

PERTH

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8 April 2011

REWARDS GROUP LIMITED 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)

ADELAIDE
BRISBANE
MELBOURNE
SYDNEY
JAKARTA
KUALA LUMPUR
SINGAPORE
TOKYO

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Zolfo Cooper
and
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UNITED STATES
UNITED KINGDOM

CIRCULAR TO CREDITORS

We refer to the appointment of Martin Jones, Andrew Saker and Darren Weaver as Joint and Several Administrators of the Companies pursuant to section 436A of the Corporations Act 2001 (the Act) on 16 May 2010 and to our subsequent appointment as Joint and Several Deed Administrators on 9 November 2010.

As detailed in our Report to Creditors pursuant to Section 445F of the Corporations Act enclosed, the proponent of the Deed of Company Arrangement (DOCA) being the Rewards Growers Advocacy Group Inc (RGAG) has put forward a proposed variation to extend the timeframe for satisfaction of critical events under the DOCA's to 29 July 2011.

In the event that the proposed DOCA variation above is not accepted by creditors, the Companies will likely be placed into liquidation. The Deed Administrators are of the opinion that creditors of the Companies should resolve to approve the proposed variation for the reasons as set out in the enclosed Report to Creditors.

Accordingly, a concurrent meeting of creditors of the Companies has been called for **Tuesday, 19 April 2011 at the Kings Hotel, 517 Hay Street, Perth, Western Australia at 10.00am (WST)** to consider the proposed variation to the DOCA's.

For your information and assistance, the following are attached:

(a) Notice of Meeting

Please note that the concurrent meetings for the Companies will be held on **Tuesday, 19 April 2011 at the Kings Hotel, 517 Hay Street, Perth, Western Australia at 10.00am (WST)**.

Please note that you should arrive for registration at least 30 minutes prior to the meeting.



Although they will be legally separate meetings, we intend to conduct each of the meetings of the Companies at the same time and location and to allow observers to be present at each of the meetings. We believe this necessary and reasonable in order to save costs and allow for an efficient Administration process for all stakeholders, without prejudicing their respective interests.

(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 the first or second meetings 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. We note that to be entitled to vote, corporate creditors **must complete and submit a Proxy form** for the purposes of these meetings.

All forms and supporting documentation can be lodged with the Deed Administrators by no later than **5.00pm WST on Friday, 15 April 2011** 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 Deed Administrators' office within 72 hours of lodging the electronic copy.

(d) Deed Administrators' report to creditors which includes:

- (a) An update on the status of various matters pertinent to the administration
- (b) An opinion, with supporting reasons, on each of the following matters for the Companies:
 - Whether it would be in the creditors' interests for the Companies to accept the proposed variation to the DOCA's.
 - Whether it would be in the creditors' interests for the DOCA's to be terminated and the Companies to be wound up.



(e) Remuneration Report

The Deed Administrators' report includes detailed scheduled explaining their remuneration claim setting out:

- (a) Details of time spent by category of staff at the rates applicable for such staff; and
- (b) A summary of the work undertaken, and work expected to be undertaken up to the cessation or completion of the administration by the Deed Administrators and their staff in the administration.

Should creditors resolve that any of the individual companies be wound up, 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 attached remuneration report.

Further Information

For further information concerning the Voluntary 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 questions in relation to this matter, please contact either Penny Vetten or Hannay Smith of this office

A handwritten signature in black ink, appearing to read 'Martin Jones'.

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

Encl.

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 Tuesday, 19 April 2011 at the Kings Hotel, 517 Hay 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 Administrator.
2. Questions from creditors.
3. For creditors of each company to resolve separately in respect to each of the Companies:
 - (a) That the company vary the Deed of Company Arrangement; or
 - (b) That the Deed of Company Arrangement be terminated and the company be wound up
4. To fix the further remuneration of the Joint and Several Deed Administrators for each of the Companies.
5. If the variation to the Deed of Company Arrangement is approved, to fix further prospective remuneration for the Deed Administrators for each of the Companies.
6. If a company is wound up, to fix the remuneration of the Liquidators for each of the Companies.
7. If a company is wound up, to consider appointing a Committee of Inspection.

8. If a company is wound up, to consider the destruction of the books and records at the conclusion of the winding up.
9. 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 Friday, 15 April 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 voluntary administrator.

DATED this 8th day of April 2011.



Martin Jones
Joint and Several Deed Administrator of
Rewards Group Limited
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 LIMITED 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)**

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

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

*Receivers and Managers also 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 Administrators; or
b. he or she has lodged with the Joint and Several 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 debt without regard to the value of the security.
Proxies must be made available to the Joint and Several Administrators.

**REWARDS PROJECTS LIMITED ACN 089 582 427
(Subject to Deed of Company Arrangement)
(the Company)**

**APPOINTMENT OF PROXY
CREDITORS MEETING**

*I/*We¹

of

a creditor of the company 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 on Tuesday, 19 April 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 Company varies the Deed of Company Arrangement such that the timeframe for satisfaction of critical events under clauses 13 and 14 of the DOCA be extended from 31 March 2011 to 29 July 2011.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) A resolution that the company be wound up.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) A resolution that the Deed Administrators' remuneration, as set out in the Deed Administrators' remuneration report dated 6 April 2011, for the period 9 November 2010 to 28 February 2011 in the sum of \$533,403 exclusive of GST be approved and that the Deed Administrators be authorised to draw their fees when funds come to hand.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) A resolution that a provision for the Deed Administrators' anticipated remuneration as set out in the Deed Administrators' remuneration report dated 6 April 2011 for the period 1 March 2011 to 18 April 2011 in the sum of \$200,000 exclusive of GST be approved but subject to upward or downward resolution by creditors and that the Deed Administrators be authorised to draw their fees when funds come to hand.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) If the variation to the Deed of Company Arrangement is approved: That a provision for the Deed Administrators'/Trustees' remuneration as set out in the Deed Administrators' remuneration report dated 6 April 2011 for the period 19 April 2011 until termination of the DOCA/Creditors' Trust in the sum of \$500,000 exclusive of GST be approved but subject to upward or downward resolution by creditors and that the Deed Administrators'/Trustees' be authorised to draw their fees when funds come to hand.	<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.

Resolutions	For	Against	Abstain
(f) If the company is placed into Liquidation: That a provision for the Liquidators' remuneration as set out in the Deed Administrators' remuneration report dated 6 April 2011 for the period 19 April 2011 to the conclusion of the liquidation in the sum of \$750,000 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"/>
(g) If the company is placed into Liquidation: A Committee of Inspection be appointed.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) 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"/>

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 April 2011

.....
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

This section is only relevant in the case of a proxy given by a person incapable of writing.
CERTIFICATE OF WITNESS⁷

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 April 2011

.....
Signature of Witness

.....
Description

.....
Place of Residence

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.