

FORM 529A

Paragraph 5.6.12(2)

**KEEP LEARNING PTY LTD
ACN 603 649 609
(IN LIQUIDATION) ("THE COMPANY")**

NOTICE OF MEETING

NOTICE IS GIVEN that a Meeting of creditors will be held at the offices of Veritas Advisory, Level 12, 88 Pitt Street, Sydney NSW 2000 on 30 December 2016 at 11:00am.

The Company held a meeting of its shareholders on 19 December 2016 and passed the special resolution "That the Company be wound up voluntarily" so as to place the Company into voluntary liquidation and an ordinary resolution "That David Iannuzzi and Steve Naidenov be appointed Joint and Several Liquidators".

AGENDA:

- A. To confirm the Chairperson of the meeting;
- B. To receive the Liquidator's report to creditors dated 20 December 2016;
- C. To receive the Company's Report as to Affairs;
- D. To consider the following resolutions:
 - 1. To remove the Liquidators from office and appoint someone else as liquidator of the Company;
 - 2. To approve the remuneration of the Liquidators on a time basis at the rates prescribed by Veritas Advisory for the period 19 December 2016 to finalisation of the liquidation, to a capped amount of \$20,000 plus GST, but subject to upward revision by resolution of committee of inspection, creditors or by the Court and that the Liquidators can draw the remuneration on a monthly basis or as required;
 - 3. To consider the appointment of members to a committee of inspection if creditors see fit to appoint such a committee; and
 - 4. To authorise the Liquidators to destroy the books and records of the Company within six months after dissolution of the Company, subject to obtaining prior approval from the Australian Securities and Investments Commission.

Telephone conference facilities are available.

- (a) The telephone conference number is 02 8999 9330.

- (b) A creditor who wishes to participate in the meeting by telephone must give the Liquidator, not later than the second-last working day before the day on which the meeting is to be held, a written statement setting out:
- i. the name of the creditor;
 - ii. an address to which notices to the creditor may be sent;
 - iii. a telephone number at which the creditor may be contacted; and
 - iv. any facsimile transmission number to which notices to the creditor may be sent.
- (c) A creditor, or the proxy or attorney of a creditor, who participates in the meeting by telephone must pay any costs incurred by the creditor, proxy or attorney in participating and is not entitled to be reimbursed for those costs from the assets of the Company.

A form of proxy is **attached**. Proxies to be used at the meeting should be lodged with the Company care of Veritas Advisory, Level 12, 88 Pitt Street, Sydney NSW 2000 by 4.00pm on 29 December 2016. A corporate creditor can only be represented by a duly appointed representative appointed under Section 127 and Section 250D.

Creditors wishing to vote at the meeting should establish their debt or claim by completing and lodging the **attached** Proof of Debt with Veritas Advisory prior to the date of the meeting.

Dated this 20th day of December 2016.


DAVID IANNUZZI
Liquidator