



IN THE SUPREME COURT OF WESTERN AUSTRALIA

COR/69/2021

EX PARTE:

**Robert Michael KIRMAN as joint and several
administr TIGER RESOURCES LIMITED
(SUBJECT TO DEED OF COMPANY
ARRANGEMENT) (ACN 077 110 304) and Anor**

Plaintiffs

**ORDER OF MASTER SANDERSON
MADE 28 May 2021**

**UPON THE EX PARTE APPLICATION of the plaintiffs by originating process
filed 23 April 2021, AND UPON HEARING Mr P Edgar for the plaintiffs, Mr J
G Abberton for Yingkou Yangzhou Trade Co Ltd (interested party) and Mr A
Fleming for KHML (interested party), IT IS ORDERED THAT:**

Notice

1. The Plaintiffs, Mr Robert Kirman and Mr Robert Brauer (together the Deed Administrators), in their capacities as deed administrators of Tiger Resources Limited (Subject to Deed of Company Arrangement) ACN 077 110 304) (Company) are to:
 - (a) advertise this proceeding by causing a notice substantially in the form of "Annexure A" to these orders to be posted on the website maintained by the Deed Administrators at <https://www.mcgrathnicol.com/creditors/tiger-resources-limited/> by 7 June 2021;
 - (b) advertise this proceeding by causing an advertisement substantially in the form of "Annexure B" to these orders between the date of these orders and 7 June 2021 in the following newspapers:
 - (i) The Australian Financial Review;
 - (ii) The West Australian;
 - (iii) any other newspaper the Deed Administrators consider appropriate; and
 - (c) send, by email (or absent an email address, by post), a copy of the communication substantially in the form of "Annexure C" to these orders to the shareholders of the Company, by 7 June 2021.

Directions

2. Any shareholder of the Company who intends to be heard in these proceedings file an appearance by 7 July 2021.
3. A directions hearing be listed on 1 July 2021 at 9:45 am.

Final Hearing

4. A final hearing be listed two days on 17 August 2021 to 18 August 2021 (Final Hearing).
5. The Deed Administrators are to advertise confirmation of the Final Hearing date for this proceeding by taking the following steps on a date(s) not less than 7 days prior to the Final Hearing date, or any date to which the Final Hearing of this application is adjourned;
 - (a) advertise this proceeding by causing a notice substantially in the form of "Annexure D" to these orders to be posted on the website maintained by the Deed Administrators at <https://www.mcgrathnicol.com/creditors/tiger-resources-limited/>;
 - (b) advertise this proceeding by causing an advertisement substantially in the form of "Annexure E" to these orders in the following newspapers:
 - (i) The Australian Financial Review;
 - (ii) The West Australian; and
 - (iii) any other newspaper the Deed Administrators consider appropriate; and
 - (c) send, by email (or absent an email address, by post), a copy of the communication substantially in the form of "Annexure F" to these orders to the shareholders of the Company.

Lay Evidence

6. The Plaintiffs shall file and serve any substantive supporting affidavits by 23 June 2021.
7. Yingkou Yangzhou Trade Co Ltd shall file and serve any supporting affidavits by 1 July 2021.
8. Any other Interested Parties and any Defendant shall file and serve any supporting affidavits by 22 July 2021.
9. Each of the Interested Parties and any Defendant shall deliver to the Plaintiffs a copy of each of the documents that they intend to tender at the Final Hearing by 7 July 2021.
10. The Plaintiffs shall file with the Court a book of documents containing legible copies of all of the documents to be tendered at the Final Hearing by the parties together with any expert reports and any joint expert report and shall serve a copy of the book of documents on each of the Interested Parties and any Defendant by 2 August 2021.
11. Each party shall advise each other party in writing which of the documents in the book of documents may be tendered by consent, and whether the authenticity of any of the remaining documents is disputed and shall give reasons in writing as to why consent to tender the remaining documents is withheld by 12 August 2021.

Expert evidence

12. The Plaintiffs have leave to file and serve expert evidence as to the value of the shares of the Company by 21 June 2021.
13. The Interested Parties and any Defendant has leave to file and serve responsive expert evidence

as to the value of the shares of the Company by 22 July 2021.

14. The parties' respective experts shall confer and shall prepare a joint expert report identifying areas of agreement and disagreement (if any), with reasons for any such disagreement, by 29 July 2021.

Submissions

15. The Plaintiffs shall file and serve their outline of opening submissions by 4 August 2021.
16. The Interested Parties and any Defendant shall file and serve their outline of opening submissions by 11 August 2021.

Inspection of affidavit

17. Any application for access pursuant to Order 67B r11 of the Rules of the Supreme Court 1971 (WA) to inspect the Affidavit and the annexures referred to therein:
 - (a) be referred to the Court; and
 - (b) not be determined until notice of the application is given to the deponent, by his solicitor, and the deponent has reasonable opportunity to be heard in opposition to the application for inspection.

Filing of documents

18. Until such time as access to the ECMS is granted:
 - (a) Kipoi Holdings Mauritius Limited and Yingkou Yangzhou Trade Co Ltd (collectively the Parties) be granted leave to file any documents in the proceedings by email;
 - (b) The Plaintiffs is to provide copies of any documents filed in the proceedings via ECMS to the Parties within one (1) business day of filing same;
 - (c) The Plaintiffs are to provide copies of any correspondence or notifications issued in the proceedings via ECMS to the Parties within one (1) business day of receiving same.

Liberty to apply

19. The Plaintiffs and any other person with an interest in this proceeding have liberty to apply.

Costs

20. The costs of today be in the cause.

BY THE COURT

MASTER C SANDERSON

IN THE SUPREME COURT OF WESTERN AUSTRALIA

COR 69 of 2021

IN THE MATTER OF TIGER RESOURCES LIMITED (Subject to Deed of Company Arrangement) ACN 077 110 304

BETWEEN

**ROBERT MICHAEL KIRMAN AND ROBERT CONRY BRAUER IN THEIR CAPACITIES
AS JOINT AND SEVERAL DEED ADMINISTRATORS OF TIGER RESOURCES
LIMITED (SUBJECT TO DEED OF COMPANY ARRANGEMENT)**
Plaintiffs

MINUTE OF PROPOSED ORDERS

Date of document: 27 May 2021

Date of filing: 27 May 2021

Filed on behalf of: The Plaintiffs

Prepared by:

Norton Rose Fulbright Australia
Level 30
108 St Georges Terrace
PERTH WA 6000

Telephone: (08) 6212 3222
Facsimile: (08) 6212 3444
Reference: 4035597

Notice

1 The Plaintiffs, Mr Robert Kirman and Mr Robert Brauer (together the Deed Administrators), in their capacities as deed administrators of Tiger Resources Limited (Subject to Deed of Company Arrangement) ACN 077 110 304) (**Company**) are to:

- (a) advertise this proceeding by causing a notice substantially in the form of "Annexure A" to these orders to be posted on the website maintained by the Deed Administrators at <https://www.mcgrathnicol.com/creditors/tiger-resources-limited/> by 7 June 2021;

- (b) advertise this proceeding by causing an advertisement substantially in the form of "Annexure B" to these orders between the date of these orders and 7 June 2021 in the following newspapers:
 - (i) The Australian Financial Review;
 - (ii) The West Australian;
 - (iii) any other newspaper the Deed Administrators consider appropriate; and
- (c) send, by email (or absent an email address, by post), a copy of the communication substantially in the form of "Annexure C" to these orders to the shareholders of the Company, by 7 June 2021.

Directions

- 2 Any shareholder of the Company who intends to be heard in these proceedings file an appearance by 7 July 2021.
- 3 A directions hearing be listed on 8 July 2021 at 9:45 am.

Final hearing

- 4 A final hearing be listed two days on 17 August 2021 to 18 August 2021 (**Final Hearing**).
- 5 The Deed Administrators are to advertise confirmation of the Final Hearing date for this proceeding by taking the following steps on a date(s) not less than 7 days prior to the Final Hearing date, or any date to which the Final Hearing of this application is adjourned;
 - (a) advertise this proceeding by causing a notice substantially in the form of "Annexure D" to these orders to be posted on the website maintained by the Deed Administrators at <https://www.mcgrathnicol.com/creditors/tiger-resources-limited/>;
 - (b) advertise this proceeding by causing an advertisement substantially in the form of "Annexure E" to these orders in the following newspapers:
 - (i) The Australian Financial Review;

- (ii) The West Australian; and
 - (iii) any other newspaper the Deed Administrators consider appropriate;
and
- (c) send, by email (or absent an email address, by post), a copy of the communication substantially in the form of "Annexure F" to these orders to the shareholders of the Company.

Lay evidence

- 6 The Plaintiffs shall file and serve any substantive supporting affidavits by 23 June 2021.
- 7 Yingkou Yangzhou Trade Co Ltd shall file and serve any supporting affidavits by 1 July 2021.
- 8 Any other Interested Parties and any Defendant shall file and serve any supporting affidavits by 22 July 2021.
- 9 Each of the Interested Parties and any Defendant shall deliver to the Plaintiffs a copy of each of the documents that they intend to tender at the Final Hearing by 7 July 2021.
- 10 The Plaintiffs shall file with the Court a book of documents containing legible copies of all of the documents to be tendered at the Final Hearing by the parties together with any expert reports and any joint expert report and shall serve a copy of the book of documents on each of the Interested Parties and any Defendant by 2 August 2021.
- 11 Each party shall advise each other party in writing which of the documents in the book of documents may be tendered by consent, and whether the authenticity of any of the remaining documents is disputed and shall give reasons in writing as to why consent to tender the remaining documents is withheld by 12 August 2021.

Expert evidence

- 12 The Plaintiffs have leave to file and serve expert evidence as to the value of the shares of the Company by 21 June 2021.

- 13 The Interested Parties and any Defendant has leave to file and serve responsive expert evidence as to the value of the shares of the Company by 22 July 2021.
- 14 The parties' respective experts shall confer and shall prepare a joint expert report identifying areas of agreement and disagreement (if any), with reasons for any such disagreement, by 29 July 2021.

Submissions

- 15 The Plaintiffs shall file and serve their outline of opening submissions by 4 August 2021.
- 16 The Interested Parties and any Defendant shall file and serve their outline of opening submissions by 11 August 2021.

Inspection of affidavit

- 17 Any application for access pursuant to Order 67B r11 of the Rules of the Supreme Court 1971 (WA) to inspect the Affidavit and the annexures referred to therein:
 - (a) be referred to the Court; and
 - (b) not be determined until notice of the application is given to the deponent, by his solicitor, and the deponent has reasonable opportunity to be heard in opposition to the application for inspection.

Filing of documents

- 18 Until such time as access to the ECMS is granted:
 - (a) Kipoi Holdings Mauritius Limited and Yingkou Yangzhou Trade Co Ltd (collectively **the Parties**) be granted leave to file any documents in the proceedings by email;
 - (b) The Plaintiffs is to provide copies of any documents filed in the proceedings via ECMS to the Parties within one (1) business day of filing same;
 - (c) The Plaintiffs are to provide copies of any correspondence or notifications issued in the proceedings via ECMS to the Parties within one (1) business day of receiving same.

Liberty to apply

19 The Plaintiffs and any other person with an interest in this proceeding have liberty to apply.

Costs

20 The costs of today be in the cause.

ANNEXURE A

[To be issued on McGrathNicol website]

Shareholder information

- 1 On 5 November 2020, Mr Robert Kirman and Mr Robert Brauer (the **Deed Administrators**) were appointed as voluntary administrators to Tiger Resources Limited (Subject to Deed of Company Arrangement) ACN 077 110 304) (**Tiger**). Since this time, the creditors, at a meeting convened on 16 February 2021 voted in favour of a resolution for Tiger to enter a deed of company arrangement (**DOCA**). On 19 February 2021 that DOCA was entered into with Yingkou Yangzhou Trade Co Ltd (**DOCA Proponent**).
- 2 The Deed Administrators are continuing to work to complete the DOCA.

Section 444GA application to Court

- 3 It is a condition of the DOCA that the Deed Administrators obtain a court order pursuant to section 444GA of the *Corporations Act 2001* (Cth) (**Act**). The section 444GA court order will allow the Deed Administrators to transfer 100% of the shares in Tiger (**Shares**) to the DOCA Proponent.
- 4 On 23 April 2021, the Deed Administrators lodged an originating process in the Supreme Court of Western Australia (**Court**) seeking, inter alia, section 444GA orders.
- 5 The application for section 444GA orders includes an application for an order, to the extent required, pursuant to section 447A(1) of the Act and section 90-15(1) of Schedule 2 to the Act. Section 444GA specifically provides for the transfer of the shares.
- 6 Shareholders are entitled to be heard in relation to the application, including at the directions hearing on 8 July 2021. If you wish to be heard by the Court you must enter an appearance by 7 July 2021.
- 7 The substantive hearing, at which the Court will determine whether to make the section 444GA orders has been listed on 17 August 2021 and 18 August 2021.

- 8 If the Court makes the section 444GA orders, then 100% of the Shares will be automatically transferred to the DOCA Proponent for no consideration.
- 9 The application for the section 444GA orders is made on the basis that the Shares are of no value.
- 10 In order to determine the value of the Shares, the Deed Administrators engaged an expert to prepare an expert report in relation to (amongst other things) the value of Tiger's assets, the total indebtedness of Tiger and the likely return to shareholders if the Court refuses to make the section 444GA orders and Tiger is placed into liquidation (**Expert Report**).

Next steps

- 11 The Deed Administrators will make available to shareholders the Expert Report and an explanatory statement describing the section 444GA process.
- 12 It is expected that the Expert Report and explanatory statement will be available for download from before or on 21 June 2021, from the Deed Administrator's website: <https://www.mcgrathnicol.com/creditors/tiger-resources-limited/>.
- 13 It is highly recommended that from 21 June 2021 onwards you regularly review these websites, as the Deed Administrators intend to upload additional relevant documents to them, including orders made by the Court. A copy of the Expert Report and explanatory statement can also be emailed to you upon request, free of charge.

Your rights as a shareholder

- 14 If you have any concerns, objections or questions in relation to the 444GA process, please contact the Deed Administrators as soon as possible by calling Antonie Cleuet on (08) 6363 7635 or by emailing acleuet@mcgrathnicol.com.
- 15 Shareholders have the right to provide the Deed Administrators with their views on the hearing in relation to the section 444GA orders. Please do so in writing so the Deed Administrators can provide your views to the Court, for the judge's attention.
- 16 You can also instruct a barrister or lawyer to appear on your behalf at the hearing. If you propose to take either of these steps, please provide a copy of your correspondence, or notice of your intention to appear at the hearing to the Deed

Administrators, by no later than 7 July 2021, by way of email to
acleuet@mcgrathnicol.com.

- 17 If you do not enter an appearance by the deadline of 7 July 2021, the Court may determine that you are not entitled to be heard at any subsequent hearings.

ANNEXURE B

[Newspaper announcement 1]

Tiger Resources Limited (Subject to Deed of Company Arrangement) ACN 077 110 304) (Tiger)

Court approval is being sought by the Deed Administrators to transfer the shares in Tiger under section 444GA of the *Corporations Act 2001* (Cth) for no consideration payable to shareholders on the basis that the shares are of no value.

If you wish to be heard in relation to the 444GA application, you must enter an appearance by 7 July 2021 in the Supreme Court of Western Australia.

The next directions hearing is scheduled for 9:45am on 8 July 2021.

For further information, please visit the Deed Administrator's website:

<https://www.mcgrathnicol.com/creditors/tiger-resources-limited/>.

ANNEXURE C

[insert] [date]

Tiger Resources Limited (Subject to Deed of Company Arrangement) ACN 077 110 304) (Tiger)

- 1 We are writing to you as shareholder of Tiger.
- 2 Please read this communication as it contains **important information about the proposed transfer of all your shares in Tiger, for no consideration.**
- 3 On 5 November 2020, Mr Robert Kirman and Mr Robert Brauer (the **Deed Administrators**) were appointed as voluntary administrators to Tiger Resources Limited (Subject to Deed of Company Arrangement) ACN 077 110 304) (**Tiger**). Since this time, the creditors, at a meeting convened on 16 February 2021 voted in favour of a resolution for Tiger to enter a deed of company arrangement (**DOCA**). On 19 February 2021 that DOCA was entered into with Yingkou Yangzhou Trade Co Ltd (**DOCA Proponent**).
- 4 The Deed Administrators are continuing to work to complete the DOCA.

Section 444GA application to Court

- 5 It is a condition of the DOCA that the Deed Administrators obtain a court order pursuant to section 444GA of the Corporations Act 2001 (Cth) (**Act**). The section 444GA court order will allow the Deed Administrators to transfer 100% of the shares in Tiger (**Shares**) to the DOCA Proponent.
- 6 The application for section 444GA orders includes an application for an order, to the extent required, pursuant to section 447A(1) of the Act and section 90-15(1) of Schedule 2 to the Act. Section 444GA specifically provides for the transfer of the shares.
- 7 On 23 April 2021, the Deed Administrators lodged an originating process in the Supreme Court of Western Australia (**Court**) seeking, inter alia, section 444GA orders. A directions hearing was held on 13 May 2021 and 27 May 2021 and the next directions hearing is scheduled for 9:45 am on 8 July 2021. The section 444GA orders will not be made at the next directions hearing.

- 8 Shareholders are entitled to be heard in relation to the application, including at the directions hearing on 8 July 2021. If you wish to be heard by the Court you must enter an appearance by 7 July 2021.
- 9 The substantive hearing, at which the Court will determine whether to make the section 444GA orders has been listed on 17 August 2021 and 18 August 2021.
- 10 If the Court makes the section 444GA orders, then **100% of the Shares will be automatically transferred to the DOCA Proponent for no consideration.**
- 11 The application for the section 444GA orders is made on the basis that the Shares are of no value.
- 12 In order to determine the value of the Shares, the Deed Administrators have engaged an expert to prepare a report in relation to (amongst other things) the value of Tiger's assets, the total indebtedness of Tiger and the likely return to shareholders if the Court refuses to make the section 444GA orders and Tiger is placed into liquidation (**Expert Report**).

Next steps

- 13 The Deed Administrators will make available to shareholders the Expert Report and an explanatory statement describing the section 444GA process.
- 14 It is expected that the Expert Report and explanatory statement will be available for download from before or on 21 June 2021, from the Deed Administrator's website: <https://www.mcgrathnicol.com/creditors/tiger-resources-limited/>.
- 15 It is highly recommended that from 21 June 2021 onwards you regularly review these websites, as the Deed Administrators intend to upload additional relevant documents to them, including orders made by the Court. A copy of the Expert Report and explanatory statement can also be emailed to you upon request, free of charge.

Your rights as a shareholder

- 16 If you have any concerns, objections or questions in relation to the 444GA process, please contact the Deed Administrators as soon as possible by calling (08) 6363 7635 or by emailing acleuet@mcgrathnicol.com.

- 17 Shareholders have the right to provide the Deed Administrators with their views on the hearing in relation to the section 444GA orders. Please do so in writing so the Deed Administrators can provide your views to the Court, for the judge's attention.
- 18 You can also instruct a barrister or lawyer to appear on your behalf at the hearing. If you propose to take either of these steps, please provide a copy of your correspondence, or notice of your intention to appear at the hearing to the Deed Administrators, by no later than **7 July 2021**, by way of email to acleuet@mcgrathnicol.com.
- 19 If you do not enter an appearance by the deadline of **7 July 2021** the Court may determine that you are not entitled to be heard at any subsequent hearings.

ANNEXURE D

[To be issued on McGrathNicol website]

Shareholder information

- 1 We, Mr Robert Kirman and Mr Robert Brauer (the **Deed Administrators**), refer to the previous announcement dated [*insert*] [date]. Since that time the Deed Administrators have attended a further directions hearing on [8 July 2021] at which [*insert brief update*].
- 2 The Deed Administrators advise that the final hearing is scheduled for [*insert*].
- 3 We remind you that the Expert Report and explanatory statement describing the section 444GA process are available for download from the Deed Administrator's website: <https://www.mcgrathnicol.com/creditors/tiger-resources-limited/>.
- 4 It is highly recommended that you regularly review these websites, as the Deed Administrators intend to upload additional relevant documents to them, including orders made by the Court. A copy of the Expert Report and explanatory statement can also be emailed to you upon request, free of charge.

Your rights as a shareholder

- 5 If you have any concerns, objections or questions in relation to the 444GA process, please contact the Deed Administrators as soon as possible by calling (08) 6363 7635 or by emailing acleuet@mcgrathnicol.com, alternatively you should urgently seek legal advice.

ANNEXURE E

[Newspaper announcement 2]

Tiger Resources Limited (Subject to Deed of Company Arrangement) ACN 077 110 304) (Company)

Court approval is being sought by the Deed Administrators to transfer the shares in the Company under section 444GA of the Corporations Act 2001 (Cth) for no consideration payable to shareholders on the basis that the shares are of no value.

The final hearing has been scheduled for [*insert*].

For further information, please visit the Deed Administrator's website:

<https://www.mcgrathnicol.com/creditors/tiger-resources-limited/>.

ANNEXURE F

[insert] [date]

Tiger Resources Limited (Subject to Deed of Company Arrangement) ACN 077 110 304) (Tiger)

Final Hearing

- 1 We are writing to you as shareholder of Tiger. We, Mr Robert Kirman and Mr Robert Brauer (the **Deed Administrators**) refer to our communication dated [insert] [date], regarding the application to the Supreme Court of Western Australia to transfer 100% of the shares in Tiger pursuant to section 444GA of the *Corporations Act 2001* (Cth), for no consideration.
- 2 Since 13 May 2021 and 27 May 2021, the Deed Administrators have attended a further directions hearing on 8 July 2021, at which [insert brief update].
- 3 The Deed Administrators advise that the final hearing is scheduled for [insert] [date].
- 4 We remind you that the Expert Report and explanatory statement describing the section 444GA process are available for download from the Deed Administrator's website: <https://www.mcgrathnicol.com/creditors/tiger-resources-limited/>.
- 5 It is highly recommended that you regularly review these websites, as the Deed Administrators intend to upload additional relevant documents to them, including orders made by the Court. A copy of the Expert Report and explanatory statement can also be emailed to you upon request, free of charge.

Your rights as a shareholder

If you have any concerns, objections or questions in relation to the 444GA process, please contact the Deed Administrators as soon as possible by calling (08) 6363 7635 or by emailing acleuet@mcgrathnicol.com, alternatively you should urgently seek legal advice.