



Circular to Creditors

Ziera Retail NZ Limited (Administrators Appointed)
Ziera Shoes NZ Limited (Administrators Appointed)
Kumfs Brand Limited (Administrators Appointed)
Kumfs Group Limited (Administrators Appointed)
("Companies")

Conor McElhinney and Andrew Grenfell were appointed Joint and Several Administrators of the Companies on 24 September 2019.

The purpose of this circular is to provide creditors with information about the business, property, affairs and financial circumstances of the Companies in preparation for the Watershed Meeting of creditors.

The meeting is to be held on Friday 7 February 2020, at 11.00am at the offices of Buddle Findlay, PWC Tower, 188 Quay Street, Auckland 1010. Creditors should arrive 30 minutes beforehand to register. If you wish to attend the meeting please email us at insolvency@mcgrathnicol.co.nz and include a claim form if one has not already been submitted.

The following documents are attached to this circular:

1. notice convening the meeting;
2. creditors claim form;
3. proxy/postal voting form; and
4. the Administrators' report to creditors.

At the Watershed Meeting creditors are entitled to vote on whether:

1. the Companies should execute a Deed of Company Arrangement ("DOCA"), if applicable; or
2. the administrations should end and control of the Companies be handed back to the directors; or
3. to appoint liquidators to each of the Companies.

As detailed in the Administrators' report, a DOCA has not been submitted and the Companies are insolvent. Accordingly, it is the Administrators' view that liquidators should be appointed to the Companies.

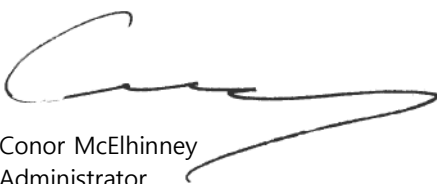
Creditors who intend to vote at the meeting must lodge a claim form with the Administrators prior to the meeting. Claims should be received by 11.00am on Wednesday 5 February 2020.

If you have already lodged a claim form and the amount of your claim has not changed then you do not need to submit another claim form. If the amount of your claim has changed you can submit a revised claim form.

Creditors who are unable to attend the meeting and wish to be represented can participate by completing the postal voting form attached, or by appointing a proxy to attend in your place. Postal/proxy forms must be received by the Administrator by 11.00am on Wednesday 5 February 2020.

For further information please refer to the website www.mcgrathnicol.com. Creditors who wish to discuss any aspects of the above can contact Nick Grady on +64 9 926 5114.

Dated 29 January 2020



Conor McElhinney
Administrator

NOTICE OF WATERSHED MEETING

Ziera Retail NZ Limited (Administrators Appointed)
Ziera Shoes NZ Limited (Administrators Appointed)
Kumfs Brand Limited (Administrators Appointed)
Kumfs Group Limited (Administrators Appointed)
("Companies")

Notice is given pursuant to sections 239AT and 239AU of the Companies Act 1993 that a meeting of the creditors of the Companies will be held on Friday 7 February 2020, at 11.00am at the offices of Buddle Findlay, PWC Tower, 188 Quay Street, Auckland 1010. Creditors should arrive 30 minutes before the commencement of the meeting to register. If you are attending the meeting, please email us at insolvency@mcgrathnicol.co.nz.

Pursuant to section 239AL of the Companies Act 1993, it is intended to hold the meeting of the Companies jointly. Should any creditor object to the joint creditors' meetings, they should send a written objection to the Administrators by post, email or to our street address below by 11.00am on Wednesday 5 February 2020. Unless any creditor objects in accordance with this notice, all creditors will be taken to have agreed to the joint Watershed Meeting.

Agenda for Watershed Meeting

1. To consider the Administrators' report concerning the Companies' business, property, affairs and financial circumstances.
2. To consider and vote on the Administrators' recommended course of action as to the future of the Companies.
3. Any other business.

The offices of the Administrators are at:

McGrathNicol
Level 17, 41 Shortland Street, Auckland
PO Box 106-733, Auckland 1143
insolvency@mcgrathnicol.co.nz
Telephone: +64 9 366 4655
www.mcgrathnicol.com

Dated 29 January 2020

Conor McElhinney
Administrator

UNSECURED CREDITOR'S CLAIM



Section 304(1) Companies Act 1993

Name and postal address of creditor in full: Telephone Number () My Reference is (if applicable) Email	<p>✳ Any personal information collected is for the purpose of administering the liquidation in accordance with the Companies Act 1993.</p> <p>The information will be used and retained by McGrathNicol and will be released to other parties only with your authorisation or in compliance with the Privacy Act 1993.</p> <p>Under section 304 (1) of the Companies Act 1993 any claim by an unsecured creditor against a company in liquidation must be made in this prescribed form and must –</p> <p>(a) Contain full particulars of the claim; and (b) Identify any documents that evidence or substantiate the claim.</p> <p>You may have access to and request correction of any personal information. (*Not applicable, if creditor is not an individual within the meaning of the Privacy Act 1993.)</p>
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Name of Company in Voluntary Administration: _____ **(In Voluntary Administration)**

I _____
[If claim is made on behalf of creditor, specify relationship to creditor and authority] claim that the company was at the date it was put into liquidation indebted to the abovenamed creditor for the sum of *[Amount in words and figures]*:
 _____ \$ _____

Either: I hold no security for the amount claimed; or
 I am surrendering my security and I am claiming as an unsecured creditor
[Omit whichever does not apply]

Full particulars of the claim are set out, and any supporting documents that substantiate the claim are identified, on the reverse of this form. (The liquidator may require the production of a document under section 304 (2) of the Companies Act 1993. You are not required to attach any supporting documents at this stage, but you may attach them now, if you think it would expedite the processing of the claim.)

Signed: _____ Date: _____ / _____ / _____

WARNING - It is an offence under section 304 (6) of the Companies Act 1993 to –
Make, or authorise the making of, a claim that is false or misleading in a material particular in knowing it to be false or misleading; or
Omit, or authorise the omission, from a claim of any matter knowing that the omission makes the claim false or misleading in a material particular.

Received (Date Stamp)	<p>Reserved for Office Use:</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Claim admitted for voting purposes:</td> <td style="width: 25%;">Signed: _____</td> <td style="width: 25%;">Date: ____ / ____ / ____</td> </tr> <tr> <td>Claim rejected for voting purposes:</td> <td>Signed: _____</td> <td>Date: ____ / ____ / ____</td> </tr> <tr> <td>Claim rejected for payment:</td> <td>Signed: _____</td> <td>Date: ____ / ____ / ____</td> </tr> </table> <p>Claim admitted for payment:</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">Preferential Claim for:</td> <td style="width: 33%;">Ordinary Claim for:</td> <td style="width: 33%;">Deferred claim for:</td> </tr> <tr> <td style="border: 1px solid black;">\$ _____</td> <td style="border: 1px solid black;">\$ _____</td> <td style="border: 1px solid black;">\$ _____</td> </tr> </table> <p>Signed Liquidator _____ Dated: _____</p> <p><small>Note: If the decision to admit or reject a claim is amended, regulation 8 of the Companies Act 1993 Liquidation Regulations 1994 requires that it be recorded in writing.</small></p>	Claim admitted for voting purposes:	Signed: _____	Date: ____ / ____ / ____	Claim rejected for voting purposes:	Signed: _____	Date: ____ / ____ / ____	Claim rejected for payment:	Signed: _____	Date: ____ / ____ / ____	Preferential Claim for:	Ordinary Claim for:	Deferred claim for:	\$ _____	\$ _____	\$ _____
Claim admitted for voting purposes:	Signed: _____	Date: ____ / ____ / ____														
Claim rejected for voting purposes:	Signed: _____	Date: ____ / ____ / ____														
Claim rejected for payment:	Signed: _____	Date: ____ / ____ / ____														
Preferential Claim for:	Ordinary Claim for:	Deferred claim for:														
\$ _____	\$ _____	\$ _____														

PARTICULARS OF CLAIM

Where the claim includes goods supplied by the creditor to the company under a Retention of the Title clause,
please give full details including a description of the goods and their value.

If the creditor owes money to the company, please give full details.

Date	Details of Claim and Identification of Documents that Evidence or Substantiate the Claim	Amount \$

If applicable, please record here your GST Registration number:
and total GST included in your claim

\$ _____



Lodge your postal vote or proxy

By Mail:
McGrathNicol Limited
PO Box 106-733
Auckland, 1143

By Fax
+64 9 366 4656

By Email:
insolvency@mcgrathnicol.co.nz

Postal/Proxy Vote Form

Ziera Retail NZ Limited (Administrators Appointed)

Ziera Shoes NZ Limited (Administrators Appointed)

Kumfs Brand Limited (Administrators Appointed)

Kumfs Group Limited (Administrators Appointed)

("Companies")

Meeting of Creditors – 7 February 2020 at 11.00am

**For your proxy or vote to be effective it must be received by
11.00am on Wednesday 5 February 2020**

You may cast your vote in one of the three ways described below. You may abstain from voting on one or more of the resolutions.

(1) Casting a postal vote

You may cast a postal vote on one or more of the resolutions by completing the FOR, AGAINST or ABSTAIN boxes in "Step 1" overleaf, signing this voting form and returning it to the Administrators.

(2) Appointing a proxy

You may appoint a proxy to attend the meeting and either direct the proxy as to how to vote or give the proxy discretion as to how to vote on the resolutions by completing the FOR, AGAINST, ABSTAIN or PROXY DISCRETION box on "Step 1" overleaf, completing the appointment of proxy details in "Step 2" overleaf and signing the Voting Form and returning it to McGrathNicol. If you do not provide any instructions on the Proxy form about how the proxy should vote, you acknowledge that the proxy may exercise your right to vote at his or her discretion and may vote as he or she thinks fit, or abstain from voting. In doing so, you acknowledge that the proxy may exercise your right to vote even if he or she has an interest in the outcome of the Resolution(s). You also exercise your proxy's right to vote on all motions from the floor or additional

resolutions put to the meeting or to amend any resolutions as stated in the Notice of Meeting.

The Chairman is unable to accept appointments as a general proxy. Alternatively, creditors that are companies may appoint a company representative and provide evidence to the Administrators prior to the meeting that the representative has been validly appointed.

(3) Attending and voting in person

You should bring this Voting Form to the meeting. See (2) above regarding company creditor authorised representatives.

Power of Attorney

If this Postal/Proxy Form has been signed under a power of attorney, a copy of the power of attorney and a signed certificate of non-revocation of the power of attorney should be produced to the company with this Proxy Form.

Turn over to complete the form to vote / appoint a proxy

In association
with



**ADVISORY
RESTRUCTURING**



Name of Company you are a Creditor of: _____

Name of Creditor: _____

If you do not plan to attend the meeting, you may cast a postal vote or appoint a proxy to vote at the meeting.

STEP 1 **Voting Instructions / Voting Paper**

Cast a postal vote, or instruct your proxy to vote, by placing a tick in the relevant box. Tick one box only in respect of each resolution. If you're appointing a proxy and want your proxy to decide how to vote a resolution, please mark the box "Proxy Discretion".

Please note you can only vote for a resolution for a company of which you are a creditor.

Resolution 1	It is resolved that the company be placed into liquidation.	For	Against	Abstain	Proxy Discretion
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	It is resolved that the Administration end and control of the company be returned to the directors.	For	Against	Abstain	Proxy Discretion
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

A Deed of Company Arrangement (**DOCA**) has not been proposed by the Administrator and unless a creditor proposes a DOCA at the Watershed Meeting, this option does not need to be considered or voted on. In the event a DOCA is proposed by a creditor at the Watershed Meeting creditors will need to be present or have a proxy in attendance to vote on a resolution related to a DOCA.

STEP 2 **Appointment of Proxy**

If you mark any of the boxes above "Proxy's Discretion", you must also appoint a proxy. The Chairman will not act as a General Proxy, (although if you've marked "For", "Against" or "Abstain", these will be counted as postal votes whether or not your proxy attends the meeting). Even if you cast a postal vote, you may also appoint a proxy to attend the meeting on your behalf by filling out this section.

I/We being a creditor of _____ (Administrators Appointed)
hereby appoint _____ of _____
or failing him/her _____ of _____

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions at the Watershed meeting to **be held at 11.00am on Friday 7 February 2020 at the offices of Buddle Findlay, PWC Tower, 188 Quay Street, Auckland 1010** and at any adjournment of that meeting.

SIGN **Signature of Creditor(s) This section must be completed.**

If you are signing on behalf of a company/partnership, this signature is your confirmation that you hold the authority necessary to do so.

Signature

Print Name _____ Contact daytime Telephone _____ Date _____