

Circular to Creditors

31 January 2017

Wynyard Group Limited (Administrators Appointed) Wynyard (NZ) Limited (Administrators Appointed)

ADMINISTRATORS' REPORT AND NOTICE OF MEETING FOR THE PURPOSES OF CREDITORS' JOINT "WATERSHED" MEETING

As you will be aware, the Boards of Wynyard Group Limited and Wynyard (NZ) Limited placed the companies in voluntary administration ('VA') on 25 October 2016.

At that time, Neale Jackson and Grant Graham (the '**Administrators**') were appointed Administrators of Wynyard Group Limited and Wynyard (NZ) Limited (together the '**Companies**' and each a '**Company**') in accordance with Section 239I of the Companies Act 1993.

VA is a short-term measure that effectively freezes the Companies' financial positions, giving creditors the opportunity to consider, and vote on, the future direction of each Company.

A joint first creditors meeting in respect of the Companies was held in Auckland on 4 November 2016. That meeting was largely procedural.

The VA of each Company has now progressed to the stage where you, as a creditor, need to have your say regarding the future direction of the Company/ies in respect of which you are a creditor.

What creditors need to know and do:

- The joint creditors' watershed meeting is due to be held on **Wednesday, 8 February 2017 at 2.00 pm** at Simpson Grierson, Level 28, Lumley Centre, 88 Shortland Street, Auckland.
- The Administrators' report to creditors is **enclosed**. This provides analysis of the position of each company and considers the options available to creditors. The Report allows creditors to make an informed decision when they vote on the future of the Companies.
- Please provide your claim form to us **by 12 pm on Tuesday, 7 February 2017**. You do not need to send it to us again if you have already provided it to us and it has not changed.
- If you wish to vote, you are required to complete relevant forms (**enclosed**) and return them to this office **by 12 pm on Tuesday, 7 February 2017**.
- If you intend to vote by proxy or by post, you are required to return the relevant form to us **by 12 pm on Tuesday, 7 February 2017**.

The business to be dealt with at the joint watershed meeting is for the creditors of each Company to resolve one of the following:

- a) That the Company should execute a deed of company arrangement (**DOCA**)*; or
- b) That the Company should be placed in liquidation; or
- c) That the administration of the Company should come to an end and control of the Company be returned to the Company's directors.



**If you wish to vote certain actions will be required from you before the meeting.
Please pay particular attention to the matters below.**

**If applicable. Please note no DOCA has been submitted to or proposed by the Administrators.*

We now **enclose**:

- **Attachment 1: Formal notice of the joint watershed meeting for each of the Companies.** The meeting is due to be held on **Wednesday, 8 February 2017 at 2.00 pm** at Simpson Grierson, Level 28, Lumley Centre, 88 Shortland Street, Auckland.

If you wish to attend this meeting please email us at wynyard@kordamentha.com.

On the day, creditors are required to register their attendance at the meeting. We encourage creditors to arrive 20 minutes prior to enable registration formalities to be completed.

Proposed Joint Meeting:

In accordance with section 239AL of the Act, we propose to hold a joint watershed meeting of creditors of both of the Companies to which we have been appointed. We believe that holding a joint watershed meeting will help expedite and streamline the process, as there is no need for a separate meeting to be held for each of the two Companies. However, this is a decision for creditors. If any creditor wishes to object to the joint meeting they may do so by submitting an objection in writing to the Administrators via our postal, email, or street address (as set out below). The Administrators must receive objections **by 12 pm on Tuesday, 7 February 2017**.

Unless any creditor objects in accordance with this notice, all creditors will be taken to have agreed to the joint watershed meeting.

Notwithstanding that the watershed meeting may be a joint meeting, voting for the motions will be conducted separately for each Company.

- **Attachment 2: Administrators' Report to creditors.** This report outlines the business, property, affairs and financial circumstances of the Companies and other matters material to the matters to be considered at the watershed meeting (for the purposes of section 239AU(3)(a) of the Act). It also includes a statement of the Administrators' Opinion (for the purposes of section 239AU(3)(b) of the Act).
- **Attachment 3: Creditor's Claim Form.** Your entitlement to vote at the watershed meeting relies on particulars of the claim being provided to the Administrators before the watershed meeting.

If you have not done so already, please complete a Creditor's Claim Form and return it to us **by 12 pm on Tuesday, 7 February 2017**.

Unless and until a claim form is received, you will not be able to be admitted to vote at the watershed meeting.

Any claim form submitted is not binding on the Administrators, and does not automatically denote acceptance of your claim for voting purposes or in the event of liquidation. Similarly, the value of a claim noted on this form does not confirm the amount owing or schedule the claim for payment. However, information contained in this form will assist us to determine the financial position of the Companies, and to streamline the creditors' registration process at the meeting.

Please note, if you have already submitted a claim form for services outstanding as at 25 October 2016 and it has not changed, you do not need to submit a further claim form.



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For the avoidance of doubt, if you are an employee of Wynyard (NZ) Limited, your claim will be calculated for you for voting purposes and you do not need to complete a claim form.

- **Attachment 4: Postal Voting Form.** If creditors are unable to attend the watershed meeting in person and do not wish to appoint a proxy to vote on their behalf, they may submit a Postal Voting Form.

Forms must be received by the Administrators **by 12 pm on Tuesday, 7 February 2017** otherwise creditors or their proxies may be excluded from voting at the meeting. Further notes on the conduct of meetings and completion of forms are included with this circular.

- **Attachment 5: An Appointment of Proxy Form.** If creditors are unable to attend in person, but wish to nominate someone to vote on their behalf at the watershed meeting, they must complete and return a Proxy Form.

Please note the chairperson of the watershed meeting can only accept appointments as proxy in cases where the creditor specifies whether the vote is to be for or against or abstained in respect of each resolution (a special proxy). The chairperson is unable to accept appointments as general proxy without specific instruction.

Forms must be received by the Administrators **by 12 pm on Tuesday, 7 February 2017** otherwise creditors or their proxies may be excluded from voting at the meeting. Further notes on the conduct of meetings and completion of forms are included with this circular.

- **Attachment 6: Further notes on the conduct of meetings and completion of forms.**

These documents are all also available on our website at <http://kordamentha.com/creditor-information/new-zealand/173>.

Administrators' addresses

Relevant addresses of the Administrators for **all purposes** in respect of the Companies are:

Post:	Wynyard Group Limited (Administrators Appointed) PO Box 982 Shortland Street Auckland 1140	Phone:	+64 9 307 7865
		Fax:	+64 9 377 7794
		Email:	wynyard@kordamentha.com
		Courier:	Level 16, 45 Queen Street Auckland 1010

Yours faithfully

Neale Jackson
Administrator

Enc.

Attachment 1: Formal Notice of Joint Watershed Meeting of Creditors
Attachment 2: Administrators' Report (*attached separately*)
Attachment 3: Creditor's Claim Form
Attachment 4: Postal Voting Form
Attachment 5: Appointment of Proxy Form
Attachment 6: Further notes on conduct of meetings and completion of forms

Attachment 1: Formal Notice of Joint Watershed Meeting of Creditors

Wynyard Group Limited (3692077) (Administrators Appointed)
Wynyard (NZ) Limited (4370298) (Administrators Appointed)
(‘the Companies’)

Notice of joint WATERSHED meeting of creditors

Pursuant to sections 239AU(1)(a) and 239AT of the Companies Act 1993, notice is hereby given that the watershed meeting of creditors of the Companies will be jointly held (in accordance with section 239AL of the Companies Act 1993) on Wednesday, 8 February 2017 at 2.00 pm at Simpson Grierson, Level 28, Lumley Centre, 88 Shortland Street, Auckland.

Registration for all creditors and employees will be available 20 minutes prior to the meetings commencing.

If any creditor wishes to object to the joint meeting they may do so by submitting an objection in writing to the Administrators via postal, email, or street address (as set out below). The Administrators must receive objections **by 12 pm on Tuesday, 7 February 2017**. Unless any creditor objects in accordance with this notice, all creditors will be taken to have consented to the joint meeting.

The business to be dealt with at the joint watershed meeting is for the creditors of each Company to resolve one of the following:

- (a) That the Company should execute a deed of company arrangement (**DOCA**)*; or
- (b) That the Company should be placed in liquidation; or
- (c) That the administration of the Company should come to an end and control of the Company be returned to the Company's directors.

*If applicable. Please note no DOCA has been submitted to or proposed by the Administrators.

Relevant addresses of the Administrators for all purposes in the VA are:

Post: Wynyard Group Limited
(Administrators Appointed)
PO Box 982
Shortland Street
Auckland 1140

Phone: +64 9 307 7865
Fax: +64 9 377 7794
Email: wynyard@kordamentha.com
Courier: Level 16, 45 Queen Street
Auckland 1010

Dated: 31 January 2017



Neale Jackson
Administrator



Attachment 3: Creditor's claim form

WYNYARD GROUP LIMITED
(Administrators Appointed) (the 'Company')
Creditors' Claim Form for the purposes of voting at creditors' meetings and claiming in
Deed of Company Arrangement (if any)

<p>Name and postal address of creditor in full:</p> <p>Name:</p> <p>Postal address:</p> <p>.....</p> <p>Telephone Number: (.....).....</p> <p>Facsimile Number: (.....).....</p> <p>My Reference is (if applicable):</p>	<p>* Any personal information collected is for the purpose of administering the VA in accordance with the Companies Act 1993. The information will be used and retained by KordaMentha, PO Box 982, Auckland and will be released to other parties only with your authorisation or in compliance with the Privacy Act 1993. You may have access to and request correction of any personal information.</p> <p>(* Not applicable, if creditor is not an individual within the meaning of the Privacy Act 1993.)</p>
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I,

[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 VA indebted to the abovenamed creditor for the sum of [Amount in words and figures]:

..... \$.....

[Cross out whichever does not apply] I hold no security interest in any of the assets of the Company; or
 I hold a security interest in respect of certain assets of the Company and I attach supporting documents in respect of such claimed security interest

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

Signed Date:

<p>Received (Date Stamp)</p>	<p>Reserved For Office Use:</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Claim admitted for voting purposes:</td> <td style="width: 20%; border: 1px solid black; padding: 2px;">Signed:</td> <td style="width: 30%; border: 1px solid black; padding: 2px;">Dated: / /</td> </tr> <tr> <td>Claim rejected for voting purposes:</td> <td style="border: 1px solid black; padding: 2px;">Signed:</td> <td style="border: 1px solid black; padding: 2px;">Dated: / /</td> </tr> <tr> <td>Claim rejected for payment:</td> <td style="border: 1px solid black; padding: 2px;">Signed:</td> <td style="border: 1px solid black; padding: 2px;">Dated: / /</td> </tr> </table> <p><u>Claim admitted for distribution under DOCA (if applicable):</u></p> <p>Claim for: \$ </p> <table style="width: 100%; border-collapse: collapse; margin-top: 10px;"> <tr> <td style="width: 70%; border: 1px solid black; padding: 5px;">Signed Deed Administrator:</td> <td style="width: 30%; border: 1px solid black; padding: 5px;">Dated: / /</td> </tr> </table>	Claim admitted for voting purposes:	Signed:	Dated: / /	Claim rejected for voting purposes:	Signed:	Dated: / /	Claim rejected for payment:	Signed:	Dated: / /	Signed Deed Administrator:	Dated: / /
Claim admitted for voting purposes:	Signed:	Dated: / /										
Claim rejected for voting purposes:	Signed:	Dated: / /										
Claim rejected for payment:	Signed:	Dated: / /										
Signed Deed Administrator:	Dated: / /											

If you would prefer to receive future communications by e-mail please include the e-mail address here:

.....

Particulars of Claim

Date	Details of Claim and Identification of Documents that Evidence or Substantiate the Claim	Amount \$
	If applicable, less debts owed by creditor to the company [Describe debts]	\$

If applicable, please record here your GST Registration number:
and total GST included in your claim

/ /
\$



Attachment 3: Creditor's claim form

WYNYARD (NZ) LIMITED
(Administrators Appointed) (the 'Company')
Creditors' Claim Form for the purposes of voting at creditors' meetings and claiming in
Deed of Company Arrangement (if any)

<p>Name and postal address of creditor in full:</p> <p>Name:</p> <p>Postal address:</p> <p>.....</p> <p>Telephone Number: (.....).....</p> <p>Facsimile Number: (.....).....</p> <p>My Reference is (if applicable):</p>	<p>* Any personal information collected is for the purpose of administering the VA in accordance with the Companies Act 1993. The information will be used and retained by KordaMentha, PO Box 982, Auckland and will be released to other parties only with your authorisation or in compliance with the Privacy Act 1993. You may have access to and request correction of any personal information.</p> <p>(* Not applicable, if creditor is not an individual within the meaning of the Privacy Act 1993.)</p>
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I,

[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 VA indebted to the abovenamed creditor for the sum of [Amount in words and figures]:

..... \$.....

[Cross out whichever does not apply] I hold no security interest in any of the assets of the Company; or
I hold a security interest in respect of certain assets of the Company and I attach supporting documents in respect of such claimed security interest

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

Signed Date:

Received (Date Stamp)	<p>Reserved For Office Use:</p> <p>Claim admitted for voting purposes: Signed: <input type="text"/> Dated: / /</p> <p>Claim rejected for voting purposes: Signed: <input type="text"/> Dated: / /</p> <p>Claim rejected for payment: Signed: <input type="text"/> Dated: / /</p> <p><u>Claim admitted for distribution under DOCA (if applicable):</u></p> <p>Claim for: <input type="text"/> \$ <input type="text"/></p> <p>Signed Deed Administrator: <input style="width: 100%;" type="text"/> Dated: / /</p>
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If you would prefer to receive future communications by e-mail please include the e-mail address here:

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Particulars of Claim

Date	Details of Claim and Identification of Documents that Evidence or Substantiate the Claim	Amount \$
	If applicable, less debts owed by creditor to the company [Describe debts]	\$

If applicable, please record here your GST Registration number:
and total GST included in your claim

/ /
\$

Attachment 4: Postal Voting Form

Wynyard Group Limited (3692077) (Administrators Appointed) ('the Company')

Postal Voting Form

Watershed meeting of creditors of the Company convened pursuant to sections 239AU(1) and 239AT of the Companies Act 1993 to be conducted by postal ballot and voting at meeting

Name and postal address of creditor in full:

Creditor Name¹: _____

Address: _____

I/We cast our vote on the following resolutions to be voted on at the watershed meeting of creditors to be held on **Wednesday, 8 February 2017 at 2.00 pm** at Simpson Grierson, Level 28, Lumley Centre, 88 Shortland Street, Auckland, or at any adjournment of that meeting.

Resolutions (please vote on all resolutions, in the event the first resolution does not pass)	For	Against	Abstain
1. It is resolved that the Company be placed into liquidation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. It is resolved that the Administration end and control of the Company be returned to the Company's directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

As noted in the Administrators' Report, a deed of company arrangement has not been proposed to, or submitted by, creditors and therefore is not an option for creditors to consider (unless another creditor proposes a deed of company arrangement at the watershed meeting). If a deed of company arrangement is proposed at the watershed meeting, creditors will need to be present (in person or by general proxy) in order to vote on any resolution put to the meeting in respect of that deed of company arrangement.

If the creditors of the Company resolve to place the Company into liquidation then the future of the Company will be determined and the remaining resolution listed above will not be considered.

Creditor Name _____

Signed²: _____ **Date:** _____

Name: _____ **Position:** _____

Telephone No: _____ **Email address:** _____

Postal votes must be received by the Administrators no later than **12 pm on Tuesday, 7 February 2017** and should be sent to any of the Administrators' addresses:

Post: Wynyard Group Limited (Administrators Appointed)
PO Box 982, Shortland Street, Auckland 1140

Fax: +64 9 377 7794

Email: wynyard@kordamentha.com

Courier: Level 16, 45 Queen Street, Auckland, 1010

¹ For example, Company, body corporate, trust or individual

² By an authorised representative (in accordance with the Appointment of Proxy Form, as required)

Attachment 4: Postal Voting Form

Wynyard (NZ) Limited (4370298) (Administrators Appointed) ('the Company')

Postal Voting Form

Watershed meeting of creditors of the Company convened pursuant to sections 239AU(1) and 239AT of the Companies Act 1993 to be conducted by postal ballot and voting at meeting

Name and postal address of creditor in full:

Creditor Name³: _____

Address: _____

I/We cast our vote on the following resolutions to be voted on at the watershed meeting of creditors to be held on **Wednesday, 8 February 2017 at 2.00 pm** at Simpson Grierson, Level 28, Lumley Centre, 88 Shortland Street, Auckland, or at any adjournment of that meeting.

Resolutions (please vote on all resolutions, in the event the first resolution does not pass)	For	Against	Abstain
1. It is resolved that the Company be placed into liquidation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. It is resolved that the Administration end and control of the Company be returned to the Company's directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

As noted in the Administrators' Report, a deed of company arrangement has not been proposed to, or submitted by, creditors and therefore is not an option for creditors to consider (unless another creditor proposes a deed of company arrangement at the watershed meeting). If a deed of company arrangement is proposed at the watershed meeting, creditors will need to be present (in person or by general proxy) in order to vote on any resolution put to the meeting in respect of that deed of company arrangement.

If the creditors of the Company resolve to place the Company into liquidation then the future of the Company will be determined and the remaining resolution listed above will not be considered.

Creditor Name _____

Signed⁴: _____ **Date:** _____

Name: _____ **Position:** _____

Telephone No: _____ **Email address:** _____

Postal votes must be received by the Administrators no later than **12 pm on Tuesday, 7 February 2017** and should be sent to any of the Administrators' addresses:

Post: Wynyard (NZ) Limited (Administrators Appointed)
PO Box 982, Shortland Street, Auckland 1140
Fax: +64 9 377 7794
Email: wynyard@kordamentha.com
Courier: Level 16, 45 Queen Street, Auckland, 1010

³ For example, Company, body corporate, trust or individual

⁴ By an authorised representative (in accordance with the Appointment of Proxy Form, as required)

Attachment 5: Appointment of Proxy Form

Appointment of Proxy for Wynyard Group Limited (Administrators Appointed) Company No. 3692077 ('the Company')
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1. Full Name and Contact Details of Creditor (please print)

Creditor⁵ name

Telephone number

Address

2. Appointment of a Proxy (please complete)

I/We, a creditor of the Company in voluntary administration, appoint:

Name: Position:.....

as my/our general / special [*delete one*] proxy, **or** in his/her absence

to vote at the watershed meeting of creditors to be held on **Wednesday, 8 February 2017 at 2.00 pm** at Simpson Grierson, Level 28, Lumley Centre, 88 Shortland Street, Auckland, or at any adjournment of that meeting.

3. Voting by your Proxy

If appointed as a general proxy, he/she determines on my/our behalf. The Chairperson of the watershed meeting will not accept appointments as general proxy.

My/our special proxy is instructed to vote for some or all resolutions, specifically in the manner set out below (please tick).

Resolution	For	Against	Abstain
1. It is resolved that the Company be placed into liquidation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. It is resolved that the Administration end and control of the Company be returned to the Company's directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

As noted in the Administrators' Report, a deed of company arrangement has not been proposed to, or submitted by, creditors and therefore is not an option for creditors to consider (unless another creditor proposes a deed of company arrangement at the watershed meeting). If a deed of company arrangement is proposed at the watershed meeting, creditors will need to be present (in person or by general proxy) in order to vote on any resolution put to the meeting in respect of that deed of company arrangement.

If the creditors of the Company resolve to place the Company into liquidation then the future of the Company will be determined and the remaining resolution listed above will not be considered.

⁵ For example, Company, body corporate, trust or individual

4. Signature Section

Print Name

**If you are signing on behalf of a company,
this signature is your confirmation that
you hold the authority necessary to do so**

Dated this

Signature

Proxy forms must be received by the Administrators **no later than 12 pm on Tuesday, 7 February 2017** and should be sent to any of the Administrators' addresses:

Post: Wynyard Group Limited (Administrators Appointed)
PO Box 982
Shortland Street
Auckland 1140

Fax: +64 9 377 7794

Email: wynyard@kordamentha.com

Courier: Level 16, 45 Queen Street, Auckland, 1010

Attachment 5: Appointment of Proxy Form

**Appointment of Proxy for
Wynyard (NZ) Limited (Administrators Appointed)
Company No. 4370298 ('the Company')**

1. Full Name and Contact Details of Creditor (please print)

Creditor¹ name

Telephone number

Address

2. Appointment of a Proxy (please complete)

I/We, a creditor of the Company in voluntary administration, appoint:

Name: Position:.....

as my/our general / special [*delete one*] proxy, **or** in his/her absence

to vote at the watershed meeting of creditors to be held on **Wednesday, 8 February 2017 at 2.00 pm** at Simpson Grierson, Level 28, Lumley Centre, 88 Shortland Street, Auckland, or at any adjournment of that meeting.

3. Voting by your Proxy

If appointed as a general proxy, he/she determines on my/our behalf. The Chairperson of the watershed meeting will not accept appointments as general proxy.

My/our special proxy is instructed to vote for some or all resolutions, specifically in the manner set out below (please tick).

Resolution	For	Against	Abstain
1. It is resolved that the Company be placed into liquidation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. It is resolved that the Administration end and control of the Company be returned to the Company's directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

As noted in the Administrators' Report, a deed of company arrangement has not been proposed to, or submitted by, creditors and therefore is not an option for creditors to consider (unless another creditor proposes a deed of company arrangement at the watershed meeting). If a deed of company arrangement is proposed at the watershed meeting, creditors will need to be present (in person or by general proxy) in order to vote on any resolution put to the meeting in respect of that deed of company arrangement.

If the creditors of the Company resolve to place the Company into liquidation then the future of the Company will be determined and the remaining resolution listed above will not be considered.

¹ For example, Company, body corporate, trust or individual

4. Signature Section

Print Name

**If you are signing on behalf of a company,
this signature is your confirmation that
you hold the authority necessary to do so**

Dated this

Signature

Proxy forms must be received by the Administrators **no later than 12 pm on Tuesday, 7 February 2017** and should be sent to any of the Administrators' addresses:

Post: Wynyard (NZ) Limited (Administrators Appointed)
PO Box 982
Shortland Street
Auckland 1140

Fax: +64 9 377 7794

Email: wynyard@kordamentha.com

Courier: Level 16, 45 Queen Street, Auckland, 1010

Attachment 6: Further notes on conduct of meetings and completion of forms

Creditor Claim Form - refer to Attachment 3

We encourage all creditors to submit a creditor's claim form **if they have not done so already**.

It is a creditor's responsibility to prove their claim to the satisfaction of the Administrators. Acceptance of any claim will be initially for voting purposes only and does not constitute acceptance of the claim for later purposes.

When lodging claim forms, creditors should make sure that:

- the claim form is fully completed
 - adequate documentary evidence, as described below, is attached to the claim form.
1. Insert the full name and address of the creditor, the amount you are owed inclusive of GST and then separately identify the GST component.
 2. Under 'Particulars of Claim':
 - Insert the date the debt arose. If you only have a couple of invoices, list each invoice date. If there are more invoices than fit into the table, you can insert a date range and provide further details in an attachment
 - In the 'Details of Claim' section,
 - provide details as to the substantiating documentation you have attached. e.g. 'copies of invoices', 'copy of hire agreement' etc.
 - explain how the debt arose. e.g. 'services provided to the company on [date]' or 'goods sold to the company on [date]'
 - Include the amounts owed (inclusive of GST) on each invoice. If there are more invoices than fit into the table, you can insert the total owed and provide further details in an attachment
 3. Please make sure you attach full supporting documentation to prove your claim.

What do you need to attach?

We are not able to make a determination on a claim unless sufficient documentary evidence is attached to your creditor claim form. Outlined below are examples of the type of documents we would expect to see attached.

Trade creditors

- Statements and supporting invoice(s) showing the amount of the debt
- Purchase orders and delivery dockets if available
- Agreements on terms of trade

Leases

- Copy of the lease
- Statement showing amounts outstanding under the lease, differentiating between amounts outstanding at the date of our appointment and any amounts due in the future.

Prior to the Watershed Meeting

Proxies and postal votes must be received at the Administrators' relevant address **by 12 pm on Tuesday, 7 February 2017**, failing which creditors or their proxies may be excluded from voting at the meeting.

Postal Voting Form - refer to Attachment 4

A Postal Voting Form should be submitted if you are unable to attend the watershed meeting of creditors and do not wish to appoint a proxy to vote on your behalf. If the Administrator admits the claim form for the purposes of voting at a meeting, your vote will be recorded in that amount.

Proxy Form - refer to Attachment 5

1. Insert the full name and address of the creditor entitled to attend the meeting. This will be a given name and surname of the creditor if you are entitled to attend in your personal capacity or the name of the creditor company if the creditor entitled to attend is a corporate entity. If you wish to, you can include a telephone number to make it easy for us to contact you.
2. In Section 2, insert the name of the person you appoint as your proxy (you may insert "the Chairperson of the meeting" if you wish) and then insert the name of the company the proxy holder represents or works for (not needed if you have nominated the Chairperson as your proxy).
3. If the proxy is a general proxy delete "special". This means the proxy votes as they see fit at the meeting. The Chairperson of the meeting will not accept appointments as general proxy.
4. You may appoint an alternate proxy where it states "...or in his/her absence" who may act if your first appointed proxy cannot attend the meeting. You may insert "the Chairperson of the meeting" if you wish.
5. If you wish to appoint a special proxy, this means they must act in accordance with your exact instructions. In many cases, we will include the resolutions to be put before meetings and you are able to tick the way in which you want your proxy to vote. If you do wish to appoint a special proxy, you need to delete "general" and then tick the relevant box for each resolution to be put before the meeting.
6. Section 4 is where you sign the proxy form. Date and sign the Proxy Form using one of the following various forms of execution:
 - Sole Trader: Sign the proxy yourself
 - Partnership: e.g. sign: "ABC Partners per John Smith Partner"
 - Company:
 - a. By a director or secretary
 - b. By a person duly authorised to sign on behalf of the company, either as the company's attorney or Authorised Representative

At the meeting

Please arrive at the meeting with enough time to complete the registration process. Registration includes acceptance of your claim for voting purposes. Unless you are registered, you will not be entitled to vote.

We suggest you allow 20 minutes for registration. We regret we are unable to be more precise as we do not yet know how many creditors will attend in person.

Please note that a corporate creditor can only be represented at a creditors' meeting by proxy or by a representative appointed under clauses 6 and 9 of schedule 5 of the Act. Accordingly, please ensure that any representative of a corporate creditor who is to attend the creditors' meeting in person brings with them written evidence of their authority to represent the relevant corporate creditor – and satisfactory identification – to the meeting.

Voting

To vote at any creditors' meeting, you must lodge details of your debt or claim with the Administrators. The Administrators shall determine whether or not to accept any debt or claim for voting purposes. For the purposes of voting at the creditors' meeting the Administrators may estimate the amount of any claim that is uncertain.

A vote on any resolution put to the watershed meeting shall be conducted by a paper ballot.

A resolution is adopted if more than 50% of a Company's creditors by number, and more than 75% of its creditors by value, who are voting (in person or by proxy or by postal vote) vote in favour of the resolution.

If voting according to number results in a deadlock, the Chairperson may exercise a casting vote in respect of the vote by value. The Chairperson will be the Administrator.

As noted in the Administrators' Report, a deed of company arrangement has not been proposed to, or submitted by, creditors. Is it not therefore an option for creditors to consider (unless a creditor proposes a deed of company arrangement at the watershed meeting). If a deed of company arrangement is proposed at the watershed meeting, creditors will need to be present (in person or by general proxy) in order to vote on any resolution put to the meeting in respect of that deed of company arrangement.

If the creditors of the company resolve to place the company in liquidation then the future of the Company will be determined and the remaining resolutions referred to in the notice of meeting will not be considered.