must be deposited at the office of the Registrar, First Registrars & Investor Services Limited, No. 2 Abebe Village, Iganmu, Lagos, or via Email: firstregistrarsnigeria.com not later than 48 hours before the time fixed for the meeting.
3. If the shareholder is a Company, this form should be signed by an officer duly authorised.
4. Under the Stamp Duties Act, CAP S8. Laws of the Federation of Nigeria, 2004 any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of shareholders must bear a stamp duty. The Company has decided to bear the cost of stamping the duly completed and signed proxy forms submitted to the Company within the stipulated timeline.



Before posting the above form please tear off this part and retain it for admission to the meeting

ADMISSION FORM

Admission Card to the General Meeting of RAK Unity Petroleum Company PLC to be held at Function Room, Muson Centre, 8/9 Marina Road, Onikan Lagos State, Nigeria, on Friday, 2nd September 2022 at 11am.

Name of Shareholder _____

Name of Proxy _____

For the Registrar's use only:

Number of shares held: _____