

AFFIDAVIT OF THOMAS ROBERT SCHINCKEL

DATED 20 OCTOBER 2023

COURT DETAILS

Court	Supreme Court of New South Wales
Division	Equity
List	Corporations
Registry	Supreme Court Sydney
Case number	2023/00314352

TITLE OF PROCEEDINGS

Plaintiff	Sule Arnautovic and John Vouris in their capacity as joint and several deed administrators of Hills Limited (Subject to Deed of Company Arrangement) ACN 007 573 417
Second Plaintiff	Hills Limited (Subject to Deed of Company Arrangement) ACN 007 573 417

FILING DETAILS

Filed for	Starplex International Pty Ltd ACN 161 564 834
Filed in relation to	Plaintiff's Originating Process
Legal representative	Michael Catchpoole, Corrs Chambers Westgarth
Legal representative reference	9188461
Contact name and telephone	Tom Schinckel, (02) 9210 6694
Contact email	tom.schinckel@corrs.com.au



Witness



Deponent

AFFIDAVIT

Name Thomas Robert Schinckel
 Address Level 37, Quay Quarter Tower, 50 Bridge Street NSW 2000
 Occupation Solicitor
 Date 20 October 2023

I say on oath:

- 1 I am a senior associate employed by Corrs Chambers Westgarth (**Corrs**), solicitors for Starplex International Pty Ltd ACN 161 564 834 (**Starplex**), the deed proponent in respect of the deed of company arrangement of the Second Plaintiff dated 23 August 2023. I am responsible for representing Starplex in these proceedings under the supervision of Michael Catchpoole, a partner of Corrs Chambers Westgarth and the solicitor on the record.
- 2 I make this affidavit in respect of Starplex's compliance with orders made by the Court in this proceeding on 9 October 2023 and related matters.
- 3 Shown to me at the time of swearing this affidavit is a bundle of documents marked "**Exhibit TRS-1**", which I refer to throughout this affidavit.

Notice of Appearance

- 4 Following the hearing of this matter on 9 October 2023, Corrs on behalf of Starplex filed a notice of appearance in these proceedings (**Notice of Appearance**), and served the filed document as set out below, in compliance with the orders made at that hearing.

Service of Notice of Appearance

- 5 Following the filing of the Notice of Appearance, I instructed Hannah Tsavalas, a solicitor employed by Corrs, to attend to service of the Notice on Appearance on the Australian Securities and Investments Commission (**ASIC**) and the Plaintiffs in this proceeding.
- 6 Ms Tsavalas served the Notice of Appearance:
 - a. on ASIC, by email at approximately 4:28 pm on 9 October 2023 addressed to Sean Ferguson and Ebony Jackson, employees of ASIC. The solicitors for



 Witness



 Deponent

the Plaintiffs had advised us that Mr Ferguson and Ms Jackson were the relevant contacts for ASIC in respect of these proceedings. A copy of this email and its attachments appears at pages 1-3 of Exhibit TRS-1.

b. on the Plaintiffs, by email at approximately 4:33 pm on 9 October 2023, addressed to Peter Hodges and David Armstrong of Mills Oakley, solicitors for the Plaintiffs. A copy of this email and its attachments appears at pages 4-7 of Exhibit TRS-1.

7 At 4:41 pm, I received an email from Mr Ferguson acknowledging receipt of the Notice of Appearance on behalf of ASIC. A copy of this email appears at pages 8-9 of Exhibit TRS-1.

No Objections Received

8 At the time of swearing this affidavit, I have not received, and I am not aware of Starplex receiving, correspondence from any persons opposing the relief sought by the Plaintiffs in this proceeding.

SWORN at

SYDNEY

Signature of deponent



Name of witness

ABHIMANYU CHOPRA

Address of witness

Level 37, Quay Quarter Tower, 50 Bridge Street, Sydney NSW 2000

Capacity of witness

Solicitor

And as a witness, I certify the following matters concerning the person who made this affidavit (the **deponent**):

- 1 I saw the face of the deponent.
- 2 I have known the deponent for at least 12 months. ~~[OR, delete whichever option is inapplicable]~~
I have confirmed the deponent's identity using the following identification document:

Identification document relied on (may be original or certified copy)

Signature of witness



Note: The deponent and witness must sign each page of the affidavit. See UCPR 35.7B.

**EXHIBIT TRS-1 TO THE
AFFIDAVIT OF THOMAS ROBERT SCHINCKEL
DATED 20 OCTOBER 2023**

COURT DETAILS

Court	Supreme Court of New South Wales
Division	Equity
List	Corporations
Registry	Supreme Court Sydney
Case number	2023/00314352

TITLE OF PROCEEDINGS

Plaintiff	Sule Arnautovic and John Vouris in their capacity as joint and several deed administrators of Hills Limited (Subject to Deed of Company Arrangement) ACN 007 573 417
Second Plaintiff	Hills Limited (Subject to Deed of Company Arrangement) ACN 007 573 417

CERTIFICATE IDENTIFYING EXHIBIT

This is the exhibit marked "TRS-1" referred to in the affidavit of Thomas Robert Schinckel sworn before me on 20 October 2023.

Signature of witness



Name of witness

ABHIMANYU CHOPRA

Address of witness

Level 37, Quay Quarter Tower, 50 Bridge Street, Sydney
NSW 2000

Capacity of witness

Solicitor

Tom Schinckel

From: Hannah Tsavalas
Sent: Monday, 9 October 2023 4:28 PM
To: Sean.Ferguson@asic.gov.au; Ebony.Jackson@asic.gov.au
Cc: Tom Schinckel; Michael Catchpoole
Subject: In the matter of Hills Limited (Subject to Deed of Company Arrangement) ACN 007 573 417 | Supreme Court of New South Wales No. 314352 of 2023
Attachments: Notice of Appearance- sealed- 9 October 2023.pdf

Good afternoon,

We act for Starplex International Pty Ltd ACN 161 564 834, the deed proponent in respect of the deed company, Hills Limited (Subject to Deed of Company Arrangement) ACN 007 573 417.

We refer to the above Supreme Court of New South Wales (**Court**) proceedings. We understand that you have had previous correspondence with Mills Oakley (the Plaintiffs' solicitor) regarding the same.

On 9 October 2023, our client was granted leave by the Court to be heard in the proceedings.

Accordingly, we **attach**, *by way of service*, a Notice of Appearance filed in the above matter.

If you have any questions, please do not hesitate to contact us.

Kind regards,

Hannah Tsavalas | Associate
Corrs Chambers Westgarth
t +61 2 9210 6349 e hannah.tsavalas@corrs.com.au
corrs.com.au

FILED

- 9 OCT 2023



No. 314352 of 2023



IN THE SUPREME COURT OF NEW SOUTH WALES

EQUITY DIVISION

SYDNEY REGISTRY

IN THE MATTER OF HILLS LIMITED (SUBJECT TO DEED OF COMPANY
ARRANGEMENT)

ACN: 007 573 417

**SULE ARNAUTOVIC AND JOHN VOURIS IN THEIR CAPACITY AS JOINT AND
SEVERAL DEED ADMINISTRATORS OF HILLS LIMITED (SUBJECT TO DEED OF
COMPANY ARRANGEMENT) ACN 007 573 417**

First Plaintiff

**HILLS LIMITED (SUBJECT TO DEED OF COMPANY ARRANGEMENT)
(ACN 007 573 417)**

Second Plaintiff

NOTICE OF APPEARANCE

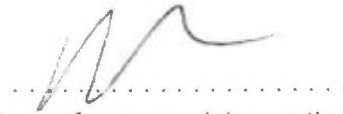
A. DETAILS OF PERSON INTENDING TO APPEAR

Notice is given that Starplex International Pty Ltd ACN 161 564 834, c/- Corrs Chambers Westgarth, Level 36 Quarter Quay Tower, 50 Bridge Street, Sydney NSW 2000, the deed proponent in respect of the deed of company arrangement of the Second Plaintiff dated 23 August 2023, intends to appear before the Court at the hearing of the application to be heard at the Supreme Court of New South Wales 184 Phillip Street, Sydney NSW 2000 on 24 October 2023 and, if applicable, to support the application.

Note: A Corporation may not enter an appearance in, or defend, any proceedings otherwise than by a solicitor or by a director authorised in accordance with Part 11 Rule 1A of the Supreme Court Rules 1970.

B. SERVICE

The address for service of the person giving this notice is c/- Corrs Chambers Westgarth, Level 36 Quay Quarter Tower, 50 Bridge Street, Sydney NSW 2000.



*Signature of person giving notice
or of person's legal practitioner*

Name of legal practitioner: Michael Catchpoole

Tom Schinckel

From: Hannah Tsavalas
Sent: Monday, 9 October 2023 4:33 PM
To: David Armstrong
Cc: Michael Catchpoole; Peter Hodges; Tom Schinckel
Subject: RE: Hills - s444GA Application
Attachments: Notice of Appearance- sealed- 9 October 2023.pdf

Hi David,

We refer to the orders made by His Honour Justice Black today.

Please find **attached**, *by way of service*, our client's sealed Notice of Appearance dated 9 October 2023 (**Notice**).

Your client may wish to consider uploading a copy of the Notice onto the websites set out in Order 4(h) so that any creditors and members have notice that our client has been granted leave to be heard in the proceedings.

Kind regards,

Hannah Tsavalas | Associate
Corrs Chambers Westgarth
t +61 2 9210 6349 e hannah.tsavalas@corrs.com.au
corrs.com.au

From: David Armstrong <darmstrong@millsoakley.com.au>
Sent: Thursday, October 5, 2023 1:36 PM
To: Tom Schinckel <tom.schinckel@corrs.com.au>
Cc: Michael Catchpoole <michael.catchpoole@corrs.com.au>; Hannah Tsavalas <hannah.tsavalas@corrs.com.au>; Peter Hodges <phodges@millsoakley.com.au>
Subject: Hills - s444GA Application

Hi Tom

Please be advised that the return date of the originating application has been brought forward to **9:15 am on Monday, 9 October 2023** before Justice Black.

Kind regards

David Armstrong | Special Counsel | Competition, Regulatory & Risk

MILLS OAKLEY

MELBOURNE | SYDNEY | BRISBANE | CANBERRA | PERTH | ADELAIDE

+61 2 8035 7913 Direct
+61 425 232 597 Mobile
+61 2 9247 1315 Fax
darmstrong@millsoakley.com.au
Level 7, 151 Clarence Street, Sydney NSW 2000

Mills Oakley acknowledges the Traditional Owners of the lands and waters on which we work, live and engage. We pay our respects to elders past and present.

This email message and any attachments are confidential and may contain legally privileged information. You should not read, copy, use or disclose it without authorisation. If received in error, please contact us at once by return email and then delete all emails and attachments. You should check this email for viruses or defects. Our liability is limited to resupplying any affected message and attachments. Any personal information in this email must be handled in accordance with the Privacy Act 1988 (Cth). Please note that criminals use sophisticated techniques to elicit fraudulent payments. Please be vigilant in reviewing emails purporting to be from Mills Oakley. If our bank account or payment details change,

we will inform you via telephone or post. We accept no responsibility for any loss or damage arising from any electronic transfers or deposits that are not paid into the intended bank account.

FILED

- 9 OCT 2023



No. 314362 of 2023

IN THE SUPREME COURT OF NEW SOUTH WALES

EQUITY DIVISION

SYDNEY REGISTRY

IN THE MATTER OF HILLS LIMITED (SUBJECT TO DEED OF COMPANY
ARRANGEMENT)

ACN: 007 573 417

**SULE ARNAUTOVIC AND JOHN VOURIS IN THEIR CAPACITY AS JOINT AND
SEVERAL DEED ADMINISTRATORS OF HILLS LIMITED (SUBJECT TO DEED OF
COMPANY ARRANGEMENT) ACN 007 573 417**

First Plaintiff

**HILLS LIMITED (SUBJECT TO DEED OF COMPANY ARRANGEMENT)
(ACN 007 573 417)**

Second Plaintiff

NOTICE OF APPEARANCE

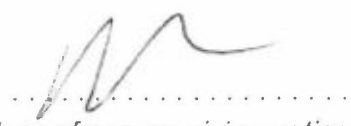
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B. SERVICE

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*Signature of person giving notice
or of person's legal practitioner*

Name of legal practitioner: Michael Catchpoole

Tom Schinckel

From: Sean Ferguson <Sean.Ferguson@asic.gov.au>
Sent: Monday, 9 October 2023 4:41 PM
To: Hannah Tsavalas; Ebony Jackson
Cc: Tom Schinckel; Michael Catchpoole
Subject: RE: In the matter of Hills Limited (Subject to Deed of Company Arrangement) ACN 007 573 417 | Supreme Court of New South Wales No. 314352 of 2023 [SEC=OFFICIAL]

Dear Hannah

I acknowledge receipt of your below email and the attached Notice of Appearance.

Regards

Sean Ferguson
Corporate Finance
Markets Group
Australian Securities and Investments Commission
Level 1, 11 Mounts Bay Road, Perth, 6000
Mob: 0478 374 545
sean.ferguson@asic.gov.au



From: Hannah Tsavalas <hannah.tsavalas@corrs.com.au>
Sent: Monday, 9 October 2023 1:28 PM
To: Sean Ferguson <Sean.Ferguson@asic.gov.au>; Ebony Jackson <Ebony.Jackson@asic.gov.au>
Cc: Tom Schinckel <tom.schinckel@corrs.com.au>; Michael Catchpoole <michael.catchpoole@corrs.com.au>
Subject: In the matter of Hills Limited (Subject to Deed of Company Arrangement) ACN 007 573 417 | Supreme Court of New South Wales No. 314352 of 2023

EXTERNAL EMAIL: Do not click any links or open any attachments unless you trust the sender and know the content is safe.

Good afternoon,

We act for Starplex International Pty Ltd ACN 161 564 834, the deed proponent in respect of the deed company, Hills Limited (Subject to Deed of Company Arrangement) ACN 007 573 417.

We refer to the above Supreme Court of New South Wales (**Court**) proceedings. We understand that you have had previous correspondence with Mills Oakley (the Plaintiffs' solicitor) regarding the same.

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If you have any questions, please do not hesitate to contact us.

Kind regards,

Hannah Tsavalas | Associate
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corrs.com.au

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