

Form 5011

Corporations Act 2001

s436E, 439A

Insolvency Practice Rules (Corporations) 2016

s75-145(1)(c)

Copy of minutes of meeting

Liquidator details

Registered liquidator number

506498

Registered liquidator name

ANDREW JOHN MCCABE

Company details

Company name

SARGON CAPITAL PTY LTD

608 799 873

Section under which minutes are lodged

Date of meeting

08-04-2020

Are the minutes being lodged for a meeting convened under s436E, or s439A of the Corporations Act 2001?

Yes

Certification

I certify that the attached minutes of meeting are a true copy of the original minutes of meeting signed by the chair of the meeting as identified in the minutes.

Yes

Authentication

This form has been authenticated by
Name ANDREW JOHN MCCABE
This form has been submitted by
Name Andrew MCCABE
Date 14-04-2020

For more help or information

Web www.asic.gov.au
Ask a question? www.asic.gov.au/question
Telephone 1300 300 630

SECOND MEETING OF CREDITORS OF SARGON CAPITAL PTY LIMITED (“SARGON”) A.C.N. 608 799 873 (RECEIVERS & MANAGERS APPOINTED)(ADMINISTRATORS APPOINTED) HELD AT 11:45AM AEST ON 8 APRIL 2020 AS A VIRTUAL MEETING

CREDITORS AND OBSERVERS AND IN ATTENDANCE

As per the attached meeting attendance registers.

CHAIRPERSON

Andrew McCabe, Joint and Several Administrator of the Company, opened the meeting at 11:45am (AEST) and introduced James Le Messurier, Patrick Skippen and Angus Malouf of Wexted Advisors.

Mr McCabe advised that pursuant to section 75-50(2) of the Insolvency Practice Rules (Corporations) 2016 (IPR) he would act as Chairperson of the meeting. The Chairperson advised that due to the recent COVID-19 (“Coronavirus”) the meeting was being held as a virtual meeting by teleconference facilities.

NOTICE OF MEETING

The Chairperson advised that the meeting had been called in accordance with the Notice of Meeting dated 1 April 2020, the meeting was advertised on the ASIC Insolvency Notices website <https://insolvencynotices.asic.gov.au> on 1 April 2020.

QUORUM AND DECLARATION OF CONVENIENCE

The Chairperson then advised, in accordance with section 75-105 of the IPR that a quorum was present, and in accordance with section 75-30 of the IPR, that the meeting was being held at a time and place convenient to the majority of persons entitled to receive notice of the meeting.

The Chairperson tabled the Attendance Register and the Observer Register. The Chairperson advised that the registers were available for inspection at the meeting and will be lodged with ASIC pursuant to section 75-145 of the IPR.

DOCUMENTS TABLED

The Chairperson tabled the following documents:

- Notice of Meeting dated 1 April 2020;
- Attendance Register and Observer Register;
- Advertisement from ASIC website dated 1 April 2020;
- Administrators’ Report to Creditors dated 1 April 2020;
- Form 530 – Statement of Posting for Administrators’ Report to Creditors;
- Form 507 ROCAP received from Mr Kingston and lodged with ASIC;
- DIRRI dated 9 March 2020 – Declaration of Independence, Relevant Relationships and Indemnities; and
- Proofs of debt forms and proxy forms received.

PURPOSE OF MEETING

The Chairperson advised the meeting had been convened pursuant to Section 439A of the Corporations Act and that the purpose of meeting was for creditors to resolve the future of the Company, being one of the following options:

1. Administration to end, control of the Company reverts to the Directors; or
2. The Company enters into Liquidation; or
3. Accept a proposal for a Deed of Company Arrangement (DOCA).

The Chairperson advised no DOCA proposal, or alternate liquidator nominations were received prior to the meeting. It was noted that this limits the alternatives available to creditors to winding up the Company, or for the Administration to end and the Company be handed back to the Directors. The Chairperson advised creditors as outlined in the Administrators' Report the Company is insolvent, and therefore he cannot recommend that control of the Company revert to the Director.

The Chairperson advised Creditors may also resolve for the meeting to be adjourned for a period of up to 45 business days, however, as there is no DOCA proposal or sale of business for creditors to consider at this time, or expected to be received in the future, the Chairperson did not recommend for the meeting be adjourned.

ADMINISTRATORS' REPORT TO CREDITORS

The Chairperson advised that a copy of the Report was circulated to all known creditors of the Company and assumed creditors had read the Report.

The Chairperson noted that the Report provides a summary of the Company's affairs, the reasons for failure, the administrators preliminary investigations and the Administrators' recommendation that the Company be wound up.

QUESTIONS

The Chairperson opened the meeting for questions.

Ms Carolyn Butler representing Hong Kong Trust Company asked the Chairperson if any proposals had been received from the Directors as an alternative to liquidation. The Chairperson advised that no DOCA proposals had been received from the Directors or from any third party.

Mr Craig McMenemy in his capacity as an observer for GrowthOps Services Pty Limited ("GrowthOps") asked the Chairperson what effect the liquidation would have on GrowthOps claimed against the Company. The Chairperson allowed the question to be raised by the Mr McMenemy as an observer, and advised the transition of the Company from Voluntary Administration to Liquidation would not impact on the value of GrowthOps claim in the administration. Mr McMenemy, as an observer, requested this be noted for the purpose of the minutes of the meeting. The Chairperson confirmed this would be noted in the minutes.

There was general discussion regarding the sale process being conducted by the external administrators of several subsidiary companies and the potential for any distribution of the sale proceeds to mitigate claims against the Company.

The Chairperson asked if there were any further questions. There were no further questions.

RESOLUTIONS

All motions were to be resolved on the voices, unless a poll is demanded (IPR 75-110).

A poll could be demanded before or on the declaration of a result on the voices by:

- (a) The Chairperson; or
- (b) A person participating entitled to vote at the meeting.

A resolution on a poll is carried if (IPR 75-115(1)):

- a. a majority of the creditors voting (whether in person, by attorney or by proxy) vote in favour of the resolution; and
- b. a majority in value of the creditors voting in favour of the resolution.

RESOLUTION 1 – FUTURE OF THE COMPANY

The Chairperson proposed the following resolution:

“That the Company be wound up and Joseph Hayes and Andrew McCabe of Wexted Advisors be appointed as Joint and Several Liquidators of the Company.”

It was moved by: Pharos Financial Group Pty Limited
Seconded by: Hong Kong Trust Company

The resolution was passed unanimously on the voices at the meeting.

RESOLUTION 2 – ADMINISTRATORS’ CURRENT REMUNERATION

The Chairperson proposed the following resolution:

“That the remuneration of the Joint and Several Voluntary Administrators for the period from 8 March 2020 to 27 March 2020, calculated on hours spent by the Joint and Several Voluntary Administrators, their partners and their staff, at the hourly rates detailed in the schedule of rates forming part of the Initial Remuneration Notice provided to creditors, be approved in the amount of \$63,135.00 (exclusive of GST), and that the Joint and Several Voluntary Administrators can draw the remuneration immediately or as required.”

It was moved by: Pharos Financial Group Pty Limited
Seconded by: Hong Kong Trust Company

The resolution was passed unanimously on the voices at the meeting.

RESOLUTION 3 – ADMINISTRATORS’ FUTURE REMUNERATION

The Chairperson proposed the following resolution:

“That the remuneration of the Joint and Several Voluntary Administrators for the period from 28 March 2020 to 8 April 2020, calculated on hours spent by the Joint and Several Voluntary Administrators, their partners and their staff, at the hourly rates detailed in the schedule of rates forming part of the Initial Remuneration Notice provided to creditors, be approved in the amount of \$40,000 (exclusive of GST), and that the Joint and Several Voluntary Administrators can draw the remuneration on a monthly basis or as required.”

It was moved by: Pharos Financial Group Pty Limited
Seconded by: Hong Kong Trust Company

The resolution was passed unanimously on the voices at the meeting.

RESOLUTION 4 – ADMINISTRATORS’ INTERNAL DISBURSEMENTS

The Chairperson proposed the following resolution:

“That the internal disbursements of the Joint and Several Voluntary Administrators for the period from 8 March 2020 to the finalisation of the administration, calculated utilising the rates of charge detailed in the Initial Remuneration Notice provided to creditors, be approved in the amount of \$2,000 (exclusive of GST), and that the Joint and Several Voluntary Administrators can draw the internal disbursements on a monthly basis or as required.”

It was moved by: Pharos Financial Group Pty Limited
Seconded by: Hong Kong Trust Company

The resolution was passed unanimously on the voices at the meeting.

RESOLUTION 5 – LIQUIDATORS’ REMUNERATION

The Chairperson proposed the following resolution:

“That the remuneration of the Joint and Several Liquidators for the period from 8 April 2020 to the finalisation of the liquidation, calculated on hours spent by the Joint and Several Liquidators, their partners and their staff, at the hourly rates detailed in the schedule of rates forming part of the Initial Remuneration Notice provided to creditors, be approved in the amount of \$200,000 (exclusive of GST), and that the Joint and Several Liquidators can draw the remuneration on a monthly basis or as required.”

It was moved by: Pharos Financial Group Pty Limited
Seconded by: Hong Kong Trust Company

The resolution was passed unanimously on the voices at the meeting.

RESOLUTION 6 – LIQUIDATORS’ INTERNAL DISBURSEMENTS

The Chairperson proposed the following resolution:

“That the internal disbursements of the Joint and Several Liquidators for the period from 8 April 2020 to the finalisation of the liquidation, calculated utilising the rates of charge detailed in the Initial Remuneration Notice provided to creditors, be approved in the amount of \$5,000 (exclusive of GST), and that the Joint and Several Liquidators can draw the internal disbursements on a monthly basis or as required.”

It was moved by: Pharos Financial Group Pty Limited
Seconded by: Hong Kong Trust Company

The resolution was passed unanimously on the voices at the meeting.

RESOLUTION 7 – COMMITTEE OF INSPECTION

The Chairperson provided an overview of the role of a Committee of Inspection (COI).

There was a general discussion regarding the merits of appointing a Committee and whether there were any nominations for a COI. There were no nominations.

The Chairman noted he held special proxies voting against a COI being formed.

No resolution was proposed by creditors of the Company for a COI to be formed for the Company.

RESOLUTION 8 – DESTRUCTION OF BOOKS AND RECORDS

The Chairman proposed the following resolution:

“That subject to obtaining approval from the Australian Securities and Investments Commission pursuant to subsection 70-35(3)(b) of the Insolvency Practice Schedule (Corporations), the books and records of the Company and of the Liquidators may be destroyed by the Liquidators within a period of 12 months after the deregistration of the Company”

It was moved by: Pharos Financial Group Pty Limited
Seconded by: Hong Kong Trust Company

The resolution was passed unanimously on the voices at the meeting.

QUESTIONS

The Chairperson asked if there were any further questions from creditors. No further questions were raised.

CLOSURE OF MEETING

The Chairperson thanked those present for attending and there being no further business declared the meeting closed at 12:12pm.










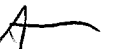




Andrew McCabe
Chairperson

Second meeting of creditors of Sargon Capital Pty Limited
 (Receivers and Managers Appointed) (Administrators Appointed)
 Held as a Virtual Meeting by teleconference facilities
 On 8 April 2020 at 11:45AM AEST

Corporations Act 2001
 Insolvency Practice Rules (Corporations) 2016
 Rule 75-145(4)

Attendance register



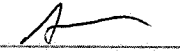
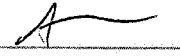
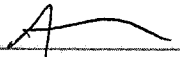

Creditor Name	Representative name	Proof of debt amount (\$)	Admitted voting amount (\$)	Representative Signature	Proxy Type	Related Party	Shares Held
Compliance and Financial Services Pty Ltd	Jeffrey Tidswell	5,128,458.00	5,128,548.00		General	No	
David Chen	David Chen	31,169,000.00	209,000.00			Yes	
Diversa Pty Ltd	Ashley Fenton	31,261,935.28	31,261,935.28		General	Yes	
Hong Kong Trust Company	Carolyn Ann Butler	1,408,321.50	1,408,321.50		General	Yes	
Madison Financial Group Pty Ltd	Daniel Walley	410,000.00	410,000.00		General	Yes	
Nexus Trust New Zealand Ltd	Gaston Vago	4,901.56	4,901.56		Special	No	
Pharos Financial Group Pty Ltd	Mark Perry	8,394,713.80	8,394,713.80		Special	No	
ProActive Portfolios Pty Ltd	Daniel Walley	1,040,000.00	1,040,000.00		General	Yes	
Taiping Trustees Limited	Shaun Fraser	99,452,283.79	99,452,283.79			No	
Trimantium Investment Management Pty Ltd (Receivers and Managers Appointed)	Shaun Fraser	10,414,717.98	10,414,717.98			Yes	
WealthPortal Pty Limited	Daniel Walley	1,160,000.00	1,160,000.00		General	Yes	
Other creditors		2,751,823.89	-				
TOTAL		192,596,155.80	158,884,421.91				

Note: As this was a Virtual Meeting convened due to COVID-19, all creditors attended by telephone. The Chairperson signed the register on behalf of all attendees.

Second meeting of creditors of Sargon Capital Pty Limited
(Receivers and Managers Appointed) (Administrators Appointed)
Held as a Virtual Meeting by Teleconference Facilities
On 8 April 2020 at 11:45AM AEST

Corporations Act 2001
Insolvency Practice Rules (Corporations) 2016
Rule 75-145(4)

Observer register

No.	Company Name	Representative name	Representative signature
1	Compliance and Financial Services Pty Ltd	Narin Xavier de Saini	
2	GrowthOps Services Pty Ltd	Clint Cooper	
3	GrowthOps Services Pty Ltd	Craig McMenamain	
4	GrowthOps Services Pty Ltd	Catherine Fearn	
5	Diversa Pty Ltd	Mark Hodge	
6	Taiping Trustees Limited	Damien Pasfield	

Note: As this was a Virtual Meeting convened due to COVID-19, all creditors attended by telephone. The Chairperson signed the register on behalf of all attendees.