

**Amber Power Pty Limited (In Liquidation)
ACN 125 389 639
("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

28 February 2020

DATE OF APPOINTMENT

29 November 2019

EXTERNAL ADMINISTRATORS

Joseph Hayes and Andrew McCabe

CONTACT

Angus Malouf
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Wexted Advisors
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SYDNEY NSW 2000



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1. Executive summary

We refer to our appointment as Joint and Several Liquidators of Amber Power Pty Limited (In Liquidation) (the Company) on 29 November 2019 and our Initial Report to Creditors dated 10 December 2019.

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.

The Company owned patents and performs / oversees the research and development of technology. We understand the company determined the technology was no longer viable for continued investment, hence the Company made a commercial decision to cease investment and wind up operations. The Company ceased trading prior to our appointment.

As advised in our Initial Report to Creditors, the Company is a wholly owned subsidiary of Amber Power Holdings Limited (in Liquidation) (APH), an investment holding company. Since our appointment as Liquidators of the Company, we were also appointed as Joint and Several Liquidators of APH on 23 December 2019 by resolution of APH's members.

2. Assets and Liabilities

Below is a summary the Company's Balance Sheet as at the date our appointment.

Description \$'000	Report Section	Balance Sheet as at 29-Nov-19 (\$'000)	Expected Realisation (\$'000)
Assets			
Cash at bank	2.1	54	54
Trade and other receivables	2.2	-	102
GST receivable	2.3	(5)	-
R&D intangible asset	2.4	5,405	Unknown
Total assets		5,454	156
Liabilities			
Accounts payable	2.5	-	(10)
Contingent liabilities	2.6	(3,378)	-
Parent loan (APH)	2.7	(3,214)	Unknown
Total liabilities		(6,592)	(10)
Estimated surplus		(1,138)	146

We provide the following commentary.

2.1. Cash at bank

The Company operated two bank accounts with Westpac Banking Corporation (WBC) with a combined balance of \$54K as at the date of our appointment. To date we have recovered \$54K from the Company's 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 balance sheet did not disclose any amounts owing for trade receivables. However, since the date of appointment, the Liquidators have lodged and received a tax refund of \$102K from the Australian Taxation Office.

2.3. GST

The Company's balance sheet disclosed a GST liability of \$5K as at the date of liquidation. We understand this is an intercompany accounting entry relating to the payment of the Company's GST by APH.

2.4. R&D intangible asset

The Company's balance sheet disclosed an R&D intangible asset of \$5.4M as 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 at present unsure of the realisable value of the R&D intangible asset.

2.5. Accounts payable

The Company's balance sheet did not disclose any amounts owing in relation to accounts payable as at the date of appointment. However, to date we have received proof of debt forms relating to accounts payable totaling c. \$10K.

2.6. Contingent liabilities

The Company's balance sheet disclosed contingent liabilities of \$3.4M at the date of liquidation. The value of these liabilities is 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. To date we have not received any proofs of debt relating to contingent liabilities.

2.7. Parent loan

The Company's balance sheet disclosed a parent loan of \$3.2M in outstanding debtors at the date of liquidation. We are still considering the appropriate treatment of the parent loan.

3. Inquiries 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 10 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;
- Finalise the transfer of all remaining assets, licences, contracts and agreements to APH;
- 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 lodgments;
- Distribute surplus funds to APH, the sole Shareholder;
- 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.

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.

DATED this 28th day of February 2020
Amber Power Pty 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 Pty Limited (In Liquidation)
This is to state that the company was, on 29 November 2019 ⁽¹⁾ and still is, justly and truly indebted to⁽²⁾ (full name):

.....
(‘Creditor’)

.....
of (full address)

for \$ dollars and cents.

Particulars of the debt are:

Date	Consideration ⁽³⁾ state how the debt arose	Amount \$	GST included \$	Remarks ⁽⁴⁾ 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 ⁽⁵⁾
- I am a related creditor of the Company ⁽⁵⁾
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.^{(6)*} 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.^{(6)*} 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 20

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	\$
Reason for Admitting / Rejection			
PREP BY/AUTHORISED		TOTAL PROOF	\$
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 PTY LIMITED
(IN LIQUIDATION)
ACN 125 389 639 ("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 28th day of February 2020
Amber Power Pty Limited (in Liquidation)


Joseph Hayes
Joint and Several Liquidator


Andrew McCabe
Joint and Several Liquidator