



Update for shareholders – FAQ on Singapore Court Hearing

Alita Resources Limited (Subject to Deed of Company Arrangement) (Receivers and Managers Appointed)

ACN 147 393 735

(Alita)

Please note that the information contained herein is prepared for general information only and is not intended to constitute, and should not be taken as, advice by the Deed Administrators. If you are in any doubt as to the contents of this document or as to any action you should take, you should seek independent legal advice.

1 What is the purpose of the pre-trial conference (PTC)?

The purpose of the PTC on 9 December 2021 is for the Court to deal with administrative matters, such as directions for the filing of affidavits and other documents, in preparation for the hearing of Order 2 of the Singapore Recognition Application (the terms of which are reproduced in the response to query (5) below). The pre-trial conference is not a substantive hearing of Order 2.

2 What are the liabilities of Shareholders who attend the PTC?

Shareholders who intend to participate in the Singapore Recognition Application should note that there may be costs consequences pursuant to such participation.

Shareholders should seek independent legal advice on their rights and potential liabilities with respect to this matter.

3 What is the mode of the PTC i.e. by electronic means or attend court in person?

The pre-trial conference on 9 December 2021 will be held via video-conferencing using Zoom. Shareholders who wish to attend the pre-trial conference (either in person or through counsel) must inform the Deed Administrators' solicitors, Rajah & Tann Singapore LLP of their intention to do so by email to alitadoca2020@rajahtann.com by no later than 12 noon on 7 December 2021.

4 In what capacity would the shareholders be attending the PTC, i.e. is the shareholder considered a defendant?

Shareholders who intend to participate in the Singapore Recognition Application would be doing so as non-parties.

As stated above, please note that there may be costs consequences pursuant to such participation. Shareholders should seek independent legal advice on their rights and potential liabilities with respect to this matter.

5 It was mentioned in the announcement dated 30 November 2021 that the Singapore High Court ordered that the proceedings under the DOCA be recognized in Singapore, subject to certain limitations, but that the Court had held in abeyance a second component to the relief being sought by the Deed Administrators, specifically the component involving an affirmation of the Australian Court Orders.

Please explain the difference between the two components.

Please explain the implications of the two possible scenarios, firstly, in the event the Singapore High Court grants relief for the second component, specifically involving an affirmation of the Australian



Court Orders; and secondly in the event the Singapore High Court does not grant such relief for the second component.

The Deed Administrators filed the Singapore Recognition Application on 7 October 2021 seeking, inter alia, orders on the following terms:

- 1 That the proceedings under the Australian Deed of Company Arrangement between the Company and Austroid Corporation (**the Proponent**) dated 23 December 2020 (**the 2020 DOCA**), by which the Applicants were appointed jointly and severally as the deed administrators, (including, but not limited to, the orders made on 1 and 7 September 2021 by the Supreme Court of Western Australia pursuant to section 444GA of the Australian Corporations Act 2021 (Cth) (**the Corporations Act**) (together, the **2021 Section 444GA Orders**) in COR/112/2021), be recognised in Singapore a foreign main proceeding within meaning of Articles 2(f) and 17(2)(a) of the Third Schedule of the Insolvency, Restructuring and Dissolution Act (Act 40 of 2018) read with Part 11 of the same Act (the "Model Law");
- 2 That pursuant to the 2021 Section 444GA Orders, the Applicants are, jointly and severally, entitled to:
 - (i) Transfer 100% of the fully paid ordinary shares in the capital of the Company (**the Shares**) from the Company's members (as defined in the Corporations Act) (**the Members**) to the Proponent and/or its nominee(s) on the Completion Date as defined in the 2020 DOCA and in accordance with its terms;
 - (ii) Execute on behalf of the Members share transfer forms and any other documents ancillary or incidental to effecting the transfer of the Shares referred to in paragraph 2(a) above; and
 - (iii) Enter or procure the entry of the name of the Proponent (or its nominee or as it directs) into the share register of the Company in respect of all Shares transferred to the Proponent in accordance with paragraph 2(a) above.

Order 1 relates to the recognition of the proceedings under the 2020 DOCA (including the 2021 Section 444GA Orders) in Singapore under the provisions of the Model Law. Order 2 relates to the grant of relief under the Model Law to assist the proceedings under the 2020 DOCA following recognition.

On 23 November 2021, the Singapore High Court granted an order in terms of Order 1, subject to the limitation that there is no expatriation of the Company's assets out of Singapore without leave of Court. On this basis, the 2021 Section 444GA Orders have been recognised and given effect under Singapore law. The hearing of Order 2 was held in abeyance as stated in the announcement dated 30 November 2021.

Regardless of whether or not Order 2 is granted, the 2021 Section 444GA Orders are valid and binding. Subject to the approval of ASIC and FIRB, the Deed Administrators are in a position to give effect to the share transfer pursuant to the 2021 Section 444GA Orders. The only other outstanding condition precedent to the effectuation of the 2021 DOCA is approval from the SGX for the delisting of the Company. In view of the foregoing, the Deed Administrators may seek leave of the Singapore High Court to withdraw the application in respect of Order 2.

6 What may be the possible outcomes after the PTC, given that the Deed Administrators have highlighted more than once in its announcements that the Australian Court Orders are final and binding?

As stated above, the Deed Administrators may seek leave of the Singapore High Court to withdraw the application in respect of Order 2. The Deed Administrators and Austroid will continue to work towards satisfying and/or procuring the satisfaction of the remaining conditions precedent to the 2020 DOCA (i.e. approval of ASIC, FIRB and SGX). The 2021 Section 444GA Orders will remain valid and binding notwithstanding the withdrawal of Order 2.



If the Deed Administrators proceed with the application in respect of Order 2, the Court is likely to give directions for, amongst others, the filing of affidavits and other documents (as may be appropriate), at the pre-trial conference on 9 December 2021.

7 Since shareholders are not briefed on the court case details, please disclose all information on the SGX announcement platform to keep shareholders updated and informed.

The Deed Administrators have been providing, and will continue to provide, material updates to shareholders on the SGX announcement platform (SGXNet).

8 It is too short a time to allow shareholders to prepare for objection, please give sufficient time to shareholder to digest the information and prepare an objection.

The Deed Administrators consider that parties seeking to appear and object to the Singapore Recognition Application have been given sufficient time to do so.

Notice of the filing of the Singapore Recognition Application was given via the SGXNet on 13 October 2021. In the same announcement, shareholders were informed of a pre-trial conference on 21 October 2021, which they were invited to attend.

On 25 October 2021, shareholders were notified that the Singapore Recognition Application was fixed for hearing on 15 November 2021.

Further updates in relation to the proceedings were released on 8, 12, 19 and, most recently, 30 November 2021.

In any case, as stated above, the purpose of the pre-trial conference on 9 December 2021 is for the Court to deal with administrative matters, such as directions for the filing of affidavits and other documents, in preparation for the hearing of Order 2 of the Singapore Recognition Application. The pre-trial conference is not a substantive hearing of Order 2.

Dated: 5 December 2021

Yours faithfully

Alita Resources Limited (Receivers & Managers Appointed) (Subject to Deed of Company Arrangement)

Rob Kirman
Deed Administrator