

FREQUENTLY ASKED QUESTIONS

BACKGROUND OF APPOINTMENT

On 20 June 2022, Andrew MacNeill and Justin Howlett of SMB Advisory were appointed Joint and Several Liquidators of Longevity Group Australia Ltd (“**Longevity**”).

Longevity was placed into Members’ Voluntary Liquidation for the purpose of a solvent winding up, and to enable the Liquidators to distribute the company’s property to its creditors and members.

FREQUENTLY ASKED QUESTIONS

When will I receive the special dividend announced on 16 May 2022?

The Liquidators are aware that a special dividend of 40 cents per share and a franking credit of 13 cents per share (“**Special Dividend**”) was announced on 16 May 2022, with the dividend being payable on 11 July 2022 to all members who held shares on 1 July 2022 (“Record Date”).

As a result of Longevity being placed into Members’ Voluntary Liquidation, the Liquidators are bound by Section 260-45 of the *Tax Administration Act 1953* which requires us to obtain clearance from the Commissioner of Taxation (“the Commissioner”) before parting with any of the company’s assets. This means that we are unable to pay the Special Dividend to members until we received clearance from the Commissioner.

Notwithstanding the above, we confirm that all members who held shares as at the date of our appointment are now creditors of the Company in relation to the Special Dividend. We intend to declare and pay the dividend to creditors shortly after taxation clearance is received from the Commissioner, and members will therefore receive the Special Dividend during this creditor dividend process. The formal creditor dividend process prescribed under the *Corporations Act 2001* takes approximately 60 days to complete

In order to be in a position to request clearance from the Commissioner, we are required to coordinate the following:

- Attend to the finalisation of Longevity’s financial statements (including those for 6 wholly owned subsidiaries) in collaboration with the company’s accountants;
- Arranging for all of Longevity’s assets to be realised, including receipt of distributions due to Longevity from its subsidiaries;
- Arranging for Longevity’s financial statements to be audited and lodged with ASIC; and
- Arranging for Longevity’s tax return for the Financial Years ending 30 June 2022 and 30 June 2023 to be finalised and lodged, noting that we are unable to prepare and lodge the FY2023 tax return until all final distributions are received from Longevity’s subsidiaries.

Based on information that was available to us, we previously anticipated being in a position to request clearance from the Commissioner within approximately 3 - 6 months from the date of our appointment. However, Longevity’s wholly owned subsidiary unit trusts need to be vested before it can receive the final distributions. Furthermore, the tax accountant of the unit trusts has determined it necessary to obtain specialist tax advice regarding the tax treatment of certain transactions between the unit trusts and the Company.

Accordingly, we now believe that we will be in a position to request tax clearance from the Commissioner within approximately 7 months from the date of our appointment. Additionally, it can take up to 3 months for the Commissioner to consider the Liquidators’ request and grant clearance, however this is usually completed within 28 days of the Liquidator’s request. Members will be advised if there are any further material changes to this timeline.

When will I receive a final distribution?

Following the abovementioned distribution to creditors, including payment of the Special Dividend, and payment of all costs incurred during the solvent winding up of Longevity, all remaining funds will be distributed to members via a final distribution. The final distribution to members will mark the end of the winding up, and will return all of Longevity’s capital to members. Based on information presently available to us, and based on the anticipated timeframe within which we hope to receive clearance from the Commissioner, we envisage to make the final distribution within 11 – 12 months of our appointment.

Summary of tasks required and estimated timeframe

An updated summary of the tasks required to finalise the liquidation and pay distributions to creditors and members is as follows:

Task	Estimated timeframe
Vest wholly owned subsidiary unit trusts, complete FY23 tax return and apply for taxation clearance from the ATO	By 31 January 2023
Obtain taxation clearance from the ATO	By 31 March 2023
Pay first and final dividend to the Company’s creditors (including the special dividend to members)	Between 1 March 2023 to 1 May 2023
Complete winding up and pay final distribution to members	Between 15 May 2023 to 30 June 2023

What is the purpose of the Members’ Voluntary Liquidation occurring?

As members are aware, Longevity’s management have been in the process of concluding the company’s operations for some time and have realised all of the Longevity’s available assets. Longevity is now in a position to be wound up by way of a Members’ Voluntary Liquidation.

The Members’ Voluntary Liquidation is a vehicle to wind down Longevity’s activities, pay its creditors and distribute the retained earnings and capital to its members. A Members’ Voluntary Liquidation is only available to solvent companies, and the Liquidators will pay an equal distribution to all members based on the number of shares held. At the conclusion of the liquidation, Longevity will be deregistered.

How will the liquidation work?

The Liquidators will be responsible for completing and/or overseeing all tasks required to wind down the company. The duties and powers of the directors are suspended as at the date of our appointment. Members should direct all their questions to the Liquidation team via the contact details listed below.

Can I transfer or trade my shares?

Given Longevity is now being wound up, the Liquidators are only able to coordinate transfers of shares where the beneficial owner remains the same.

If you need to update your shareholding contact and account details, the Liquidators will continue to engage the services of Computershare and will use Computershare for all correspondence, transfers and distributions to members.

Accordingly, shareholders must notify the Registry of their contact details and preferred account by going online at www.computershare.com.au/easyupdate/LGVU. The easy update service is fast, secure and will ensure you receive your payments on time. Alternatively, you may contact Computershare on 1300 850 505 and request a hard copy form to be sent for completion.

Do I need to do anything in order to receive the Special Dividend and distribution to members?

Members should make sure that Computershare has your correct details recorded in Longevity's share registry including your name, address, tax file number and bank account details for payment of the dividends to be deposited into.

Shareholders who have previously notified the Registry of a bank account will have the Special Dividend and subsequent capital distribution credited to their nominated bank account as recorded on the Registry at the time of the distribution. Shareholders who do not have a preferred nominated bank account with the Registry:

- will be sent a cheque to their address shown on the share register as at the date of the distribution, or
- may notify the Registry of their preferred account by going online at www.computershare.com.au/easyupdate/LGVU. The easy update service is fast, secure and will ensure you receive your payments on time. Alternatively, you may contact Computershare on 1300 850 505 and request a hard copy form to be sent for completion.

Will investigations be conducted into Longevity by the Liquidators?

Given Longevity is being wound up via a Members' Voluntary Liquidation, we do not have to perform the statutory investigations that are usually conducted in an insolvent liquidation. However, we have a duty to report any misconduct that is identified to ASIC.

If members have any matters that they want to bring to our attention, please contact us using the details below.

Who can I contact if I have more questions?

A page for Longevity has been added to the SMB Advisory website, where a continually updated FAQ is located. The URL for the website is: www.smbadvisory.com.au/longevity

Please send all queries to the following email address: longevity@smbadvisory.com.au

Alternatively, please call the Longevity hotline on 1800 762 238 and select Option 2.