

**Amber Power Holdings Limited (In Liquidation)**  
**ACN 600 813 410**  
**(“the Company”)**

**Statutory Report to Creditors**

Section 70-50 of the Insolvency Practice Schedule (Corporations) 2016 [IPS-C]  
Section 70-40 of the Insolvency Practice Rules (Corporations) 2016 [IPR-C]

**DATE OF REPORT**

4 March 2020

**DATE OF APPOINTMENT**

23 December 2019

**EXTERNAL ADMINISTRATORS**

Joseph Hayes and Andrew McCabe

**CONTACT**

Angus Malouf  
(02) 9210 1708  
Email: [amalouf@wexted.com](mailto:amalouf@wexted.com)

Wexted Advisors  
Level 12, 28-34 O’Connell Street  
SYDNEY NSW 2000



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## 1. Executive summary

We refer to our appointment as Joint and Several Liquidators of Amber Power Holdings Limited (In Liquidation) on 23 December 2019 and our Initial Report to Creditors dated 9 January 2020.

This report is mandatory under section 70-40 of the Insolvency Practice Rules (Corporations) 2016 (Cth) ("Rules"). The purpose of the report is to:

- Provide creditors with an update on the progress of the Liquidation; and
- Advise creditors of the likelihood of a dividend being paid in the Liquidation

As advised in our Initial Notice/Report to Creditors, we understand that the Company is an investment holding company. The Company's subsidiary Amber Power Pty Limited (In Liquidation) (APP) owned patents and performed / oversaw the research and development of technology. Creditors may remember we were also appointed as joint and several liquidators of APP since our appointment on 29 November 2019.

## 2. Assets and Liabilities

Below is a summary of the assets and liabilities of the Company.

Description \$'000	Report Section	Balance Sheet as at 29-Nov-19 (\$'000)	Expected Realisation (\$'000)
<b>Assets</b>			
Cash at bank	2.1	213	213
Trade and other receivables	2.2	406	-
R&D intangible asset	2.3	148	Unknown
Other assets	2.4	37	Unknown
<b>Total assets</b>		<b>805</b>	<b>213</b>
<b>Liabilities</b>			
Trade and other payables	2.5	(9)	(10)
Borrowings	2.6	(952)	-
Employee provisions	2.6	(713)	-
Convertible notes	2.7	(1,707)	Unknown
<b>Total liabilities</b>		<b>(3,381)</b>	<b>(10)</b>
<b>Estimated surplus</b>		<b>(2,575)</b>	<b>203</b>

We provide the following commentary.

### 2.1 Cash at bank

We understand the Company operated two bank accounts with Westpac Banking Corporation (WBC) with a combined balance of \$213K as at the date of our appointment.

To date we have recovered \$213K from the company accounts held with WBC.

Upon our appointment we wrote to all major financial institutions in Australia to search for any other accounts held in the company name. To date, our searches have not identified any other bank accounts operated by the Company.



## **2.2 Trade and other receivables**

The Company's balance sheet disclosed an amount of \$406K in trade and other receivables at the date of our liquidation. We understand this amount relates to intercompany loans made to APP. We are unsure of the recoverability of those loans at this stage in the Liquidation. We note that the outcome of the APP liquidation will impact on the recovery of this loan.

## **2.3 R&D intangible asset**

The Company's balance sheet disclosed an amount of \$148K in intangible assets at the date of liquidation. We understand this asset is the historical capitalised costs relating to research and development of the Company's technology (the Technology). As the Technology remains unproven, we are unsure of the realisable value of the R&D intangible asset.

## **2.4 Other assets**

The Company's balance sheet disclosed \$37K in other assets as at the date of liquidation. This included \$18K in prepayments which understand are not recoverable. The remaining \$19K is the Company's investment in APP. The value of the investment in APP is contingent on the outcome of the liquidation of APP.

## **2.5 Trade and other payables**

The Company's balance sheet disclosed c. \$9K of trade and other payables as at the date of our appointment. However, to date we have received proof of debt claims relating to accounts payable totalling c. \$10K.

## **2.6 Employee entitlements and borrowings**

The Company's balance sheet disclosed \$952K in Borrowings and \$713K in Employee entitlements at the date in liquidation. We understand that these claims are all contingent on the Company achieving performance milestones in relation to the Technology, which we understand has not been achieved. For this reason, we do not believe these claims will rank as admitted claims.

## **2.7 Convertible notes**

The Company's balance sheet disclosed convertible notes of \$1.7M at the date of liquidation. We understand that the noteholders have security over the assets of the company.

The Liquidators are currently in dialogue with the Noteholders to structure an agreement to transfer the remaining assets, licences, contracts and agreements to the Noteholders.

## **3. Enquiries undertaken to date**

At the date of this Report, we have undertaken our statutory duties and made inquiries into the Company's affairs. We provide a summary of the key tasks undertaken to date:

- Notifying ASIC and other authorities of our appointment and lodging statutory forms;
- Securing cash at bank on appointment and liaising with CBA to establish the Liquidators' bank accounts;
- Liaising with insurance specialist to obtain appropriate initial and ongoing insurance requirements;
- Liaising with Amber Power regarding the collection and reconciliation of outstanding debtors;
- Preparing Initial Report to Creditors dated 9 December 2019;
- Securing Company books and records; and
- Collecting of creditor proof of debts and supporting documentation.



#### 4. Further inquiries that may be undertaken

The following tasks may be undertaken prior to the finalization of the liquidation:

- Realise all remaining assets of the Company, including the outstanding debtors;
- Finalise the transfer of all remaining assets, licences, contracts and agreements to the secured noteholders;
- Obtain a section 260-45 Tax Clearance from the ATO to enable a distribution to creditors;
- Adjudicate on creditors' claims;
- Prepare and pay a dividend to ordinary unsecured creditors of the Company;
- Finalise the liquidation period accounts and attend to statutory lodgements;
- Distribute surplus funds to Shareholders;
- Attend to statutory lodgments to finalise liquidation; and
- Notify ASIC of the finalisation of the liquidation and request deregistration of Company.

If we receive a request for a meeting of creditors that complies with the guidelines set out in the initial information provided to you, we will hold a meeting of creditors. At this stage we do not consider a meeting of creditors is necessary, however this is matter for creditors to determine.

#### 5. Likelihood of a dividend

As the Company is solvent, it is expected that any admitted creditor claims will be paid in full.

We request all parties claiming to be creditors provide a completed Proof of Debt form (attached to this report as **Annexure A**) to our office on or before **31 March 2020**. Creditors are advised that payment of the dividend is subject to receipt of the ATO Tax Clearance and the adjudication of creditors' claims. Attached to this report is a notice of intention to declare a dividend at **Annexure B**.

We note that to date we have not adjudicated on creditors' claims and therefore, all claims are subject to verification. We will adjudicate on the validity of each claim based on the supporting information provided by creditors.

#### 6. Possible recovery actions

To date we have not been made aware of any potential recovery actions available for creditors. As detailed in this report, the Company is solvent, and we expect to pay all creditors in full.


If creditors are aware of any potential recovery actions, please contact Angus Malouf on (02) 9210 1708 or via email at [amalouf@wexted.com](mailto:amalouf@wexted.com).

#### 7. Enquiries

Should you have any enquiries please contact Angus Malouf of this office on (02) 9210 1708 or by email at [amalouf@wexted.com](mailto:amalouf@wexted.com).

DATED this 4<sup>th</sup> day of March 2020  
**Amber Power Holdings Limited (in Liquidation)**

  
Joseph Hayes  
Joint and Several Liquidator

  
Andrew McCabe  
Joint and Several Liquidator

FORMAL PROOF OF DEBT OR CLAIM (GENERAL FORM)

1. To the Joint and Several Liquidators of Amber Power Holdings Limited (In Liquidation)  
This is to state that the company was, on 23 December 2019 <sup>(1)</sup> and still is, justly and truly indebted to<sup>(2)</sup> (full name):

.....  
(‘Creditor’)

.....  
of (full address)

for \$ ..... dollars and ..... cents.

Particulars of the debt are:

Date	Consideration <sup>(3)</sup> state how the debt arose	Amount \$	GST included \$	Remarks <sup>(4)</sup> include details of voucher substantiating payment

2. To my knowledge or belief the creditor has not, nor has any person by the creditor's order, had or received any manner of satisfaction or security for the sum or any part of it except for the following: .....

Insert particulars of all securities held. Where the securities are on the property of the company, assess the value of those securities. If any bills or other negotiable securities are held, specify them in a schedule in the following form:

Date	Drawer	Acceptor	Amount \$ c	Due Date

I am **not** a related creditor of the Company <sup>(5)</sup>

I am a related creditor of the Company <sup>(5)</sup>  
relationship: .....

**If the form is being used for the purpose of voting at a meeting:**

Is the debt you are claiming assigned to you?

No  Yes

**If yes**, attach written evidence of the debt, the assignment and consideration given.

Attached

**If yes**, what value of consideration did you give for the assignment (eg, what amount did you pay \$ for the debt?) .....

3A.<sup>(6)\*</sup> I am employed by the creditor and authorised in writing by the creditor to make this statement. I know that the debt was incurred for the consideration stated and that the debt, to the best of my knowledge and belief, still remains unpaid and unsatisfied.

3B.<sup>(6)\*</sup> I am the creditor's agent authorised to make this statement in writing. I know that the debt was incurred and for the consideration stated and that the debt, to the best of my knowledge and belief, still remains unpaid and unsatisfied.

DATED this                      day of                      2020

Signature of Signatory.....

NAME IN BLOCK LETTERS .....

Occupation .....

Address .....

**See Directions overleaf for the completion of this form**

**OFFICE USE ONLY**

POD No:		ADMIT (Voting / Dividend) - Ordinary	\$
Date Received:	/ /	ADMIT (Voting / Dividend) – Preferential	\$
Entered into CORE IPS:		Reject (Voting / Dividend)	\$
Amount per ROCAP	\$	Object or H/Over for Consideration	\$
<b>Reason for Admitting / Rejection</b>			
PREP BY/AUTHORISED		<b>TOTAL PROOF</b>	\$
DATE AUTHORISED	/ /		

### Proof of Debt Form Directions

- \* Strike out whichever is inapplicable.
- (1) Insert date of Court Order in winding up by the Court, or date of resolution to wind up, if a voluntary winding up.
- (2) Insert full name and address (including ABN) of the creditor and, if applicable, the creditor's partners. If prepared by an employee or agent of the creditor, also insert a description of the occupation of the creditor.
- (3) Under "Consideration" state how the debt arose, for example "goods sold and delivered to the company between the dates of .....", "moneys advanced in respect of the Bill of Exchange".
- (4) Under "Remarks" include details of vouchers substantiating payment.
- (5) Related Party / Entity: Director, relative of Director, related company, beneficiary of a related trust.
- (6) If the Creditor is a natural person and this proof is made by the Creditor personally. In other cases, if, for example, you are the director of a corporate Creditor or the solicitor or accountant of the Creditor, you sign this form as the Creditor's authorised agent (delete item 3A). If you are an authorised employee of the Creditor (credit manager etc), delete item 3B.

### Annexures

- A. If space provided for a particular purpose in a form is insufficient to contain all the required information in relation to a particular item, the information must be set out in an annexure.
- B. An annexure to a form must:
  - (a) have an identifying mark;
  - (b) and be endorsed with the words:
    - i) "This is the annexure of *(insert number of pages)* pages marked *(insert an identifying mark)* referred to in the *(insert description of form)* signed by me/us and dated *(insert date of signing)*;  
and
  - (c) be signed by each person signing the form to which the document is annexed.
- C. The pages in an annexure must be numbered consecutively.
- D. If a form has a document annexed the following particulars of the annexure must be written on the form:
  - (a) the identifying mark; and
  - (b) the number of pages.
- E. A reference to an annexure includes a document that is with a form.

FORM 548  
CORPORATIONS ACT 2001

Subregulation 5.6.65(1)

NOTICE TO CREDITOR OR PERSON CLAIMING TO BE A CREDITOR  
OF INTENTION TO DECLARE A FIRST & FINAL DIVIDEND

AMBER POWER HOLDINGS LIMITED (IN LIQUIDATION)  
ACN 600 813 410 ("THE COMPANY")

A first & final dividend is to be declared on 30 April 2020, for the Company.


You are required formally to prove your debt or claim on or before 31 March 2020.

If you do not, I will exclude your claim from participation, and I will proceed to make a final dividend without having regard to it.


A Formal Proof of Debt form is enclosed.

DATED this 4<sup>th</sup> day of March 2020

**Amber Power Holdings Limited (In Liquidation)**



Joseph Hayes  
**Joint and Several Liquidator**



Andrew McCabe  
**Joint and Several Liquidator**