

7 January 2025

TO THE CREDITOR AS ADDRESSED

Dear Sir/Madam

**LAND & HOMES GROUP LIMITED (ADMINISTRATOR APPOINTED)
ACN 090 865 357 (“the Company”)**

As you are aware, I was appointed Administrator of the Company on 2 December 2024 pursuant to Section 436A of the Corporations Act 2001.

A Second Meeting of Creditors to decide the future of the Company has been convened for Wednesday, 15 January 2025 at 11.00 am (“Second Meeting”).

In accordance with Rule 75-75 of the Insolvency Practice Rules (Corporations) 2016, a virtual meeting will be held utilising teleconference facilities and creditors are required to attend by electronic means. Creditors wishing to attend the meeting by electronic means can do so by way of using teleconference facilities.

The applicable teleconference facilities for the virtual meeting are as follows:

Topic	Second Meeting of Creditors
Toll Free Number	1800 062 923
Metered Access	07 3025 7522
Passcode	7761 9280 7197

The relevant documents prepared in relation to the Second Meeting are accessible by creditors from the following website:

Website	https://core.ips-docs.com
Username	2LANDMES1
Password	Xm5\$V97RdX

The documents in relation to the forthcoming Second Meeting include the following:

1. Notice of Meeting (**enclosed**).
2. Administrator’s Report providing a report on the Company’s business, property, affairs and financial circumstances. The Report also contains a statement setting out my opinion and reasons for these opinions on whether it would be in the creditors’ interests:
 - a. for the Company to execute a Deed of Company Arrangement; or
 - b. for the Company to be wound up; or
 - c. for the Administration to end.Creditors also have the option to adjourn the meeting for a period of up to forty-five (45) business days.
3. Remuneration Approval Report.
4. Formal Proof of Debt form for voting purposes (**enclosed**).
5. Instrument of Proxy (**enclosed**).
6. Creditors Electronic Communication Method Approval form (**enclosed**).
7. ARITA Information Sheet.

If you experience any difficulty in accessing the notices and documents made available to you via the creditor's portal with the above login details or do not have access to the internet and require a hard copy to be sent to you, please contact this office.

Should you have any queries in relation to the above, please contact Mitchell Kensitt of this office by telephone on (02) 8270 6900 or via email to mitchellk@hamiltonmurphy.com.au.

Yours faithfully



Geoffrey Trent Hancock
Administrator

Encl.

CORPORATIONS ACT 2001
Section 439A

*Rules 75-10 to 75-35 of the
Insolvency Practice Rules (Corporations) 2016*

**NOTICE OF SECOND MEETING OF
CREDITORS OF COMPANY UNDER ADMINISTRATION**

LAND & HOMES GROUP LIMITED (ADMINISTRATOR APPOINTED)
ACN 090 865 357 (“the Company”)

Notice is given that the Second Meeting of creditors of the Company will be held at Hamilton Murphy Advisory, Level 12, 503 Kent Street, Sydney, New South Wales, 2000 on Wednesday, 15 January 2025 at 11.00 am.

In accordance with Rule 75-75 of the Insolvency Practice Rules (Corporations) 2016 (“the Rules”), a virtual meeting will be held utilising teleconference facilities. Creditors are required to attend by electronic means only and no physical place for the meeting will be provided.

The applicable Microsoft Teams facilities for the virtual meeting via Microsoft Teams are as follows:

Topic	Second Meeting of Creditors
Toll Free Number	1800 062 923
Metered Access	07 3025 7522
Passcode	7761 9280 7197

AGENDA

1. To receive and consider the Administrator’s Report in relation to the Company’s affairs and any other matter raised relating to the Company’s future.
2. To fix the remuneration of the Administrator.
3. To fix the internal disbursements of the Administrator.
4. For creditors to resolve:
 - a. that the Company execute a Deed of Company Arrangement; or
 - b. that the administration should end; or
 - c. that the Company be wound up; or
 - d. that the meeting be adjourned for a period of not more than forty-five (45) business days.
5. If the Company is to execute a Deed of Company Arrangement:
 - a. to fix the remuneration of the Administrator; and
 - b. to fix the internal disbursements of the Administrator.
6. If the Company is to be wound up:
 - a. to appoint a Liquidator(s);
 - b. to consider appointing a Committee of Inspection (if appropriate);
7. Any other relevant business that may be lawfully brought forward.

A special proxy can be lodged showing approval or rejection of each resolution. Proxy forms must be lodged with my office by **4:00pm on the day prior to the meeting**. An attorney of the creditor must show the instrument by which he or she is appointed to the Chairperson of the meeting, prior to the commencement of the meeting.

Please note pursuant to Rule 75-35 of the Insolvency Practice Rules (Corporations) 2016 ("the Rules"), if you wish to participate in the teleconference meeting you must give to Mr Mitchell Kensitt of this office on mitchellk@hamiltonmurphy.com.au, not later than two (2) business days prior to the meeting a written statement setting out:

- (i) the name of the person and of the proxy or attorney (if any); and
- (ii) an address to which notices to the person, proxy or attorney may be sent; and
- (iii) a method by which the person, proxy or attorney may be contacted for the purposes of the meeting.

A person, or the proxy or attorney of a person, who participates in the meeting by telephone must pay any costs incurred by the person, proxy or attorney in participating and is not entitled to be reimbursed for those costs from the assets of the Company.

Proxies to be used at the meeting should be given to me as Administrator. A creditor can only be represented by proxy or by an attorney pursuant to Rules 75-150 and 75-155 of the Rules and, if a body corporate, by a representative appointed pursuant to Section 250D of the Act.

Creditors will not be entitled to vote at this meeting unless they have lodged particulars of their claim against the Company in accordance with Rule 75-85 of the Rules and that claim has been admitted for voting purposes wholly or in part by the Administrator.

Dated this 7th day of January 2025


Geoffrey Trent Hancock
Administrator

Hamilton Murphy Advisory
Level 12, 503 Kent Street
SYDNEY NEW SOUTH WALES 2000

Telephone: (02) 8270 6900

Rule 75-85 of the Rules: Entitlement to vote at meetings of creditors

- (1) A person other than a creditor (or the creditor's proxy or attorney) is not entitled to vote at a meeting of creditors.
- (2) Subject to subsections (3), (4) and (5), each creditor is entitled to vote and has one vote.
- (3) A person is not entitled to vote as a creditor at a meeting of creditors unless:
 - (a) his or her debt or claim has been admitted wholly or in part by the external administrator; or
 - (b) he or she has lodged, with the person presiding at the meeting, or with the person named in the notice convening the meeting as the person who may receive particulars of the debt or claim:
 - (i) those particulars; or
 - (ii) if required—a formal proof of the debt or claim.
- (4) A creditor must not vote in respect of:
 - (a) an unliquidated debt; or
 - (b) a contingent debt; or
 - (c) an unliquidated or a contingent claim; or
 - (d) a debt the value of which is not established;unless a just estimate of its value has been made.
- (5) A creditor must not vote in respect of a debt or a claim on or secured by a bill of exchange, a promissory note or any other negotiable instrument or security held by the creditor unless he or she is willing to do the following:
 - (a) treat the liability to him or her on the instrument or security of a person covered by subsection (6) as a security in his or her hands;
 - (b) estimate its value;
 - (c) for the purposes of voting (but not for the purposes of dividend), to deduct it from his or her debt or claim.
- (6) A person is covered by this subsection if:
 - (a) the person's liability is a debt or a claim on, or secured by, a bill of exchange, a promissory note or any other negotiable instrument or security held by the creditor; and
 - (b) the person is either liable to the company directly, or may be liable to the company on the default of another person with respect to the liability; and
 - (a) (c) the person is not an insolvent under administration or a person against whom a winding up order is in force.

**LAND & HOMES GROUP LIMITED
(ADMINISTRATOR APPOINTED)
ACN 090 865 357
("the Company")**

Report by the Administrator

**Pursuant to Rule 75-225(3)
*Insolvency Practice Rules (Corporations) 2016***

7 January 2025

**Geoffrey Trent Hancock
Administrator**

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Glossary of terms

ACN	Australian Company Number
Act	<i>Corporations Act 2001</i>
Administration	Voluntary Administration of the Company
Administrator	Geoffrey Trent Hancock of Hamilton Murphy Advisory
All PAP	All present and after acquired property
ARITA	Australian Restructuring, Insolvency & Turnaround Association
ASIC	Australian Securities & Investments Commission
ASX	Australian Securities Exchange
ATO	Australian Taxation Office
BAS	Business Activity Statements
BLHW	BLH Wharf Pty Ltd, a wholly owned subsidiary of the Company
BLH	Brisbane Land Holdings Pty Limited, a wholly owned subsidiary of the Company
CBA	Commonwealth Bank of Australia
Code	ARITA Code of Professional Practice
COI	Committee of Inspection
Company	Land & Homes Group Limited (Administrator Appointed), ACN 090 865 357
COVID	Novel Coronavirus SARS-CoV-2 / Coronavirus Disease of 2019
DEWR	Department of Employment and Workplace Relations
Directors	Charles Chow Cher Lim, Kim Haut Koh, Grant Archibald, Choon Keng Kho, Chaun Chi Kao and Kwee Jee Lee
DIRRI	Declaration of Independence, Relevant Relationships and Indemnities prepared pursuant to Section 436DA of the Act and Code
DOCA	Deed of Company Arrangement
ERV	Estimated Realisable Value
External Accountant	DW Accounting and Advisory Pty Ltd
FEG	Fair Entitlement Guarantee
First Meeting	First meeting of creditors held on 12 December 2024
FYE	Financial year ended 30 June
Group	The Group of companies consisting of the Company, Land & Homes Investment, BLHW and BLH
IPR	Insolvency Practice Rules (Corporations) 2016
Land & Homes Investment	Land & Homes Investment Pty Ltd (Administrator Appointed) (Receivers and Managers Appointed), a wholly owned subsidiary of the Company
POD	Proof of Debt
PPSA	<i>Personal Property Securities Act 2009 (Cth)</i>
PPSR	Personal Property Securities Register
ROCAP	Report on Company Activities and Property
Report	This Report has been prepared pursuant to Rule 75-225(3) of the IPR
Second Meeting	Second meeting of creditors to be held pursuant to Rule 75-225(3) of the IPR and Section 439A of the Act, where creditors will determine the future of the Company
SGC	Superannuation Guarantee Charge
Site	44-100 Barry Parade, Fortitude Valley, Brisbane
UOB / Secured Creditor	United Overseas Bank Ltd, the provider of a secured finance facility to the Group

Statement by the Administrator

In reviewing this Report, creditors should note the following:

- The statements and opinions given in this Report are given in good faith and in the belief that such statements and opinions are not false or misleading.
- The preparation of this Report has been based on my preliminary investigations to date. Any further material information identified after issuing this Report may result in an additional Report being issued or, alternatively such additional information will be brought to the creditors' attention at the Second Meeting.
- In considering the options available to creditors and formulating an opinion and recommendation, I have relied upon forecasts in relation to past trading activities and/or asset realisations (if applicable) and the total claims made by creditors, based on the best assessment of these amounts as at the date of this Report. These forecasts and estimates may change in the future once the asset realisations progress and any further, or revised, creditor claims are received. Consequently, the outcome for creditors might differ from the estimates and information as provided in this Report.
- The statements contained in this Report are based on the information including, but not limited to, information provided by the Directors, senior management, shareholders, and other third parties. I reserve the right to alter any conclusions reached in this Report based on additional information which may be provided to me between the date of this Report and the date of the Second Meeting.
- This Report is not for general circulation, publication, reproduction or any use other than to assist creditors in evaluating their position as creditors of the Company and must not be disclosed without my prior approval.
- Hamilton Murphy Advisory and myself do not assume or accept any responsibility for any liability or loss sustained by any creditor or any other party as a result of the circulation, publication, reproduction or any use of this Report beyond that permitted above.
- Neither I, nor any member or employee thereof are responsible in any way whatsoever to any person with respect to any errors in this Report arising from incorrect information.
- Creditors should seek their own independent legal advice as to their rights and the options available to them at the Second Meeting.

1 Executive summary

This section of the Report addresses frequently asked questions in relation to the Administration of the Company. Further details are available throughout this Report.

Question

What is the purpose of this Report?

The purpose of this Report is to table the findings of the Administrator's investigations into the Company's business, property, affairs and financial circumstances, as well as the Administrator's opinion in relation to the options available to creditors in deciding the future of the Company at the forthcoming Second Meeting.

What is the status of the Company?

On 2 December 2024, I was appointed as Administrator of the Company pursuant to Section 436A of the Act.

The Company was incorporated in the State of New South Wales on 9 December 1999 operates as part of a wider group to develop quality, medium to high density residential apartments in Queensland.

The Company is the sole shareholder of Land & Homes Investment which is the registered proprietor of the Site located at Barry Parade, Fortitude Valley, Brisbane Development plans to build 491 apartments at the Site were placed on hold due to COVID. I was appointed as Administrator of Land & Homes Investment on 2 December 2024.

The Secured Creditor has appointed Receivers and Managers to Land & Homes Investment to take control of the assets, specifically the development Site.

The Company is also the sole shareholder of BLH and BLHW, however, these subsidiaries hold no assets other than intercompany loan balances and are effectively dormant entities within the group.

I have been working with the Directors to actively pursue options available to restructure the Company to explore the possibility of recapitalising the Company.

Who is in control of the Company and what steps have the Administrator undertaken to date?

Upon my appointment, I assumed control of the Company and notified the creditors and other stakeholders of the appointment. I also assumed control of the Company's bank account.

I have undertaken the below tasks following my appointment:

- Conducted an urgent review of the key matters relating to the Company with the assistance of the Directors and other external advisors;
- Conducted preliminary investigations into the affairs of the Company and the necessity for the appointment of an Administrator; and
- Identified the Company's assets and have taken steps to secure those assets for the benefit of creditors.

Question

Why do the Directors believe the Company became insolvent?

The failure of the Company has been attributed to the following factor:

- The expiration of financing facilities provided to the subsidiary entity Land & Homes Investment.

Why does the Administrator believe the Company became insolvent?

The Administrator has found no evidence to suggest that the above reason is incorrect. The Administrator is also of the opinion that the Company's financial difficulties can be further attributed to:

- Working capital deficiency;
- Inadequate cash flow or high cash use; and
- Inability to extend financing facilities within the subsidiary entity.

What is the purpose of the Second Meeting?

The purpose of the Second Meeting is to resolve the future of the Company. The options available to creditors include:

- The Company enter into a DOCA; or
- The Company be wound up and liquidated; or
- The Administration should end, and control of the Company be returned to the Directors.

Creditors may also resolve that the Second Meeting be adjourned for a period of up to forty-five (45) business days.

What claims will a liquidator investigate?

Whilst the Administrator has considered the underlying causes of the Company's failure and the resultant claims that may arise, the investigations into claims that may be pursued by a Liquidator are based on preliminary investigations only.

A Liquidator would need to conduct further investigations and obtain evidence to consider whether an insolvent trading claim should be pursued. Consideration would also need to be given as to whether the Directors can rely upon any defences pursuant to Section 588H of the Act.

The investigations undertaken to date in the Administration are detailed in this Report.

Question

Based on the information available as at the date of this Report, the estimated return to the Company's creditors pursuant to a DOCA or alternatively, a liquidation scenario are as follows:

DOCA

The Directors have discussed potential terms of a DOCA proposal, however, I have not yet been provided with a term sheet or proposal and accordingly, at this stage this option is not available to creditors.

What is the estimated return to creditors?

In any event I would require more time to consider any proposal and its commercial merits to allow me to provide creditors with a meaningful recommendation as to what is in the best interests of creditors.

Liquidation

Liquidation Scenario	Optimistic	Pessimistic
Priority Creditors	Unascertained	Nil
Unsecured Creditors	Unascertained	Nil

Cents in the dollar

What does the Administrator recommend creditors should do?

It would not be in the interests of creditors for the Administration to end and for control to be returned to the Directors as the Company is insolvent.

Furthermore, I require more time to consider any DOCA proposal the Directors may submit prior to the Second Meeting to consider its commercial merits to allow me to provide creditors with a meaningful recommendation as to what is in the best interests of creditors.

Accordingly, creditors may wish to consider voting for the Second Meeting of Creditors to be adjourned to enable additional time to consider the financial impact on the Company arising from any DOCA proposal for the companies of the Group.

It is my recommendation that the Second Meeting of Creditors be adjourned for a period of up to forty-five (45) business days.

Where can I get more information?

If you require further information, please contact:

Name: Mitchell Kensitt

Telephone: (02) 8270 6900

E-mail: mitchellk@hamiltonmurphy.com.au

2 Introduction

This section of the Report provides creditors with information in relation to the Company subject to my appointment as Administrator, the objectives of the Administration, the purpose and framework of this Report, details of the Second Meeting and the status of the Company's financial position.

2.1 Appointment

I, Geoffrey Trent Hancock of Hamilton Murphy Advisory, Level 12, 503 Kent Street, Sydney, New South Wales was appointed as Administrator of the Company on 2 December 2024, pursuant to Section 436A of the Act.

2.2 Objective of an Administration

In an Administration, an Administrator is empowered by the Act to assume control of the Company, superseding the powers of the Directors and Officers, to manage the Company's affairs and deal with its assets in the interests of its creditors.

The intention of an Administration is to maximise the prospects of the Company continuing in existence or, if that is not possible, to achieve a greater return to creditors than an immediate Liquidation. During an Administration, there is a moratorium over pre-administration creditor claims.

Furthermore, during an Administration, an Administrator is also required to investigate the Company's affairs and report to creditors on his or her opinion as to which outcome of the Administration process is in the creditors' best interest prior to creditors voting at the Second Meeting.

2.3 Purpose and basis of this Report

Pursuant to Rule 75-225(3) of the IPR and the provisions of the Act, the Administrator is required to provide this Report to all creditors of the Company ahead of the Second Meeting, outlining:

- Details in relation to the business, property, affairs and financial circumstances of the Company subject to Administration;
- The Administrator's opinion and recommendation on options available to the creditors; and
- If a DOCA is proposed, the details of the DOCA.

This Report has been prepared primarily from information obtained from the Company's books and records including externally prepared audited financial statements, management accounts, bank statements and other financial records, statutory searches, enquiries with statutory bodies and other information provided by the Directors and third parties such as the Company's External Accountant, solicitors and creditors.

Whilst I have conducted the relevant investigations in relation to the Company and its Officers based on the information provided, there has been no independent verification of same and therefore there may be matters of which I am unaware.

In completing this Report, I have also utilised information obtained from the following sources:

- The ASIC database;
- The PPSR database;
- Discussions and information provided by the Directors and External Accountant;
- The Company's available books and records including, its financial statements, bank statements and other financial records;
- Discussions and information received from the Company's creditors; and
- Other public databases including the ATO, online business searches etc.

2.4 Framework of this Report

This Report is based upon my preliminary investigations to date. Any additional material issues identified following the release of this Report may be the subject of a further written report and will be tabled at the Second Meeting.

The statements and opinions given in this Report are given in good faith and in the belief that such statements and opinions are not false or misleading.

I reserve the right to alter any conclusions reached based on any changes or additional information which may be provided to me between the date of this Report and the date of the Second Meeting (except where otherwise stated).

Creditors should consider seeking their own independent legal advice as to their rights and the options available to them at the Second Meeting.

2.5 Declaration of independence, relevant relationships and indemnities

In accordance with Section 436DA of the Act and the Code, a DIRRI was enclosed with the Circular to Creditors dated 3 December 2024 which was also tabled at the First Meeting.

The DIRRI disclosed information in relation to my independence, any prior personal or professional relationships with the Company or related parties and any indemnities received in relation to the appointment. This assessment identified no real or potential risks to my independence.

There has been no change to the DIRRI since that time.

2.6 History of the Company and circumstances leading to the appointment of Administrator

The Company was incorporated on 9 December 1999 in the State of New South Wales whose shares are publicly traded on the Australian Securities Exchange.

The Company operates as part of a wider Group including BLH, BLHW and Land and Homes Investment. Land & Homes Investment is a wholly owned subsidiary of the Company, and the registered proprietor of the development Site located at Barry Parade, Fortitude Valley, Brisbane. The Company is also the sole shareholder of BLH and BLHW, however, these subsidiaries hold no assets and are effectively dormant entities within the group. The Group's original plan was to build 491 apartments at the Site, however this was placed on hold due to COVID.

I was appointed as Administrator of Land & Homes Investment on 2 December 2024. On 6 December 2024 the Secured Creditor appointed Receivers and Managers to Land & Homes Investment to take control of the assets, specifically the development Site.

The costs associated with the proposed development have escalated since the completion of the initial feasibility study and there is no confidence that construction costs will materially reduce in the short term. For the project to progress, significant capital is required which is not readily available.

Over the past 12 months, the Group had engaged with several investors to pursue equity funding, but in the current market, has been unable to attract the required equity support. In addition, the Group had sought expressions of interest for the project and the associated freehold land. However, following evaluation of the non-binding indicative offers received following a marketing campaign, it was determined that none of the offers were viable for the Group.

In the absence of support for equity funding and the non-renewal of the finance facility with UOB, at the time the Directors believed the Company was unable to continue as a going concern.

For the reasons noted above, the Company approached my office for advice with respect to the Company's financial position. The Directors resolved to place the Company into Administration on 2 December 2024, with a view to proposing a DOCA and restructuring the Company with the assistance of the Administrator.

2.7 First Meeting

The First Meeting was held via teleconference at the offices of Hamilton Murphy Advisory, Level 12, 503 Kent Street, Sydney, New South Wales on Thursday 12 December 2024 at 10.00 am.

At this meeting, the appointment of Geoffrey Trent Hancock as Administrator of the Company was ratified, and the creditors of the Company in attendance elected not to form a COI.

2.8 Second Meeting

Pursuant to Section 439A(5)(a) of the Act, the Administrator is required to convene and hold the Second Meeting within twenty-five (25) business days after his appointment.

Accordingly, the Second Meeting will be held on Wednesday 15 January 2025 at 11.00 am.

Pursuant to Rule 75-75 of the Insolvency Practice Rules (Corporations) 2016, a virtual meeting will be held utilising teleconference facilities. Creditors are required to attend by electronic means and no physical place for the meeting is provided.

At the Second Meeting, creditors will decide on the Company's future by voting on one (1) of the following options:

- The Company execute a DOCA; or
- The Administration of the Company should end, and the control of the Company be returned to the Director; or
- The Company be wound up.

If necessary, the Second Meeting can be adjourned for a period of up to forty-five (45) business days.

The purpose of the Second Meeting is to consider this Report in relation to the Company's business, property, affairs and financial circumstances and to consider my statement of opinion with respect to each of the options above.

The Second Meeting will be open to creditors for questions and general discussion. Should you wish to have me address any particular issue in detail, please advise my office prior to the Second Meeting. This will allow me sufficient time to prepare a response.

I note that whilst I am yet to receive a DOCA proposal, consideration is being given by the Directors to potential terms of a DOCA which would seek to recapitalise the Group.

Accordingly, creditors may wish to consider voting for the Second Meeting of Creditors to be adjourned to enable additional time for the Directors to formulate a DOCA proposal and for me to consider the financial impact on the Company arising from any DOCA proposal. Accordingly, I recommend that this course of action be adopted by Creditors.

Therefore, I will be seeking to adjourn the Second Meeting to a date not more than forty-five (45) days after the date of the Second Meeting in accordance with Rule 75-140(1)(b) and Rule 75-140(3) of the IPR.

The reasons for my recommendation are discussed further at Section 8 of this Report.

2.9 Non-disclosure of certain information

There are Sections of this Report where I have considered it inappropriate to disclose certain information to creditors. Such information includes:

- The estimated realisable values of the assets held by the Company's wholly owned subsidiary; and
- Commercially sensitive prospective financial information.

I recognise the need to provide creditors with complete disclosure of all necessary information relating to the Company. However, I believe this information is commercially sensitive and it is not in the creditors' interests for me to disclose the information publicly at this time.

I also note the need to comply with the ongoing disclosure requirements of the ASX as set out in the ASX listing rules, particularly, including but not limited to listing rules 3.1 and 15.7.

2.10 Remuneration of Administrator and Deed Administrator / Liquidator

Accompanying this Report is my Remuneration Approval Report for creditors' consideration.

The Remuneration Approval Report provides creditors with details of the costs incurred and the basis on which remuneration will be sought by me as Administrator.

2.11 Other Material Information and Enquiries

ASIC has released several insolvency information sheets to assist creditors, employees and shareholders with their understanding of the insolvency process. You can access the relevant ASIC information sheets at www.asic.gov.au.

There is no other information that is materially relevant to creditors that may impact them being able to make an informed decision. If required, I will inform creditors in writing of any material matters that come to my attention after the release of this Report.

3 Statutory information

This Section of the Report provides creditors with information in relation to the Company's statutory information obtained from the ASIC database as at the date of my appointment.

3.1 Incorporation date

The Company was incorporated in New South Wales on 9 December 1999.

3.2 Registered office and principal location business

According to the ASIC database, the registered office of the Company is Level 3A 142-148 Elizabeth Street Sydney New South Wales 2000.

The Company's principal place of business is recorded as 112 Barry Parade Fortitude Valley Queensland 4006.

3.3 Officers and shareholders

As at the date of my appointment, the ASIC database disclosed the following past and present Officers and shareholders of the Company:

Company Officers

Officer Name	Position	Date Appointed	Date Ceased
Charles Chow Cher Lim	Director	3 December 2014	Current
Kim Huat Koh	Director	3 December 2014	Current
Grant Archibald	Director	18 January 2016	Current
Choon Keng Kho	Director	18 January 2016	Current
Chuan Chi Kao	Director	16 February 2016	Current
Kwee Jee Lee	Director	3 December 2014	Current
Peter Henry Mackinlay	Former Director	18 January 2016	11 September 2023
Andrew Draffin	Secretary	30 September 2022	Current

Company Shareholders

The ASIC records disclose the following amounts having been paid with respect to the classes of shares.

Class Type	Shares Issued	Amount Paid \$	Amount Due \$
Ordinary	1,049,389,287	87,965,968.53	0.00
Converting Shares	12,940,693	17,764,011.73	0.00
Convertible Series 2	18,142,017	18,142.02	0.00
A	12,500,000	125,000.00	0.00
B	7,859,375	1,257,500.00	0.00
C	10,000,000	0.00	0.00

3.4 PPSR registrations

As at the date of my appointment, a search of the PPSR database did not disclose any following security interests registered against the Company.

3.5 Changes in the prior twelve (12) months to shareholders, officers, registered security interests and mortgages.

My review of the ASX database has identified that the Company was suspended from trading on 1 March 2024. My review of the ASIC database has not identified any other changes to the Company's officers in the past twelve (12) months prior to my appointment.

3.6 Outstanding winding up application

As at the date of my appointment as Administrator, there was no winding up application before the Court in relation to the Company.

This Section is intentionally blank

4 Financial statements

This section of the Report provides creditors with a summary of the Company's historical financial position and financial performance.

4.1 Preparation of financial statements

The Company engaged the External Accountant to prepare its financial statements and lodge its income tax returns and business activity statements. The Company engaged an auditor to verify the accuracy of financial statements and I have been provided with a copy of the externally prepared audited financial statements for FYE 2021, FYE 2022, FYE 2023 and preliminary financial statements for FYE 2024.

I note that the financial statements are consolidated accounts in respect of the Group and were lodged with the ASX under listing rule 4.3A.

Creditors should note that the following accounts have been presented in summary form and have been provided for discussion purposes only. The information has not been fully audited and I do not make any representations, nor do I provide any warranties as to the accuracy of the financial information provided below.

4.2 Comparative Statement of Financial Position and Preliminary Analysis

Utilising the externally prepared financial accounts, I provide the following summary of the consolidated Historical Statements of Financial Position in respect of the Group:

	Notes	FYE 2024 (\$) Preliminary Financial Statements	FYE 2023 (\$) Financial Statements	FYE 2022 (\$) Financial Statements	FYE 2021 (\$) Financial Statements
Current Assets					
Cash and Cash Equivalents	4.2.1	649,024	858,795	2,569,509	1,231,170
Trade and Other Receivables	4.2.2	8,865	7,881	38,523	16,657
Investment Property	4.2.3	-	-	-	19,500,000
Other Assets	4.2.4	5,522	152,732	75,095	173,429
Total Current Assets		663,411	1,019,408	2,683,127	20,921,256
Non-Current Assets					
Inventories	4.2.5	33,541,172	31,725,820	29,239,688	28,281,555
Property, plant and equipment		-	-	-	15
Total Non-Current Assets		33,541,172	31,725,820	29,239,688	28,281,570
Total Assets		34,204,583	32,745,228	31,922,815	49,202,826
Current Liabilities					
Trade and Other Payables	4.2.6	4,523,856	3,514,982	2,382,650	1,866,779
Borrowings	4.2.7	31,602,420	25,193,786	28,809,537	44,639,723
Total Current Liabilities		36,126,276	28,708,768	31,192,187	46,506,502
Non-Current Liabilities					
Borrowings	4.2.7	-	4,438,000	-	-
Total Non-Current Liabilities		-	4,438,000	-	-
Total Liabilities		36,126,276	33,146,768	31,192,187	46,506,502
Net Asset Surplus / (Deficiency)	4.2.8	(1,921,693)	(401,540)	730,628	2,696,324

I provide the following notes with respect to the Company's financial position:

4.2.1 Cash and Cash Equivalents

As previously stated, the financial statements are consolidated accounts including all entities within the Group.

As at the date of my appointment, there was cash at bank in the amount of \$11,595.65 held in the Company's pre-appointment CBA bank account.

4.2.2 Trade and Other Receivables

The trade and other receivables balances recorded in the consolidated financial statements are in respect of balances owing to the various entities within the Group.

4.2.3 Investment Property

The investment property recorded in the financial statements for FYE 2021 was in respect of a property located at 203-207 Wharf Street, Brisbane.

The notes to the FYE 2022 financial statements disclose the investment property was sold by the Company on 12 July 2021 for \$19.5 million.

4.2.4 Other Assets

The Company's other assets relate to prepayments made by the Group.

4.2.5 Inventories

The balances recorded in the Company's financial statements are in respect of the development Site and capitalised development costs.

The Site is owned by Land & Homes Investment and is subject to a first ranking charge held by the Secured Creditor. Any recovery available to the Company will be determined by the realisable value achieved by the Receivers and Managers in respect of the Site and any surplus funds available to shareholders following the deduction of the amount owing to the Secured Creditor and associated costs of sale.

4.2.6 Trade and Other Payables

The trade and other payables balances recorded in the consolidated financial statements are in respect of balances owing to the various entities within the Group.

Please refer to Section 5.4 of this Report for further information in respect of the Company's creditors

4.2.7 Borrowings

The figures recorded in the financial statements in respect of borrowings includes shareholder investments and amounts owing to the Secured Creditor as detailed below:

	FYE 2024 (\$)	FYE 2023 (\$)	FYE 2022 (\$)	FYE 2021 (\$)
	Management	Financial Statements	Financial Statements	Financial Statements
Loan from related party shareholder	2,231,944	2,008,154	1,291,975	1,253,786
Convertible Note - Class A	9,787,594	5,349,595	9,787,594	9,787,594
Convertible Note - Class B	957,520	836,038	729,968	638,343
Unsecured borrowings	12,977,058	8,193,787	11,809,537	11,679,723
Bank loans	18,625,362	17,000,000	17,000,000	32,960,000
Secured borrowings	18,625,362	17,000,000	17,000,000	32,960,000
Total current borrowings	31,602,420	25,193,787	28,809,537	44,639,723

I note the non-current borrowings in the amount of \$4,438,000 disclosed in FYE 2023 relate to unsecured Convertible Note – Class A shares which became payable on 30 June 2023.

4.2.8 Net Asset Surplus / (Deficiency)

The net asset position of the Group is dependent upon the realisable value of the Site.

As previously mentioned, the Secured Creditor has appointed Receivers and Managers to Land & Homes Investment to take control of the Site. Accordingly, I am unable to determine the likelihood in respect of a recovery arising from the Site or the Company's shareholding in Land & Homes Investment.

4.3 Comparative Statement of Financial Performance and Preliminary Analysis

Utilising the Company's Xero management accounts and the Group's externally prepared audited financial accounts, I provide the following summary of the Group's Statement of Financial Performance:

	Notes	FYE 2024 (\$) Financial Statements	FYE 2023 (\$) Financial Statements	FYE 2022 (\$) Financial Statements	FYE 2021 (\$) Financial Statements
Income					
Revenue		72,000	72,000	77,472	138,482
Other Income		17,899	10,949	20	272,970
Total income	4.3.1	89,899	82,949	77,492	411,452
Expenses					
Employee benefits expense		133,708	331,335	338,898	469,660
Professional fees		122,636	177,717	144,145	183,992
Share registry expenses		11,662	9,148	15,877	9,241
Insurance		87,676	56,598	48,011	66,415
Travel expenses		15,921	40,315	23,300	2,247
Rental costs - Investment Property			-	28,660	548,310
Depreciation and amortisation expense			-	15	371,490
Movement in fair value of investment property			-	-	1,380,478
Other expenses		69,026	165,497	120,599	93,540
Commission paid			-	234,000	-
Total expenses	4.3.2	440,629	780,610	953,505	3,125,373
Loss before financial costs and income tax		(350,730)	(697,661)	(876,013)	(2,713,921)
Finance costs		1,169,423	434,507	1,089,683	1,344,321
Income tax expense		-	-	-	-
Net profit / (loss)	4.3.3	(1,520,153)	(1,132,168)	(1,965,696)	(4,058,242)

Creditors should note that for the purposes of presenting the information in a form that can be easily interpreted, I have condensed the expense line items.

I provide the following notes with respect to the Company's financial performance:

4.3.1 Revenue

As previously stated, the financial statements are consolidated accounts including all entities within the Group.

Accordingly, I note the revenue recorded was in respect of rental income achieved from the Site and was received by Land & Homes Investment.

4.3.2 Expenses

The main expenses incurred by the Group included employee costs and professional fees.

As at the date of my appointment, the Company retained one employee whose employment has been terminated.

4.3.3 Finance costs

The finance costs incurred by the Group relate to the cost incurred in servicing the facilities provided to the Group and interest accrued on funds borrowed by the Group.

4.3.4 Net Profit / (loss)

In the circumstances the development of the Site did not proceed the Company has never generated any significant income, with the only revenue received by the Group being in respect of rental income received by Land & Homes Investment.

The trading losses incurred by the Group were met through investments received for the development of the Site.

This Section is intentionally blank

5 ROCAP and Directors' reasons for failure

This section of the Report provides creditors with a summary of the financial information in respect of the Company, together with an explanation of the Directors' reasons for the failure of the Company. In addition, this section of the Report also details my estimates of the assets and liabilities of the Company.

5.1 ROCAP

Pursuant to Section 438B of the Act, the Directors are obligated to provide the Administrator with a ROCAP in relation to the Company's business, property and affairs, and financial circumstances detailing the Company's assets and liabilities.

A letter has been issued to the Directors requesting that a ROCAP be submitted. Whilst I understand that the ROCAP is currently being prepared, as at the date of preparing this Report the Directors have not yet submitted a signed ROCAP. I anticipate receiving a completed ROCAP from the Directors in due course.

For the purposes of this Report, I have included figures obtained from the Company books and records and my investigations completed to date.

5.2 Deficiency Statement

Based on my review of the Company's books and records the assets and liabilities at book value and my ERV as at the date of my appointment as Administrator is summarised in the table below:

	Report Section	Administrator's ERV (\$)	
		Low	High
Assets			
Cash at Bank	5.3.1	11,596	11,596
Shareholdings	5.3.2	Nil	Unascertained
Other Assets	5.3.3	Nil	Unascertained
Total Assets		11,596	11,596
Liabilities			
Secured Creditors	5.4.1	18,769,506	18,769,506
Priority Creditors	5.4.2	20,303	20,303
Unsecured Creditors	5.4.3	202,027	202,027
Total Liabilities		18,991,836	18,991,836
Estimated Surplus / (Deficiency)		(18,980,240)	(18,980,240)

Notes:

- The above deficiency statement does not consider the costs and expenses of the Administrator or any Deed Administrator / Liquidator.
- The above summary should not be used to determine the likely return to creditors as further claims may be received from parties who have not lodged a claim to date.

5.3 Assets

5.3.1 Cash at Bank

Immediately following my appointment, I wrote to all major Australian banking institutions requesting that a search be conducted for any bank accounts held in the name of the Company. This request also required that the financial institutions identify any overdrafts, leases, securities and safety deposit boxes owned or held by the Company.

I received a response from the CBA confirming that the Company operated one (1) account with the following balance as at the date of my appointment:

Account Type	Amount (\$)
Account ending 4864	11,595.65

I have since taken possession of funds totalling \$11,595.65 from the above account as at the date of my appointment, following the deduction of bank charges and account fees.

No further bank accounts held in the name of the Company have been identified.

5.3.2 Shareholding

The Company is the sole shareholder of Land & Homes Investment which is the registered proprietor of the Site. The Company's Xero records attributed a \$1 value to this shareholding.

The Secured Creditor has appointed Receivers and Managers to Land & Homes Investment to take control of the assets, specifically being the development Site. I am yet to ascertain the value of the Site or the level of any potential equity in the Site from the Receivers and Managers as at the date of preparing this Report. Accordingly, I am unable to determine the likelihood in respect of a recovery arising from this shareholding.

Any recovery available in respect of the Land & Homes Investment shareholding will be determined by the realisable value achieved by the Receivers and Managers in respect of the Site and any surplus funds available to shareholders following the deduction of the amount owing to the Secured Creditor and associated costs of sale.

As previously mentioned, the Company is part of a wider Group and the Company's Xero records attribute a value of \$6,610,000 in respect of the Company's shareholding in BLH, another entity comprised within the Group. I note the externally prepared consolidated financial statements disclose that the assets of BLH are in respect of inter-company loan receivables in the amount of \$5,171,863.

My investigations with respect to the inter-company transactions and any realisation achievable in respect of the same are ongoing.

5.3.3 Other Assets

My investigations are currently ongoing to identify any further assets which may be held by the Company.

5.4 Liabilities

5.4.1 Secured creditors

As previously discussed in this Report, a search of the PPSR database did not disclose any following security interests registered against the Company.

Notwithstanding the above, I note that there are two (2) security interests registered under the subsidiary of the Company, Land & Homes Investment, in respect of an All PAP held by United Overseas Bank Limited. I advise that I was appointed Administrator of Land & Homes Investment on 2 December 2024.

The Proof of Debt claim submitted by the Secured Creditor states the Company provided a guarantee and indemnity as security in respect of the secured loan issued to Land and Homes Investment.

5.4.2 Priority creditors

At the date of my appointment the Company's books and records recorded one (1) employee claim in the amount of \$20,303.39 in respect of annual leave entitlements.

As previously mentioned, as at the date of my appointment, the Company retained one employee whose employment has since been terminated.

Statutory Priorities

Employee entitlements (if any) are paid pursuant to Section 556(1) of the Act and in priority to ordinary unsecured creditors, firstly, for wages, superannuation and SGC; secondly, for annual leave, and thirdly, for retrenchment/termination payments.

Deed of Company Arrangement ("DOCA")

In the event of any DOCA proposal being accepted by creditors, the employee's outstanding annual leave would be settled in the ordinary course of business.

If the Company ceases trading and enters into liquidation, there may be further employee claims for termination payments such as PILN.

Excluded Employees

Creditors should note that pursuant to Sections 556(1A) and 556(1B) of the Act, excluded employees such as the Directors, are afforded a maximum priority claim totalling \$2,000 for wages and superannuation and \$1,500 for leave entitlements, with the remaining entitlements being classified as an unsecured claim. Directors and their spouses or relatives are not entitled to any priority retrenchment pay (payment in lieu of notice ("PILN") and redundancy) for the period they are a director, former director, spouse or relative of a director or former director.

The non-priority component of the Directors employee entitlements rank as unsecured claims against the Company.

FEG Scheme

If the Company is placed into liquidation and there is no DOCA, the Australian Government operates the FEG Scheme, which is available to meet employees' entitlements for unpaid wages, leave and termination payments, where the claims have arisen as a result of a company's insolvency and the company is unable to meet the liability through the liquidation process. Please note that the entitlements are subject to limits and only Australian citizens and permanent residents are eligible for the FEG Scheme.

The FEG Scheme does not provide for:

- The payment of superannuation, SGC or any claims by employees who resign or whose employment is terminated more than six (6) months prior to the date of the company's insolvency;
- Any employee's entitlements (i.e. unpaid wages, annual leave, PILN and redundancy) accrued after the date of the appointment of the Administrator to the Company; and
- Claims of excluded employees.

In the event that employee entitlements are paid to employees pursuant to the FEG Scheme, the Department of Employment and Workplace Relations ("DEWR") subrogates to the employee's position in a liquidation to the value of the amount paid to the employees of the Company.

Please note that the FEG Scheme is only available to employees in the event the Company is placed into liquidation.

5.4.3 Unsecured creditors

The records of the Company disclosed unsecured trade creditors totalling \$202,027.

To date, I have identified potential unsecured creditors with claims totalling \$202,027 arising from claims of creditors in the ordinary course of business.

A summary of the claims is provided in the table below:

Creditor	Creditor Claims (\$)
Statutory Creditors	Nil
Trade Creditors	202,027
Total	202,027

Statutory Creditors

I am yet to receive details of any claim held by the ATO, nor are any balances included in the Company's Xero records as being owed to the ATO.

5.5 Reasons for the failure of the Company

The failure of the Company has been attributed to the following factors:

- The expiration of financing facilities provided to the subsidiary entity Land & Homes Investment;

I have found no evidence to suggest that the above reason is incorrect. I am also of the opinion that the Company's financial difficulties can be further attributed to:

- Working capital deficiency;
- Inadequate cash flow or high cash use; and
- Inability to extend financing facilities within the subsidiary entity.

As previously mentioned, over the past 12 months, the Group had engaged with several investors to pursue equity funding, but in the current market, has been unable to attract the required equity support.

In addition, the Group had sought expressions of interest for the project to develop the Site and the associated freehold land. However, following evaluation of the non-binding indicative offers received following a marketing campaign, it was determined that none of the offers were viable for the Group.

The above in conjunction with the expiration of financing facilities provided by the Secured Creditor to the subsidiary entity Land & Homes Investment has resulted in the Company approaching my office for advice with respect to the Company's financial position.

This Section is intentionally blank

6 Statutory investigations

This section of the Report provides creditors with information on the preliminary investigations undertaken by the Administrator to date and whether there have been any potential actions identified that may be pursued by a Liquidator if one is appointed.

6.1 Nature and scope of investigations

The Act requires the Administrator to carry out preliminary investigations into the Company's business, property, affairs and financial circumstances. During my investigations, I have endeavoured to ascertain whether there were any transactions that may be voidable and recoverable by a Liquidator pursuant to Part 5.7B of the Act.

A Liquidator has the power to void certain transactions which are either not beneficial to, or detrimental to the Company. An Administrator must identify any such transactions that may be voidable by a Liquidator.

A Liquidator may recover funds from certain voidable transactions or through other avenues; for example, through actions seeking compensation for insolvent trading or breaches of director(s) duties. Funds recovered would be available to the general body of unsecured creditors, including secured creditors however only to the extent of any shortfall incurred after realising their security.

I reiterate that my investigations to date are preliminary and limited to the information obtained from the following sources:

- Discussions with the Directors;
- The Company's Xero accounting system;
- Pre-appointment bank statements provided by the CBA;
- Documents and information provided by the Company's creditors;
- Searches obtained from the relevant statutory authorities including ASIC and PPSR; and
- Other publicly available information
- Information from the External Accountant.

6.2 Directors' and Officer's responsibilities

The Act sets out a number of duties, obligations and responsibilities imposed on a director which are designed to promote good governance and ensure that directors act in the interests of the company and creditors. These duties include:

- Duty of care and diligence;
- Duty of good faith;
- Duty not to make improper use of position;
- Duty not to make improper use of information;
- Duty not to perform or exercise a function or power as an officer whilst the company is under administration;
- Duty not to have any unauthorised dealing with the company's property during the administration;
- Duty to assist the Administrator, deliver records and provide information;
- Duty to disclose property; and
- Duty not to conceal or remove property, not to conceal a debt due to the company, not to alter books of the company, not to fraudulently obtain credit on behalf of the Company, not to make material omissions from their ROCAP and not make any false representations.

Section 438D of the Act requires the Administrator to lodge a report with the ASIC if it appears to the Administrator that a past or present officer, or employee, or member of the Company may have been guilty of an offence in relation to the Company.

At this juncture, there is no information available to me which would suggest that the Directors have not acted in accordance with their obligations pursuant to Sections 180 to 183 of the Act.

A Liquidator, if one is appointed at the forthcoming Second Meeting, will have the task of further examining the Company's affairs. The outcome of these investigations will be further reported to ASIC pursuant to Section 533 of the Act.

6.3 Insolvent trading

Section 588M of the Act provides that a director who fails to prevent a company from incurring a debt when the director is aware or should have suspected that the company was insolvent or would become insolvent because of incurring that debt, is liable for an amount equal to the loss or damage suffered by the company.

For a Liquidator to recover funds through the voiding of certain transactions or through other legal actions, such as seeking compensation from a director for insolvent trading, the company's insolvency must be established at the relevant time.

There are two (2) primary tests used in determining a company's solvency, at a date, namely:

- Balance sheet test; and
- Cash flow or commercial test.

The Courts have utilised the cash flow or commercial test in determining a company's solvency at a date. Section 95A of the Act also contains a definition of solvency. That definition reflects the commercial test in stating that a person is solvent if "the person is able to pay all the person's debts as and when they become due and payable".

However, the commercial test is not the sole determinant of solvency. Solvency is determined from a proper consideration of a company's financial position in its entirety and in the context of its commercial reality. Relevant issues include, but are not limited to the following:

- The degree of liquidity. A temporary lack of liquidity is not conclusive, and regard should be had to:
 - Cash resources; and
 - Monies available through asset realisation, borrowings against the security of assets or equity/capital raising;
- The voluntary and temporary forbearance by creditors not to enforce payment terms;
- The expectation or otherwise of financial support from a related party; and
- An assessment of whether a company can meet its liabilities as and when they fall due on the prospect that a company might trade profitably in the future.

It is a company's inability to utilise available assets to meet its debts as they fall due which indicates insolvency.

6.3.1 Insolvency indicators

The following is a summary of the key tests that would determine the insolvency of the Company

Balance Sheet Tests

Insolvency Indicator	Present	Administrator Comments
Working capital ratio	Yes	The Company's audited accounts disclose a working capital ratio of less than 1 for all financial years.
Net asset deficiency	Yes	The financial statements indicate a net asset deficiency for FYE 2023 and FYE 2024
Inability to meet other financial commitments / default on finance agreements	No	The Company has continued to meet all financial commitments and there is no indication at this stage of a default on any financial commitments.
Creditors unpaid outside standard terms	No	The Company's creditors have historically been paid within agreed terms.

Insolvency Indicator	Present	Administrator Comments
Inability to dispose non-core assets	No	I am not aware of any non-core assets that could have been disposed of in order to generate working capital.
Inability to raise further equity capital or financing	No	The Shareholders have historically provided funding to support the ongoing trading of the Company.
Increasing level of loans	Yes	The Company had access to funds through various related and external party investments.

Cash Flow Tests

Insolvency Indicator	Present	Administrator Comments
Trading losses	Yes	Whilst the Company has traded at a loss since inception, in the circumstances that the Company acts as a Holding Company, the Company's trading performance is not a reliable indicator of its solvency.
Cash flow difficulties	No	As previously indicated, the Company is a Holding Company with the primary financial reliance from the capital funding obtained.
Overdue Commonwealth and State Taxes	No	I am yet to receive details of any overdue Commonwealth and State Taxes
No forbearance from creditors / legal action threatened or commenced by creditors	No	I am not aware of any ongoing legal action commenced by creditors of the Company.
Supplier demanding 'cash on delivery' terms or otherwise demanding special payment before resuming supply	No	Investigations to date have not revealed any suppliers demanding cash on delivery or special payment terms.
Issuing of post-dated cheques	No	Investigations to date have not revealed any post-dated cheques.
Dishonoured cheques	No	Investigations to date have not revealed any dishonoured cheques.
Payments to creditors of rounded sums, not reconcilable to specific invoices	No	Preliminary investigations into the Company's bank accounts have not identified any substantial round sum payments being made to either the ATO or trade creditors. Further investigations are required to be undertaken into whether any other transactions of the Company are preferential in nature.

6.3.2 Preliminary conclusion as to solvency

Based on my review of the Company books and records and analysis of the financial statements (see Section 4 of this Report) having regard to the balance sheet test and cashflow test, it appears that the Company may have become insolvent on or around the date of my appointment. The Company demonstrated an ability to generate the required cash required through funding from shareholders and others to enable the continued operation of the Company as a going concern. Immediately upon the Directors identifying expiration of financing facilities provided to the subsidiary entity Land & Homes Investment I was contacted for advice, following which the Directors took the necessary steps to place the Company into Administration.

Should the Company be placed into Liquidation at the Second Meeting, the appointed Liquidator will undertake further investigations concerning any insolvent trading. At this stage there appears little likelihood of such an action being successful as the Directors appear to have carried out their duties diligently and have taken all steps to avoid insolvent trading.

6.3.3 Directors' financial capacity to satisfy an insolvent trading claim

Pursuing compensation from a director for an insolvent trading claim is contingent upon the director's personal financial position. Should a director have limited or no personal assets available to satisfy a demand, it would not be commercial to pursue the Directors as the likelihood of a return would be doubtful.

As previously reported, investigations reveal that the Company may not have traded whilst insolvent, or any insolvent trading may be for a very limited period immediately prior to my appointment.

I note that in my experience, the costs likely to be incurred in pursuing an insolvent trading claim are considerable, potentially requiring litigation funding to pursue. Obtaining litigation funding would be unlikely given the doubts surrounding any recovery given the defences available to directors.

As a consequence, it may be uncommercial to initiate recovery action against the Directors as the total amount recovered may be exceeded by the costs incurred to recover this amount and therefore there may be no benefit or likely return to creditors.

An unsuccessful action can also result in a negative return, as the Liquidator may possibly be required to settle both the Company and the defendant's legal costs. Accordingly, a Liquidator is required to fully investigate the circumstances surrounding the Company's insolvency before commencing any such legal action.

The Liquidator, if one is appointed, will make a determination on the commercial merits of pursuing the Directors for insolvent trading.

6.4 Unfair preferences

A preferential payment is a payment or asset transfer, generally occurring in the six (6) month period prior to the relation back date, between a company and a creditor which results in the creditor receiving from the company, in relation to an unsecured debt owed, a greater amount than it would have received in a winding up of the company. This period is extended up to four (4) years for transactions entered into with a related entity.

A transaction can only be considered an unfair preference if a company was insolvent at the time the transaction took place, or the company became insolvent as a result of the transaction.

Based upon my preliminary review of the Company's records that have been made available to me, I have not identified any transactions which may be considered preferential and recoverable pursuant to Part 5.7B of the Act.

Creditors are advised that if a Liquidator is appointed at the Second Meeting, the Liquidator will conduct further investigations into transactions for the relevant period by collating sufficient evidence, both documentary and circumstantial in nature, to further investigate whether there were any transactions which could be considered preferential in nature and if so identified, whether recovery action should be commenced in respect of these transactions.

6.5 Uncommercial Transactions

Pursuant to Section 588FB of the Act, a Liquidator is able to recover payments made to parties if the Liquidator can evidence that the transaction was of an uncommercial nature. These are transactions that a reasonable person would not have entered into when having regard to the benefit (if any) and detriment to the Company of entering into the transaction and the benefit to other parties of entering into the transaction. The relevant period for such recoveries is the two (2) year period prior to the relation back date, being the date of the Administrator's appointment.

My preliminary review of the Company's books and records have not identified any transactions that may constitute uncommercial transactions.

A Liquidator, if one is appointed at the Second Meeting, will conduct further detailed investigations into uncommercial transactions.

6.6 Unfair loans

Section 588FD of the Act states that a loan to the Company is unfair if and only if the interest incurred due to the loan was extortionate when the loan was made or has since become extortionate. Regard is made to the risk of the lender, the value of security (if any), the terms of the loan, amount and any other relevant matters.

Based upon my preliminary review of the Company records that have been made available to me, I have not identified any unfair loans.

6.7 Unreasonable director related transactions

Pursuant to Section 588FDA of the Act, a Liquidator is able to recover payments made from the Company to a director or close associate of the Company if it may be expected that a reasonable person in the Company's circumstances would not have entered into the transaction. The relevant period for such recoveries is the four (4) year period prior to the relation back date.

For a transaction to be voidable pursuant to this provision, the director or associate(s) of the director must have benefited from the transaction in circumstances where a reasonable person would not have entered into the transaction, given the nature of the resulting benefits and detriments to the respective parties.

Payments, the issuance of securities, conveyances or other dispositions of property by the company in favour of a director, a relative or de facto spouse of a director within four (4) years of my appointment may also constitute an unreasonable director related transaction pursuant to Section 588FDA of the Act.

My preliminary review of the Company's books and records have not identified any potentially unreasonable director-related transactions.

Further investigations will be undertaken by a Liquidator should creditors resolve to place the Company into liquidation at the Second Meeting.

6.8 Creditor defeating disposition

The Treasury Laws Amendment (Combating Illegal Phoenixing) Act 2020 has recently introduced a new offence to prohibit creditor-defeating dispositions of a company's property, to penalise those who engage in or facilitate such dispositions, and allows Liquidators and the ASIC to recover such property. This new law came into effect on 18 February 2020.

Pursuant to Section 588FDB of the Act, a Liquidator is able to recover property of a company if the consideration payable for the disposition of that property was less than the market value (or best price reasonably obtained) and that the transaction has prevented, hindered or significantly delayed the process of making the transferred property available for the benefit of creditors of a company.

My preliminary review of the Company's books and records has not identified any transactions that involve the transfer of assets which will result in a creditor defeating disposition.

6.9 Related party transactions

A Liquidator is required to investigate related party transactions within four (4) years of the date of the Administration and determine whether there were any related party transactions which could be considered as voidable pursuant to the provisions of the Act.

Based upon my preliminary review of the Company records that have been made available to me, I have identified related party transactions, specifically intercompany loans and transactions with all entities comprised within the Group.

Further investigations will be undertaken by a Liquidator in respect of the intercompany transactions and loan accounts should creditors resolve to place the Company into liquidation at the Second Meeting.

6.10 Voidable security interests

Section 588FJ of the Act provides that the registration of a circulating security interest within the six (6) month period prior to the external administrator's appointment is void if the security relates to historical debts. However, this section of the Act does not apply if it is proven that the Company was solvent immediately after the security interest was registered.

My review of the PPSR database did not identify any invalid circulating security interests registered within the six (6) months prior to my appointment as Administrator of the Company.

6.11 Books and records

Section 286 of the Act provides that the Company must keep written financial records that:

- (a) Correctly record and explain its transactions and financial position and performance; and
- (b) Would enable true and fair financial statements to be prepared and audited.

To date, I have received the following books and records of the Company:

- Pre-appointment bank statements provided by the CBA; and
- Audited financial reports for FYE 2022, FYE 2023 and preliminary externally prepared financial statements for FYE 2024, provided by the External Accountant.

In my opinion, based on the books and records received to date and those which are still in the Directors' possession, the Company has complied with the requirements of Section 286 of the Act.

6.12 Falsification of books

Pursuant to Section 1307 of the Act, it is an offence for a person to engage in conduct that results in the concealment, destruction, mutilation or falsification of any securities of or belonging to the Company or any books affecting or relating to affairs of the Company.

If a breach is proven, Part 9.4 of the Act provides for criminal penalties only. Therefore, any breaches of Section 1307 will not result in recovery of funds by a Liquidator for the benefit of creditors.

My preliminary investigations have not identified any evidence of falsification of books.

6.13 False or misleading information

Pursuant to Section 1308 of the Act, a company must not advertise or publish a misleading statement in relation to the amount of its capital.

It is an offence for a person to make or authorise a statement that, to the person's knowledge is materially false or misleading.

My preliminary investigations have not identified any evidence of false and misleading information.

6.14 False information

Pursuant to Section 1309 of the Act, it is an offence for a company or employee to make available any information to a director, auditor, member, debenture holder, or trustee for debenture holders or the company that is, to the knowledge of the company officer or employee:

- False or misleading; or
- Has omitted from it a matter or thing the omission of which renders the information misleading in a material respect.

My preliminary investigations have not identified that there have been any potential breaches of Section 1309 of the Act.

This section is intentionally blank

7 Estimated return to creditors

This Section of the Report provides creditors with information on the estimated return in a Liquidation.

Description	Notes	Liquidation	
		High (\$)	Low (\$)
Asset Realisations			
Cash at bank	7.1.1	11,596	11,596
Shareholdings	7.1.1	Unascertained	Nil
Other Assets	7.1.1	Unascertained	Nil
Recoveries pursuant to Part 5.7B of the Act	7.1.2	Unascertained	Nil
Total Assets		11,596	11,596
Estimated Costs			
Administrator's Remuneration	7.1.3	28,743	28,743
Administrator's Disbursements	7.1.3	3,000	3,000
Total Costs		31,743	31,743
Estimated Funds Available for Creditors		Unascertained	Nil
Priority Employee Creditors	7.1.4	20,303	20,303
Estimated Return to Priority Creditors (cents in the dollar)		Unascertained	Nil
Surplus available to Secured Creditor		Unascertained	Nil
Secured Creditor Claims (All PAAP)		18,769,506	18,769,506
Estimated Funds Available for Unsecured Creditors		Unascertained	Nil
Ordinary Unsecured Creditors			
Australian Taxation Office		Nil	Nil
Trade Creditors		202,027	202,027
Excluded Creditors		Nil	Nil
Total Unsecured Creditors	7.1.5	202,027	202,027
Estimated Return to Creditors (cents in the dollar)	7.2	Unascertained	Nil

7.1 Notes to Estimated Return to Creditors

7.1.1 Asset Realisations

Please refer to Section 5.3 of this Report for further details with respect to the asset realisations in the Administration of the Company.

7.1.2 Recoveries pursuant to Part 5.7B of the Act

Please refer to Section 6 for further particulars with respect to the potential recoveries available to a liquidator (if appointed) pursuant to Part 5.7B of the Act.

7.1.3 Administrator Fees and Disbursements

Please refer to the Remuneration Approval Report accompanying this Report for further details with respect to the Administrator's actual and estimated fees and disbursements. I note that I have not disclosed estimated future fees and disbursements including fees and disbursements of any Deed Administrator or Liquidator who may be appointed.

Accordingly, the estimated costs in respect of this matter will increase with further details of the estimated costs in this regard to be provided in a Supplementary Report to creditors, should creditors vote to adjourn the Second Meeting.

7.1.4 Priority Creditors

Please refer to Section 5.4.2 of this Report for further details with respect to priority creditor claims in the Administration.

7.1.5 Unsecured Creditors

Please refer to Section 5.4.3 of this Report for further details with respect to unsecured creditor claims in the Administration.

Unsecured creditors are not expected to receive a dividend or return in either an optimistic or pessimistic liquidation scenario.

7.2 Estimated return to creditors from the winding up of the Company

Until such time as the sale of the Company's assets are finalised and the net proceeds (if any), from the sale is determined, or recoveries (if any) are obtained pursuant to Part 5.7B of the Act, it is difficult to provide an estimate of the return to priority and ordinary unsecured creditors at this stage.

As previously mentioned, any recovery available to the Company will be determined by the realisable value achieved by the Receivers and Managers in respect of the Site and any surplus funds available to shareholders following the deduction of the amount owing to the Secured Creditor and associated costs of sale.

Therefore, the estimated return to creditors as set out in the table in Section 7 is intended as a guide and estimate only and should not be regarded as an accurate representation of the return to creditors by the Administrator.

8 Interests of Creditors/Recommendations

This Section of the Report provides creditors with a recommendation as to the course of action that, in my opinion, provides the best return to the majority of the Company's creditors. At the Second Meeting, creditors will be asked to resolve on one (1) of the following courses of action:

- The Company executes a DOCA; or
- The Company be wound up in liquidation; or
- The Administration of the Company should end, and the control of the Company should return to the Directors; or
- The meeting be adjourned for a period of not more than forty-five (45) business days.

In this Report, I am required to form an opinion and recommend as to which course of action would be in the best interests of the creditors. I am also required to provide a reason for my opinion based on the information known to me to enable creditors to make an informed decision.

My comments on each of the options are as follows:

a. Company executing a DOCA

As at the date of this report I have not received a DOCA proposal for consideration by creditors. I understand the Directors are currently preparing a DOCA proposal to recapitalise the Company, which the Directors will need to ensure remains compliant with the ASX listing rules.

I am yet to receive a DOCA proposal as at the time of drafting this Report and accordingly, I am not currently in a position to determine the merits of any DOCA proposal that may be submitted or provide any recommendations to creditors prior to reviewing the terms of the DOCA proposal.

Accordingly, this option is not available to creditors.

b. Termination of the Administration and return of control of Company to the Directors

In my opinion the Administration should not be terminated, and the Company should not be returned to the control of the Directors as the Company is clearly insolvent.

If control of the Company was to be returned to the Directors, there would be no formal administration in place to ensure further investigations are carried out.

I do not recommend that the Company's creditors vote for this course of action.

c. Company be wound up

As noted previously in this Report, the Company is insolvent and is unable to pay its debts as and when they fall due.

I am yet to receive a DOCA proposal to allow me to conduct a comparison of any return to creditors. In this respect, at the date of this report in the absence of a proposal, the option of winding up the Company is the only course that can be recommend to creditors.

However, as mentioned in the report I am expecting a Deed of Company Arrangement proposal in the not too distant future that will attempt to provide a greater return to creditors than is available through a liquidation. Hence, I urge creditors to consider an adjournment of the meeting for up to 45 business days to allow this process to occur so that the proposal may be considered by creditors once submitted.

d. **Adjourn the Creditors Meeting**

As set out in the Executive Summary Section of this Report it is my recommendation that the forthcoming Second Meeting be adjourned for a period of up to forty-five (45) business days for the following reasons:

- To enable the terms of a DOCA proposal to be finalised;
- To provide additional time for information in respect of the Company's financial affairs to be completed and provided; and
- To enable me to provide creditors with a meaningful recommendation as to what is in the best interests of creditors.

In the circumstances that the Company is not trading and therefore not incurring any ongoing losses, by providing additional time for the Directors to formulate a DOCA proposal to recapitalise the Company, there will be no detriment arising to creditors.

Accordingly, I recommend that the Company's creditors vote for the adjournment of the Second Meeting for a period of forty-five (45) business days pursuant to Section 439B(2) of the Act.

9 Remuneration of the Administrator

The Report has been issued in conjunction with the Administrator's Remuneration Approval Report, which provides details of:

- The Administrator's current and future remuneration to be approved; and
- The Liquidator's future remuneration to be approved (if applicable).

The remuneration (excluding GST and disbursements) to be approved is outlined in the table below:

Description	Amount (\$) (excl. GST)
Administrator's Actual Remuneration for the period 2 December 2024 to 6 January 2025	28,742.50

Please refer to the enclosed Remuneration Approval Report for a detailed breakdown of the remuneration resolutions being sought for the Company.

Given the nature of this Administration, I propose that my remuneration be calculated on Time Based/Hourly rates. This is because remuneration paid will be calculated and then drawn up to a capped limit approved by creditors based only on time actually spent in the conduct of the Administration.

Creditors should note that all works have, and will be, performed by the appropriate level of staff in order to optimise any potential realisations which may be available to unsecured creditors.

The remuneration sought includes actual remuneration incurred and the estimated future remuneration to be incurred. At the forthcoming Second Meeting, the creditors will be requested to approve my remuneration as provided in the table above and broken down in more detail in the attached Remuneration Approval Report.

10 Second Meeting

The Second Meeting is to be held on Wednesday, 15 January 2025 at 11.00 am. Pursuant to Rule 75-75 of the IPR, a virtual meeting will be held utilising teleconference facilities via Microsoft Teams. Creditors are required to attend by electronic means, and no physical place for the Second Meeting is provided.

In order to participate in voting at the meeting, you are required to:

- Confirm your attendance in writing no later than one (1) business day prior to the meeting;
- Provide alternate contact details to enable us to contact you in the case of technical or other difficulties;
- Submit a Formal Proof of Debt form and an Appointment of Proxy form in favour of the party attending the virtual meeting no later than 4:00 pm on the business day prior to the meeting; and
- Forward any issues you wish to have us address in detail at least one (1) business day prior to the meeting date. This will allow us sufficient time to prepare a detailed response to your question.

Should you not have already lodged a Formal Proof of Debt, you are required to complete the enclosed document in order to participate in voting at the meeting. Proxy forms lodged for the previous meetings are not valid for this meeting and therefore, a new proxy form needs to be lodged to enable voting at the Second Meeting.

Proxy forms for the meeting can be lodged in the following ways:

- Post: please ensure sufficient time to allow the arrival by Australia Post by no later than on the business day prior to the meeting;
- Facsimile: to (02) 8270 6900 by no later than on the business day prior to the meeting; or
- Email: to mitchellk@hamiltonmurphy.com.au by no later than the business day prior to the meeting.

If proxy forms are lodged by facsimile or by email, the Act requires that the original proxy form to be provided to the Administrators within seventy-two (72) hours of lodging the faxed or emailed copy.

11 Other Material Information and Enquiries

ASIC has released several insolvency information sheets to assist creditors, employees and shareholders with their understanding of the insolvency process. You can access the relevant ASIC information sheets at www.asic.gov.au.

There is no other information that is materially relevant to creditors being able to make an informed decision. The Administrator will advise creditors in writing of any additional matters that comes to his attention after the release of this Report, which in his view is material for creditors' to consider.

For any further queries in relation to this Report or the Administration in general, please contact Mr Mitchell Kensitt of this office by telephone on (02) 8270 6900 or via email to mitchellk@hamiltonmurphy.com.au.

Dated this 7th day of January 2025



Geoffrey Trent Hancock
Administrator

7 January 2025

REMUNERATION APPROVAL REPORT

LAND & HOMES GROUP LIMITED (ADMINISTRATOR APPOINTED) ACN 090 865 357 (“the Company”)

1. Introduction

I was appointed Administrator of the Company on 2 December 2024 pursuant to Section 436A of the Corporations Act 2001 (“the Act”).

The purpose of this Remuneration Approval Report (“Remuneration Approval”) is to assist creditors when considering the approval of the remuneration and disbursements of the Administrator.

Creditors are advised for this Remuneration Approval that I am only seeking approval of remuneration for the Administration in respect of actual remuneration for the period from 2 December 2024 to 6 January 2025.

2. Summary

I am asking creditors to approve the following remuneration and disbursements:

	Remuneration (\$)	Disbursements (\$)	Relevant Section
Administration	28,742.50	3,000.00	Sections 4 and 5

Creditors will be asked to pass resolutions seeking to approve my remuneration and disbursements at the Second Meeting of Creditors convened to be held on 15 January 2025.

At this stage I am only seeking approval of actual remuneration incurred, with future cost approval to be sought in subsequent creditor meetings.

At this stage, I am seeking approval of \$28,742.50 comprising of actual remuneration incurred from 2 December 2024 to 6 January 2025.

Should additional work be necessary beyond what is contemplated, further approval may be sought from creditors.

3. Declaration

I, Geoffrey Trent Hancock of Hamilton Murphy Advisory, have undertaken a proper assessment of this remuneration claim for my appointment as the Administrator of the Company in accordance with the law and applicable professional standards. I am satisfied that the remuneration and disbursements being claimed are with respect to necessary work, properly performed, or to be properly performed, in the conduct of the Administration.

The work in progress report for the Administration has been reviewed to ensure that remuneration is only being claimed for necessary and proper work performed.

4. Remuneration Sought

The remuneration I am asking creditors to approve is outlined in the below table.

Administration	Period	Amount (\$) (excl GST)	Rates to apply	When it will be drawn
Work Already Done (retrospective)	2 December 2024 to 6 January 2025	28,742.50	Provided in my IRN sent to creditors on 3 December 2024	Immediately or as required
Administration Total		28,742.50		

Details of the work already done are included at **Schedule A**.

Schedule B includes a breakdown of time spent by staff members on each major task for work that I have already done.

Actual resolutions to be put to creditors at the meeting are included at **Schedule C** for your information. These resolutions also appear in the proxy form for the meeting provided to you.

5. Disbursements Sought

I am not required to seek creditor approval for costs paid to third parties or where I am recovering costs incurred on behalf of the Administration, however I must provide details to creditors. Details of these amounts are included in the attached Receipts and Payments at **Schedule E**.

I am required to obtain creditor's consent for the payment of a disbursement where I, or a related entity of myself, may directly or indirectly obtain a profit.

For more information about disbursements, please refer to the IRN sent to you on 3 December 2024.

The disbursements I am asking creditors to approve are as follows:

For	Period	Amount (\$) (excl. GST)
Actual and Future Disbursements – Administration	2 December 2024 to finalisation of the Administration	3,000.00

Details of the disbursements incurred, future disbursements and the disbursements resolutions are included at **Schedule D**. These resolutions appear in the proxy form for the meeting provided to you.

6. Likely Impact on Dividends

The Act sets the order for payment of claims against the Company and it provides for remuneration of the Administrator to be paid in priority to other claims. This ensures that when there are sufficient funds, the Administrator receives payment for the work done to recover assets, investigate the Company's affairs, report to creditors and distribute any available funds. Even if creditors approve my remuneration, this does not guarantee that I will be paid, as I am only paid if sufficient assets are recovered. Any dividend to creditors will also be impacted by the amount of assets that I am able to recover and the amount of creditor claims that are admitted to participate in any dividend, including any claims by priority creditors such as employees.

7. Report on Progress of the Administration

This Remuneration Approval Report is being issued in conjunction with the Administrator's Report, which includes a report on the progress of the Administration to date.

8. Summary of Receipts and Payments

A summary of the receipts and payments for the Administration from 2 December 2024 to 6 January 2025 is provided at **Schedule E**.

9. Queries

If you have any queries in relation to the information in this Remuneration Approval Report, please contact Mitchell Kensitt of this office by telephone on (02) 8270 6900 or via email to mitchellk@hamiltonmurphy.com.au.

You can also access information which may assist you on the following websites:

- ARITA at www.arita.com.au/creditors; and
- ASIC at www.asic.gov.au (search for INFO 85).

Further supporting documentation for my remuneration claim can be provided to creditors on request.

Attachments:

Schedule A – Details of Work

Schedule B – Time spent by Staff on each Major Task

Schedule C – Resolutions

Schedule D – Disbursements

Schedule E – Summary of Receipts and Payments

SCHEDULE A

Details of Work

		Work Already Done
Period		2 December 2024 to 6 January 2025
Amount (\$) (ex GST)		\$28,742.50
Task Area	General Description	
Creditors		19.10 hours \$8,842.00
	Creditor enquiries, requests and directions	Receive and respond to creditor enquiries. Review and follow up creditor enquiries via telephone and email. Creditor correspondence. Maintaining creditor enquiry register. Review and prepare correspondence to creditors and their representatives via facsimile, email and post. Considering and documenting reasonableness of creditor requests. Compiling information requested by creditors.
	Security interest claims	Search of the PPSR register. Notify PMSI creditors identified from PPSR register.
	Secured creditor	Notifying PPSR registered creditors of appointment.
	Reports to creditors	Preparing initial report to creditors pursuant to Section 436E of the Corporations Act 2001, including preparation of initial remuneration notice and Declaration of Independence, Relevant Relationships and Indemnities. Preparing Administrator's Report pursuant to Rule 75-225(3) of the Insolvency Practice Rules (Corporations) 2016 including Remuneration Approval Report.
	Dealing with Proofs of debt	Receipting and filing POD when not related to a dividend.
	Meeting of creditors	Preparation of meeting notices, proxies and advertisements. Forward notice of meeting to all known creditors. Preparation of meeting file, including agenda, certificate of postage, attendance register, list of creditors, reports to creditors, advertisement of meeting and draft minutes of meeting. Attendance to meeting. Preparation and lodgement of minutes of meetings with ASIC. Responding to stakeholder queries and questions immediately following meeting.
Employees		2.80 hours \$1,730.00
	Employee enquiries	Receive and follow up employee enquiries via telephone and/or email.
	Calculation of Entitlements	Calculating employee entitlements.

		Work Already Done
Trade On		2.40 hours \$840.00
	Trade on Management	Liaising with management and staff.
	Employees	All other employee related tasks (trade-on only).
Investigation		15.20 hours \$8,317.00
	Conducting investigations	Collection of Company books and records. Preliminary reviewing of company's books and records. Review and preparation of company nature and history. Conducting and summarising statutory searches. Preparation of investigation file. Initial day one letters.
Administration		17.10 hours \$9,013.50
	Correspondence	General correspondence.
	Admin	General admin.
	Document maintenance, file review, checklist	Administration reviews. Filing of documents. File reviews. Updating checklists.
	Insurance	Correspondence with insurer in relation to initial and ongoing insurance requirements Correspondence with previous brokers.
	Bank account administration	Preparing correspondence opening accounts. Requesting bank statements. Bank account reconciliations. Entering receipts and payments into accounting system. Prepare banking receipt/payment requisition.
	ASIC forms and lodgements	Preparing and lodging ASIC forms including 505, 507, 5011 etc.
	ATO and other statutory reporting	Notification of appointment.
	Planning / Review	Discussions in relation to status of administration.

SCHEDULE B

Time spent by Staff on each Major Task

Employee	Position	\$/Hour (Exc GST)	Total Actual Hours	TOTAL \$	T A S K A R E A				
					Creditors	Employees	Trade On	Investigations	Administration
					\$	\$	\$	\$	\$
Geoffrey Trent Hancock	Appointee	650.00	21.00	13,650.00	1,950.00	1,625.00	-	4,550.00	5,525.00
Tom Lesnikowski	Associate Director	570.00	11.80	6,726.00	2,907.00	-	-	2,337.00	1,482.00
Emma Grant	Associate Director	570.00	0.10	57.00	-	-	-	-	57.00
David Martin	Manager 2	480.00	0.50	240.00	-	-	-	-	240.00
David Martin	Senior 1	380.00	6.00	2,280.00	1,710.00	-	-	570.00	-
Mitchell Kensitt	Senior 2	350.00	14.00	4,900.00	2,275.00	105.00	840.00	735.00	945.00
Dayna Walker	Senior 2	350.00	0.40	140.00	-	-	-	-	140.00
Sherry Roshan	Accountant 1	295.00	1.10	324.50	-	-	-	-	324.50
William Tong	Accountant 2	250.00	1.70	425.00	-	-	-	125.00	300.00
TOTAL			56.60	28,742.50	8,842.00	1,730.00	840.00	8,317.00	9,013.50
add GST				2,874.25					
TOTAL INC GST				31,616.75					

NUMBER OF HOURS (ACTUAL)

19.10 2.80 2.40 15.20 17.10

AVERAGE HOURLY RATE (ACTUAL - \$)

\$ 462.93 \$ 617.86 \$ 350.00 \$ 547.17 \$ 527.11

TOTAL AVERAGE HOURLY RATE (ACTUAL - \$)

\$ 507.82

SCHEDULE C

Resolutions

Administration

"That the actual remuneration of the Administrator and his staff from 2 December 2024 to 6 January 2025 are all proper costs, charges and expenses of and incidental to the Administration, and that same be fixed on a time basis at rates calculated in accordance with Hamilton Murphy Advisory's Schedule of Hourly Rates as detailed in the Administrator's Initial Remuneration Notice dated 3 December 2024, up to a limit of \$28,742.50 (plus GST), and that the Administrator can draw the remuneration immediately or as required. Out of pocket expenses and disbursements are additional."

SCHEDULE D
Disbursements

	Actual and Future Disbursements
Period	2 December 2024 to finalisation of the Administration
Amount (ex GST)	\$3,000
Disbursement type	Basis
Photocopying (B&W, Colour) - internal	20 cents per page
Document Printing - internal	No charge
Faxes (sent & received)	No charge
Document Scanning	No charge
Binding	No charge
Stationary - Folders - Filing Index	No charge
Telephone Calls - Local - STD, Mobile and ISD Calls	No charge
Staff Motor Vehicle Expense Reimbursement	Per prevailing ATO rates
ASIC Charges for appointments and notifiable events (including metric events and PNW Statutory Advertising/Notices)	Per ASIC annualised levy charge

ASIC Industry Funding Levy

I am required to obtain creditor's consent for the payment of internal disbursements where there may be a profit or advantage. With respect to internal disbursements, to the extent that these may be recovered at more than their cost, it may be considered that a profit or advantage has been derived and therefore must be approved by creditors, a Committee of Inspection (if one is appointed), or by the Court prior to being drawn.

On 1 July 2017, ASIC introduced an ASIC Industry Funding Model ("IFM") Levy, which charges a fee per metric event for certain ASIC lodgements and advertisements/notices on the ASIC Published Notices Website (PNW). The fee per metric event is a cost that is incurred in the proper conduct of an external administration and can be charged as an internal disbursement. However, given the timing between when an ASIC Charge is incurred and when the ASIC actually invoices the Administrator for these IFM levies, this cannot be classified as a direct disbursement and the firm may be considered to be deriving a profit or advantage. As such, Administrator has established an "administration expense" to cover the estimated costs of the ASIC Charges for the ASIC lodgements and PNW advertisements/notices required for this Administration, and these costs are included in the fixed internal disbursement charge that I will be seeking from creditors.

Disbursement Resolutions

Administration

“That the current and future internal disbursements of the Administrator, including the Administrator's expenses associated with the ASIC Industry Funding Model Levy, be charged in accordance with Hamilton Murphy Advisory's Schedule of internal disbursement charges, and as detailed in the Administrator's Initial Remuneration Notice dated 3 December 2024, be approved and fixed in the amount of \$3,000 (plus GST as agent for the Company) for the period from 2 December 2024 until the finalisation of the Administration, and that the Administrator be authorised to draw the internal disbursements on a monthly basis or as required.”

SCHEDULE E

Summary of receipts and payments

Description	Amount (\$)
Receipts	
Cash at Bank	11,595.65
Total Receipts	11,595.65
Payments	
Wages	2,318.00
Staff Reimbursements	99.62
Total Payments	2,417.62
Closing Cash at Bank as at 6 August 2023	9,178.03

FORMAL PROOF OF DEBT OR CLAIM (GENERAL FORM)

To the Administrator of **Land & Homes Group Limited (Administrator Appointed) ("the Company")**

1. This is to state that the Company was, on 2 December 2024 ⁽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: _____

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 2025

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 CRA/RATA	\$	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.

**APPOINTMENT OF PROXY
 CREDITORS MEETING**

**LAND & HOMES GROUP LIMITED (ADMINISTRATOR APPOINTED)
 ACN 090 865 357 ("the Company")**

*I/*We ⁽¹⁾	
Of	
being a creditor of the Company, appoint ⁽²⁾ or in his or her absence	
to vote for me/us on my/our behalf at the meeting of creditors to be held on Wednesday, 15 January 2025, or at any adjournment of that meeting.	

Please mark any boxes with an

Proxy Type: General Special

	For	Against	Abstain
Remuneration Resolution 1 "That the actual remuneration of the Administrator and his staff from 2 December 2024 to 6 January 2025 are all proper costs, charges and expenses of and incidental to the Administration, and that same be fixed on a time basis at rates calculated in accordance with Hamilton Murphy Advisory's Schedule of Hourly Rates as detailed in the Administrator's Initial Remuneration Notice dated 3 December 2024, up to a limit of \$28,742.50 (plus GST), and that the Administrator can draw the remuneration immediately or as required. Out of pocket expenses and disbursements are additional."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Internal Disbursements Resolution "That the current and future internal disbursements of the Administrator, including the Administrator's expenses associated with the ASIC Industry Funding Model Levy, be charged in accordance with Hamilton Murphy Advisory's Schedule of internal disbursement charges, and as detailed in the Administrator's Initial Remuneration Notice dated 3 December 2024, be approved and fixed in the amount of \$3,000 (plus GST as agent for the Company) for the period from 2 December 2024 until the finalisation of the Administration, and that the Administrator be authorised to draw the internal disbursements on a monthly basis or as required."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Future of the Company

	For	Against	Abstain
That the Company be wound up and placed into Liquidation.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
OR That the Administration end and control of the Company be handed back to the Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
OR That the Company executes a Deed of Company Arrangement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
OR That the meeting be adjourned for a period of not more than forty-five (45) business days.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If creditors vote to place the Company into liquidation

	For	Against	Abstain
That a Committee of Inspection be appointed.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated this _____ day of _____ 2025

Signature _____

CERTIFICATE OF WITNESS

*This certificate is to be completed **only if the person giving the proxy is blind or incapable of writing**. The signature of the creditor, contributory, debenture holder or member must not be witnessed by the person nominated as proxy.*

I, of
 certify that the above instrument appointing a proxy was completed by me in the presence of and at the request of the person appointing the proxy and read to him or her before he or she signed or marked the instrument.

Dated:

Signature of Witness:

Description:

Place of Residence:

* Strike out if inapplicable

- (1) If a firm, strike out "I" and set out the full name of the firm.
- (2) Insert the name, address and description of the person appointed.

**LAND & HOMES GROUP LIMITED (ADMINISTRATOR APPOINTED)
ACN 090 865 357 ("the Company")**

*Section 600G of the Corporations Act 2001
Rule 75-10 of the Insolvency Practice Rules (Corporations) 2016*

**CREDITOR'S APPROVAL TO THE USE OF EMAIL BY THE EXTERNAL ADMINISTRATOR WHEN GIVING
OR SENDING CERTAIN NOTICES PURSUANT TO SECTION 600G OF THE CORPORATIONS ACT 2001**

Should you wish to receive notices and documents relating to the administration of the Company by email, please complete this form and return it to Mitchell Kensitt at the address set out below.

I/We authorise the External Administrator on behalf of the Company and his or her employees and agents to send and give notices and documents where such notices and documents may be sent by email to me using the email address provided below.

Where the external administration has evolved into another form of external administration (such as a Voluntary Administration becoming a Deed of Company Arrangement or Creditors Voluntary Liquidation) I/We authorise the External Administrator of the Company whether as Voluntary Administrator, Deed Administrator or Liquidator of the Company and his employees and agents to send and give notices and documents where such notices and documents may be sent by email to me/us using the email address provided below.

Signature:	
Creditor name:	
Creditor address:	
Contact name:	
Position:	
Email Address:	
Contact number:	

Return to: Hamilton Murphy Advisory
Via Email: mitchellk@hamiltonmurphy.com.au
Via Post: Level 12, 503 Kent Street
SYDNEY NSW 2000

Voluntary Administration Creditor Information Sheet

Offences, Recoverable Transactions and Insolvent Trading



Offences

A summary of offences under the Corporations Act that may be identified by the administrator:

180	Failure by company officers to exercise a reasonable degree of care and diligence in the exercise of their powers and the discharge of their duties.
181	Failure to act in good faith.
182	Making improper use of their position as an officer or employee, to gain, directly or indirectly, an advantage.
183	Making improper use of information acquired by virtue of the officer's position.
184	Reckless or intentional dishonesty in failing to exercise duties in good faith for a proper purpose. Use of position or information dishonestly to gain advantage or cause detriment. This can be a criminal offence.
198G	Performing or exercising a function or power as an officer while a company is under administration.
206A	Contravening a court order against taking part in the management of a corporation.
206A, B	Taking part in the management of corporation while being an insolvent, for example, while bankrupt.
206A, B	Acting as a director or promoter or taking part in the management of a company within five years after conviction or imprisonment for various offences.
209(3)	Dishonest failure to observe requirements on making loans to directors or related companies.
254T	Paying dividends except out of profits.
286	Failure to keep proper accounting records.
312	Obstruction of an auditor.
314-7	Failure to comply with requirements for the preparation of financial statements.
437D(5)	Unauthorised dealing with company's property during administration.
438B(4)	Failure by directors to assist administrator, deliver records and provide information.
438C(5)	Failure to deliver up books and records to the administrator.
588G	Incurring liabilities while insolvent
588GAB	Officer's duty to prevent creditor-defeating disposition
588GAC	A person must not procure a company to make a creditor-defeating disposition
590	Failure to disclose property, concealed or removed property, concealed a debt due to the company, altered books of the company, fraudulently obtained credit on behalf of the company, material omission from Report as to Affairs or false representation to creditors.
596AB	Entering into an agreement or transaction to avoid employee entitlements.

Recoverable Transactions

Preferences

A preference is a transaction, such as a payment by the company to a creditor, in which the creditor receiving the payment is preferred over the general body of creditors. The relevant period for the payment commences six months before the commencement of the liquidation. The company must have been insolvent at the time of the transaction, or become insolvent because of the transaction.

Where a creditor receives a preference, the payment is voidable as against a liquidator and is liable to be paid back to the liquidator subject to the creditor being able to successfully maintain any of the defences available to the creditor under the Corporations Act.

Creditor-defeating disposition

Creditor-defeating dispositions are the transfer of company assets for less than market value (or the best price reasonably obtainable) that prevents, hinders or significantly delay creditors' access to the company's assets in liquidation. Creditor-defeating dispositions are voidable by a liquidator.

Uncommercial Transaction

An uncommercial transaction is one that it may be expected that a reasonable person in the company's circumstances would not have entered into, having regard to the benefit or detriment to the company; the respective benefits to other parties; and any other relevant matter.

To be voidable, an uncommercial transaction must have occurred during the two years before the liquidation. However, if a related entity is a party to the transaction, the period is four years and if the intention of the transaction is to defeat creditors, the period is ten years. The company must have been insolvent at the time of the transaction, or become insolvent because of the transaction.

Unfair Loan

A loan is unfair if and only if the interest was extortionate when the loan was made or has since become extortionate. There is no time limit on unfair loans – they only must be entered into before the winding up began.

Arrangements to avoid employee entitlements

If an employee suffers loss because a person (including a director) enters into an arrangement or transaction to avoid the payment of employee entitlements, the liquidator or the employee may seek to recover compensation from that person or from members of a corporate group (Contribution Order).

Unreasonable payments to directors

Liquidators have the power to reclaim '*unreasonable payments*' made to directors by companies prior to liquidation. The provision relates to payments made to or on behalf of a director or close associate of a director. The transaction must have been unreasonable, and have been entered into during the 4 years leading up to a company's liquidation, regardless of its solvency at the time the transaction occurred.

Voidable charges

Certain charges over company property are voidable by a liquidator:

- circulating security interest created within six months of the liquidation, unless it secures a subsequent advance;
- unregistered security interests;
- security interests in favour of related parties who attempt to enforce the security within six months of its creation.

Insolvent trading

In the following circumstances, directors may be personally liable for insolvent trading by the company:

- a person is a director at the time a company incurs a debt;
- the company is insolvent at the time of incurring the debt or becomes insolvent because of incurring the debt;
- at the time the debt was incurred, there were reasonable grounds to suspect that the company was insolvent;
- the director was aware such grounds for suspicion existed; and
- a reasonable person in a like position would have been so aware.

The law provides that the liquidator, and in certain circumstances the creditor who suffered the loss, may recover from the director, an amount equal to the loss or damage suffered. Similar provisions exist to pursue holding companies for debts incurred by their subsidiaries.

A defence is available under the law where the director can establish:

- there were reasonable grounds to expect that the company was solvent and they did so expect;
- they did not take part in management for illness or some other good reason; or
- they took all reasonable steps to prevent the company incurring the debt.

The proceeds of any recovery for insolvent trading by a liquidator are available for distribution to the unsecured creditors before the secured creditors.

Important note: This information sheet contains a summary of basic information on the topic. It is not a substitute for legal advice. Some provisions of the law referred to may have important exceptions or qualifications. This document may not contain all of the information about the law or the exceptions and qualifications that are relevant to your circumstances.

Queries about the voluntary administration should be directed to the administrator's office.