

## Whitby Corporation Limited

**Minutes of a Special General Meeting of Whitby Corporation Limited held on 11 December 2015 at the Baptist Church, Buick Street, Petone commencing at about 5.40pm.**

The Chairman (Mr A S Loveday) opened the meeting. Mr Loveday informed the meeting that the directors considered that an independent Chairman should chair the meeting. Mr Loveday requested that Mr Malcolm Johnson, an experienced company director and chairman, (acting solely on behalf of Whitby Corporation Limited) be appointed to chair the meeting.

There was no objection from the meeting on this matter and Mr Loveday vacated the chair in favour of Mr Johnston

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**Directors in attendance:** Mr M Johnson (acting Chairman only), Mr A.S.Loveday, Mr P.Tiedemann, Mr R.Hudson (Secretary)

**Apologies:** Apologies were received from Ms S Jonas, Mr I Moore and Mrs S Sturman

**Quorum:** The Chairman asked the Secretary to confirm that the meeting had a quorum. The Secretary confirmed the combination of valid proxies and shareholders in attendance resulted in more than 75 per cent of shareholders being represented at the meeting and therefore the meeting had a quorum.

**Resolution** The Chairman being satisfied that there was a quorum put the following resolution to the meeting

**we the shareholders of Whitby Corporation Limited resolve to commence liquidation of the Company and carry out all necessary steps to have the company removed from the Companies Register, including to cease business, pay all creditors, distribute surplus and appoint a Liquidator**

The Chairman then asked the meeting for comment on the resolution. A number of shareholders raised queries or requested clarification on matters associated with the resolution. This was provided. Mr Loveday explained to the meeting that

legal and taxation advice had been taken prior to the resolution being tabled.

The Chairman then put the resolution to the meeting for passing

Seconded: Mr J Austad

**The resolution was passed unanimously.**

There being no other business the Chairman then closed the meeting at about 6.00pm.