

9 September 2011

**Rewards Group Limited
(Receivers and Managers Appointed)
(Subject to Deed of Company Arrangement)
ACN 089 582 427**

**and Subsidiaries as set out in the Schedule
(Receivers and Managers Appointed to Limited Companies)
(All Subject to Deed of Company Arrangement)**

(Collectively referred to as the Group)

CIRCULAR TO CREDITORS

ADELAIDE
BRISBANE
MELBOURNE
SYDNEY
JAKARTA
KUALA LUMPUR
SINGAPORE
TOKYO

Affiliated through
Zolfo Cooper
United States
United Kingdom
Caribbean
and
KLC Kennic Lui & Co
Hong Kong
China

I refer to the appointment of Andrew Saker, Darren Weaver and I as Joint and Several Administrators of the Group on 16 May 2010, and to our subsequent appointment as Joint and Several Deed Administrators on 9 November 2010.

I further refer to the concurrent meetings of creditors of the Group held on 19 April 2011 wherein creditors of each of the companies resolved to vary the Deed of Company Arrangements (DOCA's), such that the timeframe for satisfaction of critical events be extended from 31 March 2011 to 29 July 2011. I confirm the executed Deeds of Variation to the DOCA's were lodged with ASIC on 8 July 2011.

The DOCA's have been unable to be completed in their current form and the DOCA proponent, the Rewards Growers Advocacy Group Inc (RGAG) does not wish to put forward a proposed variation(s) to the DOCA's. Accordingly, I advise that I have convened concurrent meetings of creditors of each of the companies of the Group pursuant to section 445F of the Corporations Act 2001 (the Act) to be held on Monday, 26 September 2011 to consider the future of each entity of the Group as set out in the notice of meeting attached.

In this regard, we attach the following notices, statements and reports:

(a) Notice of Meeting

The concurrent meeting of creditors held pursuant to section 445F of the Act for each of the companies in the Group will be held on **Monday, 26 September 2011 at the Rydges Hotel Perth, Corner Hay Street and King Street, Perth Western Australia at 10.00am (WST).**

Please note that you should arrive for registration at least 15 minutes prior to the meeting.



(b) Informal Proof of Debt or Claim Form

A person is not entitled to vote at the meeting unless they provide particulars of the debt or claim to the Deed Administrators before the meeting. Please note this form is for voting purposes only. All creditors must furnish full details of their claims, indicating whether they rank as secured, preferential or unsecured, and whether they claim title to any goods supplied to the companies or any lien over goods in their possession which are property of the companies.

If you have submitted one of these for the purposes of a previous meeting of creditors, **you do not need to submit another.**

(c) Appointment of Proxy Form

This form enables you to appoint a person to act on your behalf at the meeting. Proxy forms submitted for previous meetings of creditors are not valid. To be entitled to vote, corporate creditors must **complete and submit a new Proxy Form** for the purposes of this meeting.

To ensure your debt is registered with the Deed Administrators and your vote is able to be counted at the meeting, you are required to lodge all forms with the Administrators by no later than **5.00pm (WST) on Thursday, 22 September 2011.**

All forms and supporting documentation can be lodged with the Deed Administrators via one of the following means:

By mail Ferrier Hodgson
 GPO Box 2537
 PERTH WA 6001

By email rewardsgroup@fh.com.au

By facsimile +61 8 9214 1400

Please also note that Corporations Regulation 5.6.36A requires lodgement of the original of the Proxy with the Administrators' office within 72 hours of lodging the electronic copy.

(d) Deed Administrators' report pursuant to section 445F of the Act

The report details the status of the existing DOCA's and also contains a statement setting out the Deed Administrators' opinion about each of the following matters and our reasons for those opinions:

- (i) Whether it would be in the creditors' interests for the DOCA's be terminated and control of the companies be handed back to the Directors; or
- (ii) Whether it would be in the creditors' interests for the DOCA's to be terminated and the companies be wound up.



(e) Remuneration Report

The Liquidators intend that their remuneration be fixed on the basis of time spent by them and their staff of an appropriate level having regard to the nature and complexity of the work and calculated by reference to the hourly rates set out in the Deed Administrators' report together with a schedule setting out the Liquidators' likely tasks. A copy of the Deed Administrators' report is annexed to the Deed Administrators report pursuant to section 445F of the Act.

Further Information

For further information concerning the administration process and Ferrier Hodgson, you may wish to visit our website at www.ferrierhodgson.com. You may also wish to consider the IPAA's website www.ipaa.com.au which contains the IPA's Statements of Best Practice, applicable to IPA members and/or the website www.asic.gov.au for information sheets.

Should you have any queries in relation to this matter, please do not hesitate to either Hannay Smith, Penny Vetten or Ben Savage of this office.

Martin Jones
Joint and Several Deed Administrator of
Rewards Group Ltd
(and subsidiaries as set out in the Schedule)

Encl.

The Schedule

Company Name	ACN
Rewards Projects Limited (DA)	089 582 427
Rewards Land Pty Ltd (DA,R)	089 948 824
Rewards Management Pty Ltd (DA,R)	089 940 376
Rural Labour Pty Ltd (DA)	130 732 786

DA Deed Administrators Appointed
R Receivers and Managers Appointed

CORPORATE ADVISORY

FORENSICS

CORPORATE RECOVERY

FORM 529A

Paragraph 5.6.12(2)

CORPORATIONS ACT 2001

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

**Rewards Group Ltd ACN 087 702 547
Rewards Projects Limited ACN 089 582 427
Rewards Land Pty Ltd ACN 089 948 824
Rewards Management Pty Ltd ACN 089 940 376
Rural Labour Pty Ltd ACN 130 732 786**

**(All Subject to Deed of Company Arrangement) (Some Receivers and Managers
Appointed)
(Collectively referred to as “the Companies”)**

Notice is given that concurrent meetings of the creditors of the Companies will be held on Monday, 26 September 2011 at the Rydges Hotel Perth Corner Hay Street and King Street, Perth Western Australia at 10:00am (WST).

Although they will be legally separate meetings, we intend to conduct each of the meetings of the companies at the same time and location in order to save cost and allow for an efficient Administration process for all stakeholders, without prejudicing their respective interest.

AGENDA

1. To receive the report of the Deed Administrators.
2. Questions from creditors.
3. For creditors of each of the Companies to resolve:
 - (a) That the DOCA's be terminated and that the companies be wound up; or
 - (b) That the DOCA's be terminated and that the control of the companies revert to the Directors.
4. If any of the Companies are wound up, to fix the remuneration of the Liquidators.
5. If any of the Companies are wound up, to consider appointing a Committee of Inspection.
6. If any of the Companies are wound up, to consider the destruction of the books and records at the conclusion of the winding up.
7. Any other business that may be lawfully brought forward.

Proxies to be used at the meetings should be lodged at the office of the Joint and Several Deed Administrators by 5.00pm (WST) on Thursday, 22 September 2011. A corporate creditor can only be represented by proxy or by an attorney pursuant to Corporations Regulations 5.6.28 and 5.6.31A or if a body corporate by a representative appointed pursuant to Section 250D.

In accordance with Regulation 5.6.23(1) of the Corporations Regulations, creditors will not be entitled to vote at this meeting unless they have previously lodged particulars of their claim against the company in accordance with the Corporations Regulations and that clause has been admitted for voting purposes wholly or in part by the Deed Administrator.

DATED this 9th day of September 2011.

A handwritten signature in black ink, appearing to read 'Martin Jones', with a large, sweeping underline.

Martin Jones

Joint and Several Deed Administrator of
Rewards Group Ltd
Rewards Projects Limited
Rewards Land Pty Ltd
Rewards Management Pty Ltd
Rural Labour Pty Ltd

INFORMAL PROOF OF DEBT FORM FOR CREDITORS

Regulation 5.6.47

Rewards Group Ltd ACN 087 702 547
Rewards Projects Ltd ACN 089 582 427
Rewards Land Pty Ltd ACN 089 948 842
Rewards Management Pty Ltd ACN 089 940 376
Rural Labour Pty Ltd ACN 103 732 786
(All Subject to Deed of Company Arrangement)(Some Receivers and Managers
Appointed)
(Collectively referred to as “the Companies”)

Please indicate the company to which your claim relates (please tick)

Company Name	ACN
Rewards Group Limited (DA)	087 702 547
Rewards Projects Limited (DA)	089 582 427
Rewards Land Pty Ltd (DA,R)	089 948 824
Rewards Management Pty Ltd (DA,R)	089 940 376
Rural Labour Pty Ltd (DA)	130 732 786

DA Deed Administrators Appointed
R Receivers and Managers Appointed

Name of creditor:

Address of creditor:

ABN:

Telephone Number:

Amount of Debt claimed: \$.....(including GST \$.....)

Consideration for debt (i.e. the nature of goods or services supplied and the period during which they were supplied):

.....
.....

Is the debt secured? YES / NO

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

.....
.....

Other information:

.....
.....

Signature of Creditor
(or person authorised by creditor)

Notes:
Under the Corporations Regulations, a creditor is not entitled to vote at a meeting unless (Regulation 5.6.23):
a) his or her claim has been admitted, wholly or in part, by the Joint and Several Deed Administrators; or
b) he or she has lodged with the Joint and Several Deed Administrators particulars of the debt or claim, or if required, a formal proof of debt.
At meetings held under Section 436E and 439A, a secured creditor may vote for the whole of his or her own debt without regard to the value of the security.
Proxies must be made available to the Joint and Several Deed Administrators.

FORM 532

Regulation 5.6.29

**REWARDS GROUP LIMITED ACN 087 702 547
(Subject to Deed of Company Arrangement) (the Company)**

**APPOINTMENT OF PROXY
CREDITORS MEETING**

*I/*We¹

of

a creditor of the company/companies indicated above, appoint²

or in his absence

as *my/our *(i) general OR *(ii) special proxy³ to vote at the meeting of creditors to be held at 10:00am (WST) on Monday, 26 September 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:

Resolutions	For	Against	Abstain
(a) A resolution that the DOCA be terminated and the Company be wound up.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) A resolution that the DOCA be terminated and the control of the Company revert to the Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) If the Company is placed into Liquidation: That a provision for the Liquidator's remuneration as set out in the Deed Administrators' Remuneration Report dated 9 th September 2011 for the period 26 September 2011 to the conclusion of the liquidation in the sum of \$200,000 exclusive of GST be approved but subject to upward or downward resolution by creditors and that the Liquidators' be authorised to draw their fees when funds come to hand.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) If the Company is placed into Liquidation: A Committee of Inspection be appointed.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) If the Company is placed into Liquidation: A resolution that the books and records of the company be disposed of 12 months after the dissolution of the company or earlier at the discretion of the ASIC.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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.

