

## NOTICE OF FILING AND HEARING

### Filing and Hearing Details

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File Number: QUD226/2026  
File Title: IN THE MATTERS OF REDFLOW LIMITED (IN LIQ) ACN 130 227 271,  
REDFLOW INTERNATIONAL PTY LTD (IN LIQ) ACN 128 888 997,  
REDFLOW R&D PTY LTD (IN LIQ) ACN 116 992 253 & ZCELL  
AUSTRALIA PTY LTD (IN LIQ) ACN613 792 420  
Registry: QUEENSLAND REGISTRY - FEDERAL COURT OF AUSTRALIA  
Reason for Listing: To Be Advised  
Time and date for hearing: To Be Advised  
Place: To Be Advised



*Sia Lagos*

Registrar

### Important Information

This Notice has been inserted as the first page of the document which has been accepted for electronic filing. It is now taken to be part of that document for the purposes of the proceeding in the Court and contains important information for all parties to that proceeding. It must be included in the document served on each of those parties.

The date of the filing of the document is determined pursuant to the Court's Rules.



## Form 2 Amended Originating process

(rules 2.2 and 15A.3)

Federal Court of Australia  
District Registry: Queensland  
Division: General Division

No. QUD 226 of 2026

**IN THE MATTER OF REDFLOW LIMITED (IN LIQUIDATION) ACN 130 227 271,  
REDFLOW INTERNATIONAL PTY LTD (IN LIQUIDATION) ACN 128 888 997,  
REDFLOW R&D PTY LTD (IN LIQUIDATION) ACN 116 992 253 AND ZCELL  
AUSTRALIA PTY LTD (IN LIQUIDATION) ACN 613 792 420**

**DAVID MICHAEL ORR AND RICHARD JOHN HUGHES AS LIQUIDATORS OF  
REDFLOW LIMITED (IN LIQUIDATION) ACN 130 227 271, REDFLOW  
INTERNATIONAL PTY LTD (IN LIQUIDATION) ACN 128 888 997, REDFLOW R&D  
PTY LTD (IN LIQUIDATION) ACN 116 992 253 AND ZCELL AUSTRALIA PTY LTD  
(IN LIQUIDATION) ACN 613 792 420**

Plaintiffs

**REDFLOW LIMITED (IN LIQUIDATION) ACN 130 227 271** and others named in the  
Schedule

Defendants

### A. DETAILS OF APPLICATION

This application is made under sections 447(2B), 579E(1), 579G(1) and 1322(4) of the *Corporations Act 2001* (Cth) (**Act**) and section 90-15 of the *Insolvency Practice Schedule (Corporations)* (**IPSC**).

The Plaintiffs, in their capacity as liquidators appointed to the Defendants pursuant to Part 5.3A of the Act (**Liquidators**), seek relief, including pooling orders and directions pursuant to s 90-15(1) of the IPSC. In addition, the Plaintiffs seek orders validating the convening of meetings of creditors of the Defendants held on 23 June 2025.

On the facts stated in the supporting affidavit, the Plaintiffs apply for the following relief.

#### Pooling order

1. Pursuant to section 579E(1) of the Act, that the Court determine and order that the Defendants are a pooled group for the purposes of section 579E of the Act.

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Filed on behalf of (name & role of party)	David Michael Orr and Richard John Hughes as liquidators of Redflow Limited (in liquidation) ACN 130 227 271, Redflow International Pty Ltd (in liquidation) ACN 128 888 997, Redflow R&D Pty Ltd (in liquidation) ACN 116 992 253 and ZCell Australia Pty Ltd (in liquidation) ACN 613 792 420, the Plaintiffs
Prepared by (name of person/lawyer)	Scott David Guthrie
Law firm (if applicable)	Thomson Geer Lawyers
Tel	+61 7 3338 7500
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Email	sguthrie@tglaw.com.au
Address for service (include state and postcode)	One Eagle – Waterfront Brisbane, Level 28, 1 Eagle Street, Brisbane QLD 4000

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2. Pursuant to section 579G(1)(e) of the Act:
- (a) the Plaintiffs are justified in opening a new bank account to be treated by them as an "administration account" for the purposes of section 65-10(2) of the IPSC (**New Account**);
  - (b) the Plaintiffs are justified in depositing the assets of the Defendants into the New Account;
  - (c) the Plaintiffs are justified in undertaking all administrative steps necessary to give effect to paragraphs 2(a) and 2(b), including but not limited to closing existing bank accounts operated by the Plaintiffs for the Defendants (**Existing Accounts**) and transferring the closing balances of the Existing Accounts to the New Account;
  - (d) the Plaintiffs are only required to lodge:
    - (i) one annual administration return, within the meaning of section 70-5 of the IPSC, for the pooled group and not an annual administration return for each of the Defendants; and
    - (ii) one end of administration return, within the meaning of section 70-6 of the IPSC, for the pooled group and not an end of administration return for each of the Defendants.

#### Orders regarding R&D Refunds

3. In the alternative to paragraphs 1 and 2 above, a direction, pursuant to section 90-15(1) of the IPSC, that the Plaintiffs are justified in treating amounts received by the First Defendant (**Redflow Limited**) by way of research and development tax incentive refunds while it was under administration and in liquidation (**R&D Refunds**) as being held by Redflow Limited, as bare trustee pursuant to a constructive trust (the **R&D Refunds Trust**) for those parties who contributed funds or incurred expenses for the purposes of the research and development activities which qualified for the R&D Refunds.
4. In the alternative to paragraphs 1 to 3 above, a declaration that those persons who contributed funds or incurred expenses for the purposes of the research and development activities which qualified for the R&D Refunds are entitled to a lien over the R&D Refunds in respect of the amounts they each contributed for those purposes.
5. A direction, pursuant to s 90-15(1) of the IPSC, that the Plaintiffs are justified in:
  - (a) in respect of the R&D Refund for the financial year ended 30 June 2024, apportioning the R&D Refund (after payment of any amounts to which paragraph 6 applies) as follows:
    - (i) Redflow International Pty Ltd (In Liq)—79.83%;
    - (ii) Redflow R&D Pty Ltd (In Liq)—6.04%; and
    - (iii) Redflow Limited (In Liq)—14.14%.
  - (b) in respect of the R&D Refund for the financial year ended 30 June 2025 and any subsequent years, apportioning the R&D Refunds using the same methodology as that used to calculate the R&D Refund



apportionment for the financial year ended 30 June 2024 in paragraph 5(a).

6. A declaration that the Plaintiffs are entitled to a lien over the R&D Refunds in respect of their fees, expenses and outlays incurred in gathering in, managing and distributing the R&D Refunds, from the R&D Refunds.

#### Orders regarding Sale Proceeds

7. Further or in the alternative to paragraphs 1 to 6 above, a direction, pursuant to s 90-15(1) of the IPSC, that the Plaintiffs are justified in treating amounts (**Sale Proceeds**) received by Redflow Limited and Redflow International Pty Ltd pursuant to an Asset Sale and Purchase Agreement dated 12 May 2025 (**Agreement**) or pursuant to any other process for the sale of the assets of Redflow Limited or Redflow International Pty Ltd as being held by Redflow Limited and Redflow International Pty Ltd, as bare trustees pursuant to a constructive trust (the **Sale Proceeds Trust**) for those parties who owned the assets sold either under the Agreement or pursuant to any other sale process (**Assets**).
8. In the alternative to paragraph 7 above, a declaration that those persons who owned the Assets are entitled to a lien over the Sale Proceeds pursuant to the Agreement or any other sale process in proportion to the respective values of the Assets.
9. A direction, pursuant to s 90-15(1) of the IPSC, that the Plaintiffs are justified in apportioning the Sale Proceeds pursuant to the Agreement or any other sale process (after payment of any amounts to which paragraph 10 applies) as follows:
  - (a) Redflow R&D Pty Ltd (In Liq)—54.9%; and
  - (b) Redflow International Pty Ltd (In Liq)—45.1%
10. A declaration that the Plaintiffs are entitled to a lien over the Sale Proceeds pursuant to the Agreement or any other sale process in respect of their fees, expenses and outlays incurred in gathering in, managing and distributing the Sale Proceeds, from the Sale Proceeds.

#### Suppression/Non-Publication Orders

11. To the extent necessary, an order pursuant to sections 37AF(1) and 37AG(1)(a) of the *Federal Court of Australia Act 1976* (Cth) that for the affidavit of Richard John Hughes affirmed 19 March 2026 accompanying this originating process, the open copy with information in paragraphs and exhibit material unredacted be maintained on the Court's electronic file as a confidential document and not made available for inspection by any person without leave of the Court.

#### Validation of determination of creditors

12. An order pursuant to section 1322(4) of the Act, or alternatively section 90-15(1) of the IPSC, declaring that the following resolutions purportedly passed by creditors at the meetings of creditors of each of the Defendants held on 23 June 2025 were validly passed by creditors:

*Redflow Limited (First Defendant)*



- (a) the sale of the intellectual property and specific assets of Redflow Limited, and the sale for shares of Redflow (Thailand) Limited, including the deferred settlement terms as summarised at paragraph 2.1.1 of the Report to Creditors dated 9 June 2025, is approved by creditors pursuant to section 477(2B) of the Act;
- (b) the remuneration of the joint and several administrators of Redflow Limited, for the period of the administration from 29 October 2024 to 15 November 2024, calculated at the hourly rates as detailed in the Initial Remuneration Notice of 27 August 2024, is approved for payment in the sum of \$16,483 exclusive of GST, and that the Plaintiffs can draw the remuneration immediately or as required;
- (c) the remuneration of the Plaintiffs, for the period from 15 November 2024 to 6 June 2025, calculated at the hourly rates as detailed in the Initial Remuneration Notice of 27 August 2024, is approved for payment in the sum of \$86,793 exclusive of GST, and that the Plaintiffs can draw the remuneration immediately or as required;
- (d) the remuneration of the Plaintiffs from 7 June 2025 to the completion of the liquidation, is determined at a sum equal to the cost of time spent by the Plaintiffs and their partners and staff, calculated at the hourly rates as detailed in the Initial Remuneration Notice of 27 August 2024, up to a capped amount of \$100,000 exclusive of GST, and that the Plaintiffs can draw the remuneration on a monthly basis or as required;

*Redflow International Pty Ltd (Second Defendant)*

- (e) the sale of the intellectual property and specific assets of the Second Defendant, and the sale of shares of Redflow (Thailand) Limited, including the deferred settlement terms as summarised at paragraph 2.1.1 of the Report to Creditors dated 9 June 2025, is approved by creditors pursuant to section 477(2B) of the Act;
- (f) the remuneration of the joint and several administrators of the Second Defendant, for the period of the administration from 29 November 2024 to 15 November 2024, calculated at the hourly rates as detailed in the Initial Remuneration Notice of 27 August 2024, is approved for payment in the sum of \$203,607 exclusive of GST, and that the Plaintiffs can draw the remuneration immediately or as required;
- (g) the remuneration of the Plaintiffs, for the period of the liquidation from 15 November 2024 to 6 June 2025, calculated at the hourly rates as detailed in the Initial Remuneration Notice of 27 August 2024, is approved for payment in the sum of \$136,190.50 exclusive of GST, and that the Plaintiffs can draw the remuneration immediately or as required;
- (h) the future remuneration of the Plaintiffs from 7 June 2025 to the completion of the liquidation is determined at a sum equal to the cost of time spent by the Plaintiffs and their partners and staff, calculated at the hourly rates as detailed in the Initial Remuneration Notice of 27 August 2024, up to a capped amount of \$300,000 exclusive of GST, and that the Plaintiffs can draw the remuneration on a monthly basis or as required;

*Redflow R&D Pty Ltd (Third Defendant)*



- (i) the sale of the intellectual property and specific assets of the Third Defendant, and the sale of shares for Redflow (Thailand) Limited, including the deferred settlement terms as summarised at paragraph 2.1.1 of the Report to Creditors dated 9 June 2025, is approved by creditors pursuant to section 477(2B) of the Act;
- (j) the remuneration of the joint and several administrators of the Third Defendant, for the period of the administration from 29 October 2024 to 15 November 2024, calculated at the hourly rates as detailed in the Initial Remuneration Notice of 27 August 2024, is approved for payment in the sum of \$9,412 exclusive of GST, and that the Plaintiffs can draw the remuneration immediately or as required;
- (k) the remuneration of the Plaintiffs, for the period of the liquidation from 15 November 2024 to 6 June 2025, calculated at the hourly rates as detailed in the Initial Remuneration Notice of 27 August 2024, is approved for payment in the sum of \$41,656.50 exclusive of GST, and that the Plaintiffs can draw the remuneration immediately or as required;
- (l) the remuneration of the Plaintiffs from 7 June 2025 to the completion of the liquidation is determined at a sum equal to the cost of time spent by the Plaintiffs and their partners and staff, calculated at the hourly rates as detailed in the Initial Remuneration Notice of 27 August 2024, up to a capped amount of \$20,000 exclusive of GST, and that the Plaintiffs can draw the remuneration on a monthly basis or as required.

*Zcell Australia Pty Ltd (Fourth Defendant)*


- (m) the sale of the intellectual property and specific assets of the Fourth Defendant, and the sale of shares of Redflow (Thailand) Limited, including the deferred settlement terms as summarised at paragraph 2.1.1 of the Report to Creditors dated 9 June 2025, is approved by creditors pursuant to section 477(2B) of the Act,
13. Pursuant to s 477(2B) of the Act, the Court approves the entry by the Plaintiffs nunc pro tunc into:
- (a) the Agreement;
  - (b) the Intellectual Property Mortgage dated on or about 30 May 2025; and
  - (c) the Licence Deed dated on or about 30 May 2025.

on behalf of each of the Defendants.

**Costs**

14. The costs of these proceedings be costs in the windings up of the Defendants.

Date: ~~46 April~~ 5 May 2026

  
 Thomson Geer Lawyers  
 Signature of Plaintiffs' legal practitioner



This application will be heard by ..... at Harry★  
Gibbs Commonwealth Law Courts Building, 119 N Quay, Brisbane QLD 4000 at .....  
... \*am/\*pm on .....

**B. NOTICE TO DEFENDANT(S) (IF ANY)**

TO:

If you or your legal practitioner do not appear before the Court at the time shown above, the application may be dealt with, and an order made, in your absence. As soon after that time as the business of the Court will allow, any of the following may happen:

- (a) the application may be heard and final relief given;
- (b) directions may be given for the future conduct of the proceeding;
- (c) any interlocutory application may be heard.

Before appearing before the Court, you must file a notice of appearance, in the prescribed form, in the Registry and serve a copy of it on the plaintiff.

*Note* Unless the Court otherwise orders, a defendant that is a corporation must be represented at a hearing by a legal practitioner. It may be represented at a hearing by a director of the corporation only if the Court grants leave.



**C. APPLICATION FOR WINDING UP ON GROUND OF INSOLVENCY**

Not applicable.

**D. FILING**

Date of filing:

.....  
*Registrar*

This originating process is filed by Thomson Geer Lawyers for the Plaintiffs.

**E. SERVICE**

The Plaintiffs' address for service is Thomson Geer Lawyers, One Eagle – Waterfront Brisbane, Level 28, 1 Eagle Street, Brisbane QLD 4000.

It is intended to serve a copy of this originating process on the shareholders of the First Defendant. It is otherwise intended to give written notice pursuant to section 579J(1) of the Act.



## Schedule

Federal Court of Australia  
District Registry: Queensland  
Division: General Division

No. QUD 226 of 2026

**IN THE MATTER OF REDFLOW LIMITED (IN LIQUIDATION) ACN 130 227 271,  
REDFLOW INTERNATIONAL PTY LTD (IN LIQUIDATION) ACN 128 888 997,  
REDFLOW R&D PTY LTD (IN LIQUIDATION) ACN 116 992 253 AND ZCELL  
AUSTRALIA PTY LTD (IN LIQUIDATION) ACN 613 792 420**

Plaintiffs: **DAVID MICHAEL ORR AND RICHARD JOHN HUGHES AS  
LIQUIDATORS OF REDFLOW LIMITED (IN LIQUIDATION)  
ACN 130 227 271, REDFLOW INTERNATIONAL PTY LTD (IN  
LIQUIDATION) ACN 128 888 997, REDFLOW R&D PTY LTD  
(IN LIQUIDATION) ACN 116 992 253 AND ZCELL AUSTRALIA  
PTY LTD (IN LIQUIDATION) ACN 613 792 420**

First Defendant: **REDFLOW LIMITED (IN LIQUIDATION) ACN 130 227 271**

Second Defendant: **REDFLOW INTERNATIONAL PTY LTD (IN LIQUIDATION)  
ACN 128 888 997**

Third Defendant: **REDFLOW R&D PTY LTD (IN LIQUIDATION) ACN 116 992  
253**

Fourth Defendant: **ZCELL AUSTRALIA PTY LTD (LIQUIDATION) ACN 613 792  
420**