

Circular to Members

QMECOM Pty Limited
A.C.N. 095 061 699
Formerly known as QDC Technologies Pty Limited

I advise that on 20 May 2010 the Directors of your company resolved that the company should be wound up and the surplus net assets distributed to members.

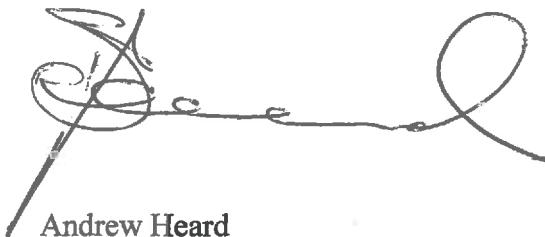
To facilitate this process, our firm has been engaged to call a meeting of Members to be held at my office and I have consented to act as the liquidator of the company. Attached to this circular are the following important documents for Members use:-

- Notice of Extraordinary Meeting of Members;
- A copy of the Declaration of Solvency signed by the company Directors;
- Proxy; and
- Liquidator's Remuneration Report

Members who are unable to attend the meeting on 18 June 2010, or corporate shareholders who will be in attendance at the meeting, should complete the proxy form and return it to this office by no later than 4.00 p.m. on 17 June 2010 to participate in the meeting. Teleconference facilities can be made available to Members; please contact this office prior to 4.00 p.m. on 17 June 2010 to register and to receive *dial in* details.

Should Members have any questions regarding the winding up procedure or the completion of proxies, please contact this office.

Dated this 21st day of May 2010



Andrew Heard
Director
Heard Phillips

Enc.

NOTICE OF EXTRAORDINARY GENERAL MEETING

QMECOM PTY LIMITED

A.C.N. 095 061 699

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of members of the company is to be held at Heard Phillips Chartered Accountants, Level 5, 26 Flinders Street on 18 June 2010 at 10.00am.

BUSINESS:

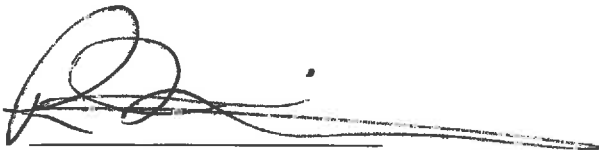
To consider and, if thought fit, pass the following resolution as a **SPECIAL RESOLUTION**:

- (a) **"THAT** the Company be wound up voluntarily and Andrew James Heard be appointed Liquidator for the purposes of such winding-up."

And to consider and, if thought fit, pass the following resolutions as **ORDINARY RESOLUTIONS**:

- (b) **"THAT** the remuneration of the Liquidator and his agents and staff be determined on a time basis applying the schedule of hourly rates published from time to time by Heard Phillips but limited to \$5,000 + GST."
- (c) **"THAT** the Liquidator be authorised to destroy or dispose of the books, papers and records of the Company at the expiration of six months after the date of the Company's deregistration pursuant to Section 542(3)(b) of the Corporations Act."

Dated this 21st day of May 2010



ROGER TIDMARSH
DIRECTOR

Statement of assets and liabilities

(show amounts to the nearest \$)

date of statement (d/m/y) 20/5/2010

assets	estimated realisable values
cash at bank	74,557.60
cash on hand	
marketable securities	
bills receivable	
trade debtors	
loans and advances	
unpaid calls	
stock in trade	
work in progress, as detailed in inventory	
freehold property	
leasehold property	
plant and machinery	
furniture, fittings, utensils, etc	
patents, trade marks, etc.	
investments other than marketable securities	
other assets	73,097.00
estimated realisable value of assets	147,654.60
liabilities	
secured on specific assets	rank for payment
secured by floating charge(s)	
estimated expenses of winding up	5,800.00
other estimated expenses (including interest accruing until payment of debts in full)	
unsecured creditors (amounts estimated to rank for payment)	
trade accounts	7,690.16
bills payable	
accrued expenses	
other liabilities	21,314.54
contingent liabilities	
total of liabilities	34,804.70
estimated surplus after paying debts in full	112,849.90

Send to	Annexures	
Australian Securities Commission Morwell Mail Centre	To make any annexure conform to the regulations, you must	5 identify the annexure with a mark such as A, B, C, etc
Morwell VIC 3841 or the nearest ASC Business Centre	1 use A4 size paper of white or light pastel colour	6 endorse the annexure with the words: This is annexure (mark) of (number) pages referred to in Form (form number and title)
	2 provide a margin of at least 10mm on all sides	
	3 number the pages consecutively	
	4 print or type in dark blue or black ink, so that the document is clearly legible when photocopied	7 sign and date the form

CORPORATIONS ACT 2001

QMECOM Pty Limited

APPOINTMENT OF PROXY

I/We of a member of QMECOM Pty Limited appoint..... or in his or her absence as my/our general proxy to vote at the meeting of members to be held on the 18th day of June 2010, or at any adjournment of that meeting .

Should you desire to direct your proxy how to vote on any resolution please insert in the appropriate box below. In the absence of a direction the proxy may vote at the proxy's discretion.

Special Resolution

"That the Company be wound up voluntarily and Andrew James Heard be appointed Liquidator for the purposes of such winding-up."

For Against Abstain

Ordinary Resolutions

"That the remuneration of the Liquidator and his agents and staff be determined on a time basis applying the schedule of hourly rates published from time to time by Heard Phillips but limited to \$5,000 + GST."

For Against Abstain

"That the Liquidator be authorised to destroy or dispose of the books, papers and records of the Company at the expiration of six months after the date of the Company's deregistration pursuant to Section 542(3)(b) of the Corporations Act."

For Against Abstain

DATED this day of 2010

Signature

CERTIFICATE OF WITNESS

(This certificate is to be completed only if the person giving the proxy is blind or incapable of writing. The signature of the member must not be witnessed by the person nominated as proxy).

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 or her before he or she signed or marked the instrument.

DATED this day of 2010

Signature of Witness

Description

Place of Residence

Prospective Remuneration Claim – Summary of Tasks

Set out below is a guideline summarising our current assessment of the professional services that will be rendered in the proper administration of this Members' Voluntary Liquidation that is provided in support of our **capped fee claim of \$5,000 (GST exclusive)**.

Company	QMECOM Pty Limited	Period From	Start	To	End
Practitioner	Andrew James Heard	Firm	Heard Phillips		
Administration Type	Members' Voluntary Liquidation				
Task Area	General Description	Includes			
Administration [\$ 2,700]	Appointment/Finalisation	<ul style="list-style-type: none"> Review balance sheet of company and provide structuring advice prior to appointment Prepare letter of advice setting out the steps and requirements for winding up Preparing director minutes and resolutions Preparing member minutes and resolutions and lodge copies with ASIC Prepare and lodge at the ASIC a Declaration of Solvency Form 520 from information supplied Lodge Forms 205 and 505 with ASIC Advertise appointment in Commonwealth Gazette Advertise final meeting of members in Commonwealth Gazette, hold final members' meeting and lodge Forms 523 and 505 to retire from the liquidation as and when appropriate 			
	ATO matters	<ul style="list-style-type: none"> Notify the ATO of the appointment of liquidator Register for GST Maintain records of receipts and payments as required by the Act Prepare and lodge returns with the ATO as and when required 			
	Bank account maintenance	<ul style="list-style-type: none"> Close existing bank account and transfer surplus monies (if any) to an account operated by the liquidator Open a bank account in the name of the company in liquidation Maintain a cashbook and receipt/voucher system that accurately and completely records all receipts and payments Reconcile bank accounts on a monthly basis 			
	Books & Records	<ul style="list-style-type: none"> Take possession of relevant company books and records Prepare an index and receipt for all records received Store records securely and maintain and update the firm register of books and records Arrange for the destruction of books and records as and when appropriate 			
	Document and file maintenance	<ul style="list-style-type: none"> Maintain, record, file and store all books, notes, records and documents in accordance with Heard Phillips structured methodology and system Maintain signed file notes of all conversations and meetings with parties relating to the conduct of the liquidation 			
	Planning / Review	<ul style="list-style-type: none"> Maintain checklists to guide the conduct of the liquidation Sign off checklist when tasks are complete Periodically review the progress of the liquidation and compare to desired liquidation outcomes Periodically peer review conduct of the liquidation to ensure quality control is maintained 			
	Statutory	<ul style="list-style-type: none"> Prepare and file with the ASIC 1/2 yearly accounts of receipts and payments in the prescribed Form 524 and lodge a final Form 524 at the completion of the liquidation 			

Task Area	General Description	Includes
Assets [\$500]	Debtors	<ul style="list-style-type: none"> • Reconciling balances due to the company at the date of appointment • Collecting balances due to the company as appropriate
	Other Assets	<ul style="list-style-type: none"> • Identifying and realising any other assets held by the company at the date of liquidation
Creditors [\$500]	Unsecured creditors	<ul style="list-style-type: none"> • Advertise for creditor claims • Write to and seek clearance from the ATO prior to progressing to payment of shareholder dividend • As appropriate notify creditors of intention to pay a dividend • Cross check any proof of debts received to creditor statements and Declaration of Solvency
Dividend [\$1,300]	Creditor dividends	<ul style="list-style-type: none"> • Receive proof of debt claims from creditors • Maintain a register of claims by name and amount • Consider claims and adjudicate and pay debts if and when required
	Shareholder dividends	<ul style="list-style-type: none"> • Settle contributory/shareholder rights • Calculate surplus monies and assets to distribute • Prepare liquidator's distribution minute • Prepare and issue dividend statements • Prepare and issue shareholder Deeds of Assignment as appropriate

Anticipated Disbursements
(GST Exclusive)

Advertising, postage, facsimile, copying, searches and stationery

800.00