



MELBOURNE

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DX 125 Melbourne

8 February 2011

TO CREDITORS

Dear Sir/Madam

**Nylex Limited (Subject to a Deed of Company Arrangement)
ACN 009 375 553 (the Company)**

As you are aware, John Lindholm and I were appointed Administrators of the Company on 11 February 2009. affiliated through Zolfo Cooper UNITED STATES UNITED KINGDOM CARIBBEAN and KLC Kennic Lui & Co HONG KONG CHINA

On 15 September 2009 a meeting of creditors resolved that the Company execute a Deed of Company Arrangement ("DOCA"). On 5 October 2009 the DOCA was duly executed and John Lindholm and I became the Deed Administrators.

The DOCA provided for the recapitalisation and re-instatement of the Company's securities for quotation on the ASX subject to a number of conditions precedents being met before 31 December 2010. Unfortunately, despite the completion date being extended on a number of occasions, the terms of the DOCA were not fulfilled by this date. The conditions precedents that were not effectuated include the following:

- The convening of a meeting of the Company's shareholders and the passing of resolutions proposed in reference to the share reconstruction and recapitalisation of the Company.
- The undertaking of the proposed capital raising which requires the full subscription to the offer made (to be no less than the amount of \$2,000,000).
- The resignation of all existing directors of the Company.
- All outstanding lodgements required by the ASIC to be completed.

It is therefore proposed that the Company be placed in Liquidation. Accordingly, it has become necessary to call a meeting of creditors to consider, and if thought fit, pass a resolution to wind up the Company.

A meeting of creditors is convened for **15 February 2011 at 10:00am** in order that the appropriate resolution may be passed as required by section 445F of the Act. A Notice of Meeting setting out the proposed resolutions, a Proxy form and Informal Proof of Debt form are enclosed for your attention.

Should you require any further information prior to the meeting, please contact Gabrielle Spinelli of this office on (03) 9604 5159.

Yours faithfully
Nylex Limited

A handwritten signature in dark ink, appearing to read 'George Georges', is written over the printed name below.

George Georges
Deed Administrator

Encl.

**FORM 509C
CORPORATIONS ACT 2001**

Paragraph 445F(2)

**NYLEX LIMITED
(SUBJECT TO DEED OF COMPANY ARRANGEMENT)
ACN 009 375 553 ("THE COMPANY")**

**NOTICE OF MEETING OF CREDITORS TO TERMINATE
DEED OF COMPANY ARRANGEMENT**

1. Notice is given that a meeting of creditors of the Company will be held at the offices of Ferrier Hodgson, Level 29, 600 Bourke Street, Melbourne, Victoria on 15 February 2011 at 10:00am.

AGENDA

2. The purpose of the meeting is to consider and vote on the following resolutions:

- That the Company be wound up

OR

- That the Company revert to its directors.

Proxies to be used at the meeting should be lodged at the office of the Deed Administrators by 4.00pm on the day prior to the meeting. **A corporation may only be represented by proxy or by an attorney appointed pursuant to Corporations Regulations 5.6.28 and 5.6.31 respectively or, by a representative appointed under Section 250D of the Corporations Act 2001.**

In accordance with Regulation 5.6.23(1) of the Corporations Regulations, creditors will not be entitled to vote at the meeting unless they have previously lodged particulars of their claims against the Company with the Administrators.

DATED this day ^{4th} of February 2011



**GEORGE GEORGES
DEED ADMINISTRATOR**

INFORMAL PROOF OF DEBT FORM

Regulation 5.6.47

**NYLEX LIMITED
(SUBJECT TO DEED OF COMPANY ARRANGEMENT)
ACN 009 375 553**

Name of creditor:

Amount of debt claimed:

(see note)

Consideration for debt:

Whether debt secured or unsecured:

If secured, give details of security including dates, etc:

Balance, if any, after deducting value of security (see note):

.....
Creditor (or person authorised by creditor)

NOTE:

Under the Corporations Regulations, a creditor is not entitled to vote at a meeting unless (Regulation 5.6.23):

- a. his claim has been admitted, wholly or in part, by the Administrator; or
- b. he has lodged with the Administrator particulars of the debt or claim, or if required, a formal proof of debt.

For the purposes of Part 5.3A, a secured creditor may vote (Regulation 5.6.24):

- a. for the whole of his debt without regard to the estimated value of his security.

Proxies must be made available to the Administrator.

FORM 532
CORPORATIONS ACT 2001

Regulation 5.6.29

NYLEX LIMITED
(SUBJECT TO DEED OF COMPANY ARRANGEMENT)
ACN 009 375 553

APPOINTMENT OF PROXY CREDITORS MEETING

*I/*We1
of
a creditor of Nylex Limited (Subject to Deed of Company Arrangement), appoint2
or in his absence as
*my/our *(i) general OR *(ii) special proxy3 to vote at the meeting of creditors to be held on 15 February 2011, or at any adjournment of that meeting, to vote
(i) on all matters arising at the meeting; OR
(ii) on each of the following kinds of resolution in the manner specified:

- (a) A resolution that the Company be wound up. For Against Abstain
(b) A resolution that Company revert to its directors. For Against Abstain

I am an unsecured creditor and the total amount owed to me is \$

OR

I am a secured creditor and the total amount owed to me is \$

DATED this day of 2010

Signature5 of individual or person6
authorised by corporate resolution to
represent the corporation

OR The Common Seal of4
was hereunto affixed in the
presence of

Director

Secretary

CERTIFICATE OF WITNESS7

* 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.
3 If a special proxy add the words "to vote for" or the words "to vote against" and specify the particular resolution.
4 The method of affixing the Common Seal is prescribed in Section 127(2) of the Corporations Act 2001 and, usually, the creditor corporation's constitution.
5 The signature of the creditor is not to be attested by the person nominated as proxy.
6 A corporation may only be represented by proxy or by an attorney appointed pursuant to Corporations Regulations 5.6.28 and 5.6.31A respectively or, by a representative appointed under Section 250D of the Corporations Act 2001. Copy of authority/power of attorney to be annexed.
7 This certificate is to be completed only where the person giving it is blind.

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 before he attached his signature or mark to the instrument.

DATED this day of 2010

.....
Signature of Witness

.....
Description

.....

.....
Place of Residence
