

21 February 2020

ASX Announcements  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

FOR IMMEDIATE RELEASE

Dear Sir/Madam,

**Department 13 International Ltd (Subject to Deed of Company Arrangement)**  
A.C.N. 155 396 893 ("**the Company**")

**ASX: D13 – ASIC financial reporting relief, instrument and end of administration return**

During November 2019, I requested from the Australian Securities & Investments Commission ("**ASIC**") deferment relief of the Company's financial reporting obligations pursuant to Chapter 2M.3 of the *Corporations Act, 2001* ("**the Act**").

On 9 January 2020, ASIC granted that relief for two (2) years as set out in Instrument # 20-0018 ("**ASIC Instrument**") (see copy attached as **Annexure "A"**). The effect of the ASIC Instrument is that:

- I am obligated to provide an update to shareholders every six (6) months unless an annual or end of administration return is lodged by me with ASIC; and
- The Company's obligation to prepare annual and half yearly reports is deferred until the earlier of:
  - " a) 9 January 2022;
  - b) the date on which a disclosure document is lodged with ASIC in relation to any offer for issue or sale of securities that needs disclosure to investors under Chapter 6D of the Act; or
  - c) the date on which the Company is reinstated to quotation by ASX Limited; or
  - d) the date that the Company ceases to be under external administration."

In accordance the ASIC Instrument, please see attached as **Annexure "B"** a copy of the End of Administration Return (ASIC Form 5603) lodged by me with ASIC on 7 February 2020.

Shareholders are asked to monitor ASX releases for further information.

Yours faithfully

**Department 13 International Ltd**

Alan Hayes  
**Deed Administrator**

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**Australian Securities and Investments Commission  
Corporations Act 2001 - Subsection 340(1) - Order**

**Enabling legislation**

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsection 340(1) of the *Corporations Act 2001* (the *Act*).

**Title**

2. This instrument is ASIC Instrument 20-0018.

**Commencement**

3. This instrument commences on the day it is signed.

**Order**

4. Department 13 International Ltd (Administrator Appointed) ACN 155 396 893 (the *Company*) does not have to comply with any of the following obligations under Part 2M.3 of the Act:
  - (a) report to members of the Company under section 314 within the time required by section 315;
  - (b) send reports to a member of the Company in accordance with a request under subsection 316(1) within the time required by subsection 316(2);
  - (c) lodge reports with ASIC under subsection 319(1) within the time required by subsection 319(3);
  - (d) lodge half year reports with ASIC under section 320(1) within the time required by that subsection;

in relation to a financial year or half-year of the Company during the deferral period.

This paragraph applies until the last day of the deferral period.

5. The Company does not have to comply with an obligation under Part 2M.3 of the Act of a kind specified in paragraph 4 in relation to the year ended 30 June 2019, but only to the extent that the Part would have imposed, but for this paragraph 5, a continuing obligation on the Company in relation to that year. This paragraph applies until the last day of the deferral period.

**Conditions**

6. The Company:
- (a) must comply with any obligation to which paragraph 4 and 5 applies by no later than the last day of the deferral period;
  - (b) must arrange for a notice explaining the relief granted by this instrument to be published
    - (i) both:
      - (A) in a prominent place on the Company's website (if any); and
      - (B) in a place that is readily accessible on a website (if any) maintained by the External Administrator or any external administrator appointed after the External Administrator; and

Note: If the external administrator is a member of a firm then the firm's website will satisfy this requirement.
    - (ii) if the company is listed on a prescribed financial market—on a website maintained by the operator of the financial market;
  - (c) must have adequate arrangements in place to answer, within a reasonable period of time and without charge, any reasonable questions asked by a member of the Company about the external administration or any later external administration or managing controllership occurring after the appointment of the External Administrator and during the deferral period;
  - (d) must prepare a report for each relevant period during the deferral period and on the completion of the deferral period, which includes information about the progress and status of the external administration unless disclosure of that information would be prejudicial to the external administration, including details (as applicable) of:
    - (i) the actions taken by the External Administrator during the period;
    - (ii) the actions required to complete the external administration of the Company;
    - (iii) the actions proposed to be taken by the External Administrator in the next 12 months;
    - (iv) the expected time to complete the external administration of the Company; and

- (v) an update of the Receipts and Payments in the external administration up to the date of the commencement of the deferral period, and the end of each subsequent period;

unless:

- (vi) in the case of the first relevant period – either an annual administration return or an end of administration return has been lodged with ASIC before the end of the first relevant period or will be lodged with ASIC within 1 month after the end of the first relevant period;
  - (vii) in the case of subsequent relevant periods other than the last relevant period ending at the end of the deferral period, each period of 6 months starting at the end of the previous relevant period – either an annual administration return or an end of administration return has been lodged with ASIC after the start of the subsequent relevant period and before the end of the subsequent relevant period, or will be lodged with ASIC within 1 month after the end of the subsequent relevant period; or
  - (viii) in the case of the last relevant period ending at the end of the deferral period, the period starting at the end of the previous relevant period and ending at the end of the deferral period – either an annual administration return or end of administration return has been lodged with ASIC after the start of the last relevant period and before the end of the last relevant period, or will be lodged with ASIC within 1 month after the end of the last relevant period.
- (e) a report required to be prepared under subparagraph (d) in relation to a relevant period must be made available to members of the Company within 14 days after the end of the relevant period by arranging for the report to be published:
- (i) both:
    - (A) in a prominent place on the Company’s website (if any); and
    - (B) in a place that is readily accessible on a website (if any) maintained by the External Administrator or any external administrator appointed after the External Administrator; and

Note: If the external administrator is a member of a firm then the firm’s website will satisfy this requirement.
  - (ii) if the company is listed on a prescribed financial market—on a website maintained by the operator of the financial market;

7. The Company need not comply with the condition specified in subparagraph 6(a) (other than an obligation referred to in paragraph 4(c) or 4(d)) if, by no later than

the last day of the deferral period, the Company arranges for a prescribed notice to be published:

- (a) both:
  - (i) in a prominent place on the Company's website (if any); and
  - (ii) in a place that is readily accessible on a website (if any) maintained by the External Administrator or any external administrator appointed after the External Administrator during the deferral period; and

Note: If the external administrator is a member of a firm then the firm's website will satisfy this requirement.

- (b) if the company is listed on a prescribed financial market—on a website maintained by the operator of the financial market.
8. This order will cease to apply in relation to a half-year or a financial year of the Company from the date of any failure to comply with a condition in paragraph 6 (subject to paragraph 7) in relation to the half-year or the financial year.
  9. To avoid doubt, subject to paragraph 7, if an obligation to which paragraph 4 or 5 applies has not been complied with by the day after the end of the deferral period or the day after this order ceases to apply under paragraph 8, whichever occurs first, this order has no application from that date to any continuing obligation.

#### **Interpretation:**

In this instrument:

***deferral period*** means the period starting on the date of this instrument and ending on the earlier of:

- (a) 9 January 2022; or
- (b) the date on which a disclosure document is lodged with ASIC in relation to any offer for issue or sale of securities that needs disclosure to investors under Chapter 6D of the Act; or
- (d) the date on which the Company is reinstated to quotation by ASX Limited; or
- (e) the date that the Company ceases to be under external administration.

***external administration*** means where an external administrator has been appointed to the Company.

***external administrator*** means:

- (a) an administrator of the Company appointed under s436A, 436B or 436C of the Act;

- (b) where the Company has executed a deed of company arrangement that has not yet terminated, the administrator of the deed appointed under Part 5.3A of the Act;
- (c) a provisional liquidator of the Company; or
- (d) a managing controller.

**External Administrator** means Alan John Hayes appointed as Administrator by the Company under s436A of the Act on 30 May 2019.

**prescribed notice** means a notice that contains statements to the following effect:

- (a) the reports for the relevant financial year of the Company have been lodged with ASIC; and
- (b) the Company will send copies of the reports to a member of the Company free of charge if the member asks for the reports in writing; and
- (c) the reports are available for download on the relevant website together with a hypertext link to the reports.

**relevant period** in relation to a report, means:

- (a) for the first relevant period, the period ending 1 month after the date of this instrument;
- (b) for subsequent relevant periods other than the last relevant period ending at the end of the deferral period, each period of 6 months starting at the end of the previous relevant period; and
- (c) for the last relevant period ending at the end of the deferral period, the period starting at the end of the previous relevant period and ending at the end of the deferral period.

Dated: 9 January 2020



Signed by Lucy Thwaites  
as a delegate of the Australian Securities and Investments Commission

**Form 5603****Corporations Act 2001**

411(9)(a), 422B

Schedule 2 - Insolvency Practice Schedule (Corporations)

70-6

**End of administration return**

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**Liquidator details**

Registered liquidator number

**284145**

Registered liquidator name

**ALAN JOHN HAYES**

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**Company details**

Company name

**Department 13 International Ltd**

ACN/ABN

**155 396 893**

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**1 Details of appointment**

Date of appointment

**30-05-2019**

Period covered by the return

**30-05-2019 to 09-01-2020**

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Type of appointment

**Administrator**

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**Details of the appointee(s)**

Date of appointment

**30-05-2019**

Name

**HAYES ALAN JOHN**

Address

**LEVEL 16 55 CLARENCE STREET  
SYDNEY NSW 2000 AUSTRALIA**

Liquidator number

**284145**

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## 2 Details of assets

What is the gross amount of assets realised?

**\$28,626.00**

Did you assign any claims to a third party?

**No**

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## 3 Report as to affairs

Did you receive a report as to affairs from the company's director?

**Yes**

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## 4 Details of liabilities

Your estimate of total creditors in this administration at the date of this return.

Category	Estimated number of creditors	Estimated value
Priority - Wages & Super incl SGC	0	\$0.00
Priority - Leave of absence	0	\$0.00
Priority - Retrenchment	0	\$0.00
Secured	2	\$22,662,903.16
Unsecured	12	\$846,938.34
Deferred	0	\$0.00

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## 5 Details of remuneration

Type of appointment	Amount of remuneration determined/ fixed by creditors, committee or court (inc. GST)	Remuneration paid to date (inc. GST)	Disbursements paid to date (inc. GST)
Administrator	\$442,160.00	\$316,846.00	\$7,306.00

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## 6 Summary of final receipts and payments

What is the total amount of receipts received during the external administration?	\$976,119.33
What is the total amount of payments made during the external administration?	\$976,119.33
Cash at bank at period end for which this return is made up	\$0.00

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## 7 Payments under *Fair Entitlement Guarantee* scheme

What is the amount advised by the Department of Employment as paid to employees under the *Fair Entitlement Guarantee* scheme or GEERS since the start of the external administration?

Wages	\$0.00
Leave of absence	\$0.00
Retrenchment	\$0.00

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## 8 Details of dividends

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*No dividend has been paid to the date of this return*

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## 9 Your verification of this account and statement

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Return :

**The information given in the return is true to the best of my knowledge and belief at the date of lodging**

Receipts & payments :

The attached return contains a full and true account of my receipts and payments in this period and I have not, nor has any other person by my order or for my use during that period, received or paid any money on account of the company/pooled group other than and except the items mentioned and specified in that account.

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## Authentication

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This form has been authenticated by

Name ALAN JOHN HAYES

This form has been submitted by

Name Alan HAYES

Date 07-02-2020

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### For more help or information

Web [www.asic.gov.au](http://www.asic.gov.au)  
Ask a question? [www.asic.gov.au/question](http://www.asic.gov.au/question)  
Telephone 1300 300 630

## Annexure A - Summary of final receipts and payments

Summary account of final receipts & payments during the external administration from 30-05-2019 to 09-01-2020

<b>Receipts</b>	<b>Amount</b>
ATO Interest Income	\$13.21
Cash at Bank - NAB A/C No 294 233 212	\$24,560.57
GST Control: GST Paid (Received)	\$46,557.77
Interest Income	\$47.28
Other Income: Funding Contribution	\$900,935.50
Pre-Apt BAS Refund	\$4,005.00
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Total receipts from commencement to the end of the report	<b>\$976,119.33</b>
<b>Payments</b>	<b>Amount</b>
Accounting Fees	\$4,389.00
Appointee Disbursements	\$7,305.82
ASX Listing Fee	\$27,500.00
Bank Charges	\$2.50
Cash at Bank - NAB A/C No 294 233 212	\$305.74
Cash at Bank - MAC A/C No 247 486 962	\$746.04
Chess Charges	\$2,811.23
Fees: Appointee Fees	\$316,846.00
Forensic Fee	\$2,469.50
Funding to USA subsidiary	\$339,453.47
Hire and Leasing	\$550.00
Insurance	\$1,925.00
Legal Disbursements	\$6,849.47
Legal Fees	\$170,254.71
Pre-Appointment Disbursements	\$17,968.94
Pre-Appointment Legal Disbursements	\$23,003.71
Pre-Appointment Legal Fees	\$28,297.95
Pre-Appointment Remuneration	\$13,340.25
Sargon Trustees' Fees	\$12,100.00
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Total payments from commencement to the end of the report	<b>\$976,119.33</b>
<b>Balance in hand</b>	
Bank Accounts	<b>\$0.00</b>

## Annexure B - Detailed receipts and payments

Account of receipts and payments for the period - 30-05-2019 to 09-01-2020  
Department 13 International Ltd

### Receipts

Date	Receipts from	Amount
<b>ATO Interest Income</b>		
16-10-2019	Australian Taxation Office	\$13.21
<b>Total ATO Interest Income :</b>		<b>\$13.21</b>
<b>Cash at Bank - NAB A/C No 294 233 212</b>		
20-06-2019	ANZ Banking Group Limited	\$24,560.57
<b>Total Cash at Bank - NAB A/C No 294 233 212 :</b>		<b>\$24,560.57</b>
<b>GST Control: GST Paid (Received)</b>		
17-07-2019	Australian Taxation Office	\$3,987.00
07-08-2019	Australian Taxation Office	\$3,539.00
16-10-2019	Australian Taxation Office	\$8,384.00
07-01-2020	Australian Taxation Office	\$30,647.77
<b>Total GST Control: GST Paid (Received) :</b>		<b>\$46,557.77</b>
<b>Interest Income</b>		
28-06-2019	Macquarie Bank Limited	\$15.35
31-07-2019	Macquarie Bank Limited	\$11.20
30-08-2019	Macquarie Bank Limited	\$5.81
30-09-2019	Macquarie Bank Limited	\$3.69
31-10-2019	Macquarie Bank Limited	\$2.07
29-11-2019	Macquarie Bank Limited	\$7.02
31-12-2019	Macquarie Bank Limited	\$2.14
<b>Total Interest Income :</b>		<b>\$47.28</b>
<b>Other Income: Funding Contribution</b>		
30-05-2019	Domazet FT3 Pty Ltd ACN 617 743 398 as trustee for the Domazet Family Trust No.3	\$100,000.00
12-06-2019	Domazet FT3 Pty Ltd ACN 617 743 398 as trustee for the Domazet Family Trust No.3	\$280,000.00
13-06-2019	Domazet FT3 Pty Ltd ACN 617 743 398 as trustee for the Domazet Family Trust No.3	\$65,000.00
13-06-2019	Domazet FT3 Pty Ltd ACN 617 743 398 as trustee for the Domazet Family Trust No.3	\$65,000.00
18-07-2019	Domazet FT3 Pty Ltd ACN 617 743 398 as trustee for the Domazet Family Trust No.3	\$10,321.00
07-08-2019	Domazet FT3 Pty Ltd ACN 617 743 398 as trustee for the Domazet Family Trust No.3	\$12,254.00
19-08-2019	Domazet FT3 Pty Ltd ACN 617 743 398 as trustee for the Domazet Family Trust No.3	\$22,970.00
19-09-2019	Domazet FT3 Pty Ltd ACN 617 743 398 as trustee for the Domazet Family Trust No.3	\$29,455.00
01-11-2019	Domazet FT3 Pty Ltd ACN 617 743 398 as trustee for the Domazet Family Trust No.3	\$12,100.00

06-11-2019	Domazet FT3 Pty Ltd ACN 617 743 398 as trustee for the Domazet Family Trust No.3	\$303,835.50
<b>Total Other Income: Funding Contribution :</b>		<b>\$900,935.50</b>
<b>Pre-Apt BAS Refund</b>		
16-10-2019	Australian Taxation Office	\$4,005.00
<b>Total Pre-Apt BAS Refund :</b>		<b>\$4,005.00</b>
<b>Total Receipts</b>		<b>\$976,119.33</b>

**Payments**

Date	Payments to	Amount
<b>Accounting Fees</b>		
04-11-2019	V J Ryan & Co Services Pty Limited	\$4,389.00
<b>Total Accounting Fees :</b>		<b>\$4,389.00</b>
<b>Appointee Disbursements</b>		
25-06-2019	Hayes Advisory Pty Ltd	\$757.35
11-10-2019	Hayes Advisory Pty Ltd	\$457.57
18-12-2019	Hayes Advisory Pty Ltd	\$1,494.00
18-12-2019	Hayes Advisory Pty Ltd	\$4,596.90
<b>Total Appointee Disbursements :</b>		<b>\$7,305.82</b>
<b>ASX Listing Fee</b>		
20-08-2019	ASX Operations	\$27,500.00
<b>Total ASX Listing Fee :</b>		<b>\$27,500.00</b>
<b>Bank Charges</b>		
28-06-2019	National Australia Bank	\$2.50
<b>Total Bank Charges :</b>		<b>\$2.50</b>
<b>Cash at Bank - NAB A/C No 294 233 212</b>		
09-01-2020	Transfer to Deed Administrator	\$305.74
<b>Total Cash at Bank - NAB A/C No 294 233 212 :</b>		<b>\$305.74</b>
<b>Cash at Bank - MAC A/C No 247 486 962</b>		
09-01-2020	Transfer to Deed Administrator	\$746.04
<b>Total Cash at Bank - MAC A/C No 247 486 962 :</b>		<b>\$746.04</b>
<b>Chess Charges</b>		
02-08-2019	ASX Settlement Pty Ltd	\$7.70
03-09-2019	ASX Settlement Pty Ltd	\$2.70
03-09-2019	ASX Settlement Pty Ltd	\$6.93
02-10-2019	ASX Settlement Pty Ltd	\$2,761.55
04-11-2019	ASX Settlement Pty Ltd	\$18.10
03-12-2019	ASX Settlement Pty Ltd	\$7.70

09-01-2020	ASX Settlement Pty Ltd	\$6.55
<b>Total Chess Charges :</b>		<b>\$2,811.23</b>
<b>Fees: Appointee Fees</b>		
06-11-2019	Hayes Advisory Pty Ltd	\$285,846.00
09-01-2020	Hayes Advisory Pty Ltd	\$31,000.00
<b>Total Fees: Appointee Fees :</b>		<b>\$316,846.00</b>
<b>Forensic Fee</b>		
25-06-2019	McGrathNicol	\$2,469.50
<b>Total Forensic Fee :</b>		<b>\$2,469.50</b>
<b>Funding to USA subsidiary</b>		
12-06-2019	Department 13, Inc.	\$264,342.03
13-06-2019	Department 13, Inc	\$75,111.44
<b>Total Funding to USA subsidiary :</b>		<b>\$339,453.47</b>
<b>Hire and Leasing</b>		
19-06-2019	Auctionworks Australia Pty Ltd	\$550.00
<b>Total Hire and Leasing :</b>		<b>\$550.00</b>
<b>Insurance</b>		
23-07-2019	Insurance Advisernet Australia Pty Ltd	\$1,100.00
28-08-2019	Insurance Advisernet Australia Pty Ltd	\$825.00
<b>Total Insurance :</b>		<b>\$1,925.00</b>
<b>Legal Disbursements</b>		
24-06-2019	Colin Biggers and Paisley Pty Ltd	\$413.04
17-07-2019	Colin Biggers and Paisley Pty Ltd	\$1,921.70
17-07-2019	Colin Biggers and Paisley Pty Ltd	\$2,978.31
09-08-2019	Colin Biggers and Paisley Pty Ltd	\$1,395.61
20-09-2019	Colin Biggers and Paisley Pty Ltd	\$105.11
04-10-2019	Colin Biggers and Paisley Pty Ltd	\$0.83
06-11-2019	Colin Biggers and Paisley Pty Ltd	\$34.87
<b>Total Legal Disbursements :</b>		<b>\$6,849.47</b>
<b>Legal Fees</b>		
17-06-2019	Greenberg Traurig IOTA Retainer Account	\$45,569.16
24-06-2019	Colin Biggers and Paisley Pty Ltd	\$30,000.00
24-06-2019	Colin Biggers and Paisley Pty Ltd	\$9,992.70
17-07-2019	Colin Biggers and Paisley Pty Ltd	\$20,078.30
09-08-2019	Colin Biggers and Paisley Pty Ltd	\$10,858.10
20-09-2019	Colin Biggers and Paisley Pty Ltd	\$26,851.55
04-10-2019	Colin Biggers and Paisley Pty Ltd	\$3,004.65
06-11-2019	Colin Biggers and Paisley Pty Ltd	\$23,900.25
<b>Total Legal Fees :</b>		<b>\$170,254.71</b>
<b>Pre-Appointment Disbursements</b>		
18-06-2019	Hayes Advisory Pty Ltd	\$16,567.06
24-06-2019	Hayes Advisory Pty Ltd	\$1,401.88

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<b>Total Pre-Appointment Disbursements :</b>		----- <b>\$17,968.94</b>
<b>Pre-Appointment Legal Disbursements</b>		
18-06-2019	Colin Biggers and Paisley Pty Ltd	\$15,415.06
18-06-2019	Colin Biggers and Paisley Pty Ltd	\$7,588.65
		-----
<b>Total Pre-Appointment Legal Disbursements :</b>		<b>\$23,003.71</b>
<b>Pre-Appointment Legal Fees</b>		
18-06-2019	Greenberg Traurig	\$5,166.05
18-06-2019	Colin Biggers and Paisley Pty Ltd	\$23,131.90
		-----
<b>Total Pre-Appointment Legal Fees :</b>		<b>\$28,297.95</b>
<b>Pre-Appointment Remuneration</b>		
20-06-2019	Hayes Advisory Pty Ltd	\$13,340.25
		-----
<b>Total Pre-Appointment Remuneration :</b>		<b>\$13,340.25</b>
<b>Sargon Trustees' Fees</b>		
01-11-2019	Sargon CT Pty Ltd	\$12,100.00
		-----
<b>Total Sargon Trustees' Fees :</b>		<b>\$12,100.00</b>
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<b>Total Payments</b>		<b>\$976,119.33</b>