

Ultima United Limited

ACN 123 920 990

Annual Report

For the Financial Year Ended 30 June 2018

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CORPORATE DIRECTORY

EXECUTIVE CHAIRMAN & MANAGING DIRECTOR

(Simon) Xing Yan

EXECUTIVE DIRECTOR

Eric Kong

NON-EXECUTIVE DIRECTOR

(James) Zixi Ban

COMPANY SECRETARY

Piers Lewis

PRINCIPAL & REGISTERED OFFICE

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COMO, WA 6152
Telephone: (08) 6436 1888
Facsimile: (08) 9367 3311

AUDITORS

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Level 15 Exchange Tower,
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PERTH WA 6000

SHARE REGISTRAR

Advanced Share Registry Services
110 Stirling Highway
NEDLANDS WA 6009
Telephone: (08) 9389 8033
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SECURITIES EXCHANGE LISTING

Australian Securities Exchange
(Home Exchange: Perth, Western Australia)
Codes: UUL

DIRECTORS' REPORT

The directors of Ultima United Limited (the "Company") submit herewith the financial report of the Company for the financial year ended 30 June 2018. In order to comply with the provisions of the Corporations Act 2001, the directors report as follows:

1) BOARD OF DIRECTORS

The names and details of the Company's directors in office during and since the financial year end until the date of the report are as follows. Directors were in office for the entire period unless otherwise stated.

Directors	Position
(Simon) Xing Yan	Executive Chairman & Managing Director
Eric Kong	Executive Director (Appointed Executive Director 1 December 2017)
(James) Zixi Ban	Non-Executive Director

2) INFORMATION ON DIRECTORS

(Simon) Xing Yan	Executive Chairman & Managing Director
Experience	Mr Yan has over 30 years of senior level management experience in international mining trade. He was part of the management team of China National Minerals and Metals Import & Export Corporation (MINMETALS).
	Mr Yan migrated to Western Australia where he established numerous import export businesses. Mr Yan developed a number of commercial properties, including "Woodsons" (formerly Parry's Department Store) in Fremantle and Huntingdale Village Shopping Centre. Mr Yan was also a licensed real-estate agent for nearly 20 years, which provided him with a deep knowledge of the Western Australian property market.
	Mr Yan is widely sought after as a consultant for international trade issues due to his broad contacts and knowledge of Chinese and Australian business systems.
Interest in Shares	1,642,500 Fully paid Ordinary Shares
Interest in Options	Nil
Eric Kong	Executive Director
Qualifications	MBA
Experience	Mr. Kong holds an MBA from the University of Western Australia and has extensive corporate experience with Fortune 500 companies. He served in Solectron's supply chain management division where he often worked with top tier clients that include IBM, Cisco, Sun Microsystems and Lucent Technologies. He then served as Asia Pacific regional accounts manager for Molex; being responsible for business strategy, development and growth in the highly competitive electronics contract manufacturing industry.
	He is the founder and former director of Altis West; a business consulting firm managing Chinese joint ventures in Australian mining and property sectors.
	Mr Kong is an experienced manager with intricate knowledge of global business models, trends and high-level expertise in both eastern and western management styles.
Interest in Shares	35,775 Fully paid Ordinary Shares
Interest in Options	Nil
(James) Zixi Ban	Non-Executive Director
Experience	Mr Ban was the General Manager of Western Australia Building Group; a domestic, commercial and mining building design and construction company that provide engineering and design solutions for complex and large structures/projects. Mr Ban has a degree in architecture from UWA.
Interest in Shares	10,000
Interest in Options	Nil

DIRECTORS' REPORT

Directorships of other listed companies

Directorships of other listed companies held by directors in the 3 years immediately before the end of the financial year are as follows:

Name	Company	Period of Directorship
Xing Yan (Simon)	-	-
Eric Kong	-	-
(James) Zixi Ban	-	-

3) COMPANY SECRETARY

Mr Piers Lewis

Mr Lewis has more than 20 year's global corporate experience and is currently Company Secretary and CFO for several ASX listed Companies. Mr Lewis specializes in financial management of listed and non-listed exploration companies and brings extensive and diverse financial and corporate experience from previous senior management roles with Credit Suisse (London), Mizuho International and NAB Capital. Mr Lewis holds a Bachelor of Commerce and is a member of the Australian Institute of Chartered Accountants and Governance Institute of Australia.

4) PRINCIPAL ACTIVITIES

The principal activity of the Company during the financial year was property development.

5) FINANCIAL RESULTS

The financial results of the Company for the year ended 30 June 2018 are:

	30/06/2018	30/06/2017	% Change
Cash and cash equivalents (\$)	438,625	1,117,853	(61%)
Net assets (\$)	1,969,322	2,388,220	(18%)

	30/06/2018	30/06/2017	% Change
Revenue (\$)	219	32,644	(99%)
Net loss after tax (\$)	(418,898)	(1,123,762)	(63%)
Loss per share (\$)	(1.64)	(4.41)	1%

6) DIVIDENDS PAID OR RECOMMENDED

The directors do not recommend the payment of a dividend and no amount has been paid or declared by way of a dividend to the date of this report.

7) REVIEW OF OPERATIONS

PROPERTY DEVELOPMENT

3 Oak Street, Cannington, Western Australia

On 2 February 2016 the Company received development approval (subject to conditions) from the City of Canning for the construction of 12 apartments at 3 Oak Street, Cannington, with each apartment having 2 bedrooms and 2 bathrooms.

Since receiving development approval, the Company has proceeded with the building and construction of the apartments and are expected to be completed by the late third quarter of 2018. The units are expected to be available for sale shortly prior to completion.

19-21 Tate Street, Bentley, Western Australia

During the current period the company completed its architectural concept drawing. The company plans to seek the appropriate approvals to move the project forward upon the successful sale of all Oak Street apartment units and pending the feasibility of the market situation at that time.

DIRECTORS' REPORT

9) SIGNIFICANT CHANGES IN STATE OF AFFAIRS

There were no significant changes in the state of affairs of the Company during the financial year.

10) AFTER BALANCE DATE EVENTS

The directors are not aware of any matters or circumstances that have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

11) MEETINGS OF DIRECTORS

The number of Director's meetings held during the financial year and the number of meetings attended by each Director during the time the Director held office are:

Directors	Directors Meetings	
	Number Eligible to Attend	Meetings Attended
Xing Yan	4	4
Eric Kong	4	4
(James) Zixi Ban	4	4

The Company does not have a formally constituted audit committee nor a remuneration committee as the board considers that the company's size and type of operation do not warrant such committees.

12) FUTURE DEVELOPMENTS

The Directors continue to actively seek and evaluate a number of property development opportunities and further information will be made available to the market in accordance with its continuous disclosure obligations under the ASX Listing Rules.

13) ENVIRONMENTAL ISSUES

The Company is not subject to any significant environmental regulation under the Commonwealth or State legislation. The Board is not aware of any breach of environmental requirements as they apply to the Company.

DIRECTORS' REPORT

14) REMUNERATION REPORT

This Remuneration Report covers the following Key Management Personnel:

Directors

(Simon) Xing Yan
Eric Kong
(James) Zixi Ban

Other than the directors, the Company does not currently have any other employees. Executive directors and any personnel in the senior management position are collectively referred to as executives in this Report.

Remuneration Policy

The remuneration policy of the Company has been designed to align directors' and executives' objectives with shareholder and business objectives by providing a fixed remuneration component which is assessed on an annual basis in line with market rates and offering specific long-term incentives based on key performance areas affecting the Company's financial results. The board believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best directors and executives to run and manage the Company. The board's policy for determining the nature and amount of remuneration for board members and executives of the Company is as follows:

Executive Remuneration Policy

The remuneration policy, setting the terms and conditions for the executive directors and other senior executives (or collectively "executives"), was developed by the board. All executives receive a base salary (which is based on factors such as length of service and experience) and superannuation. The board reviews executive packages annually by reference to the Company's performance, executive's performance and comparable information from industry sectors and other listed companies in similar industries.

The board may exercise discretion in relation to approving incentives, bonuses and options. The policy is to attract the highest calibre of executives and reward them for performance that results in long-term growth in shareholder's wealth.

Executives are also entitled to participate in the employee share and option arrangements. The executive directors receive a superannuation guarantee contribution required by the government, which is currently 9.5% and do not receive any other retirement benefits.

All remuneration paid to directors and executives is valued at the cost to the Company and expensed. Shares given to directors and executives are valued as the difference between the market price of those shares and the amount paid by the director or executive. Options are valued using the Black-Scholes method.

Non-Executive Remuneration Policy

The board's policy is to remunerate non-executive directors at market rates for comparable companies for time, commitment and responsibilities. The board determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. The maximum aggregate amount of fees that can be paid to non-executive directors is subject to approval by shareholders at the Annual General Meeting, (currently \$250,000). Fees for non-executive directors are not linked to the performance of the Company. However, to align directors' and executives' interests with shareholder interests, non-executive directors are encouraged to hold shares in the company and are able to participate in the employee option plan.

Performance based remuneration

The Company has no performance based remuneration component built into executive remuneration packages. Non-executive directors' remuneration are not performance based.

Company performance, shareholder's wealth and director's and executive's remuneration

The remuneration policy has been tailored to increase goal congruence between shareholders and directors and executives. Currently, this is facilitated through the issue of options to the majority of directors and executives to encourage the alignment of personal and shareholder interests. The Company believes the policy will be effective in increasing shareholder's wealth. For details of directors' interests in options at year end, refer the Directors' Report.

DIRECTORS' REPORT

Employment contracts of key management personnel

(Simon) Xing Yan

Pursuant to an agreement executed on 30 April 2015, Xing Yan will be paid \$150,000 per annum plus superannuation, for providing services to the Company as Executive Chairman & Managing Director. The agreement may be terminated by either party by providing 1 month's written notice and upon payment of any outstanding fees for services rendered. The initial employment contract was for a term of 1 year, and has been subsequently extended up to 1 May 2019.

Eric Kong

On 4 March 2011, a resolution was passed by board of directors to increase Mr Kong's salary to \$50,000 per annum. Mr Kong's appointment will automatically cease in the event that he gives notice to the board of his resignation as a director, or he resigns by rotation and is not re-elected as a director by the shareholders of the Company.

Effective 1 December 2017, a service agreement was entered into with Mr Kong increasing his salary to \$100,000 per annum plus superannuation for an initial term of 12 months. Effective the date of the agreement, Mr Kong and the Board have agreed to defer the payment of half of his new salary entitlement until such point that the Company has appropriate working capital.

(James) Zixi Ban

Pursuant to an agreement executed on 5 December 2016, Mr Ban is entitled to \$5,000 per annum as a Non-Executive Director. Mr Ban's appointment will automatically cease in the event that he gives notice to the board of his resignation as a director, or he resigns by rotation and is not re-elected as a director by the shareholders of the Company.

Compensation of Key Management Personnel for the year ended 30 June 2018

	SHORT-TERM BENEFITS			POST EMPLOYMENT		SHARE-BASED PAYMENT		TOTAL
	Salary & Fees	Cash Bonus	Non-Monetary	Super-annuation	Long Service	Equity	Options	
Directors								
(Simon) Xing Yan - Executive Chairman								
2018	150,000	-	-	14,250	4,151 ⁽¹⁾	-	-	168,401
2017	150,000	-	-	14,250	4,151 ⁽¹⁾	-	-	168,401
Eric Kong - Non-Executive Director								
2018	78,884	-	-	7,494	-	-	-	86,378
2017	50,000	-	-	4,750	-	-	-	54,750
(James) Zixi Ban - Non-Executive Director								
2018	5,000	-	-	-	-	-	-	5,000
2017	2,917	-	-	-	-	-	-	2,917
Piers Lewis - Non-Executive Director ⁽²⁾								
2018	-	-	-	-	-	-	-	-
2017	6,070	-	-	-	-	-	-	6,070
George Lazarou - Executive Director ⁽²⁾								
2018	-	-	-	-	-	-	-	-
2017	47,935	-	-	2,375	-	-	-	50,310
Total Remuneration								
2018	233,884	-	-	21,744	4,151	-	-	259,779
2017	256,922	-	-	21,375	4,151	-	-	282,448

⁽¹⁾ As of 1 May 2016, Mr Yan had been employed with the Company for seven years. For the current financial year \$4,151 (2017: \$4,151) has been expensed as long service leave.

⁽²⁾ Mr Piers Lewis resigned as Non-Executive Director on 5 December 2016.

⁽³⁾ Mr George Lazarou resigned as Executive Director on 22 September 2016.

Option holdings of key management personnel

2018

The Company's Directors and key management personnel did not hold any options at 30 June 2018.

2017

The Company's Directors and key management personnel did not hold any options at 30 June 2017.

DIRECTORS' REPORT

Shareholdings of key management personnel

2018

	Balance at 01.07.17	Granted as Remuneration	On Exercise of Options	Bought & (Sold)	Balance at 30.06.18
(Simon) Xing Yan	1,642,500	-	-	-	1,642,500
Eric Kong	35,775	-	-	-	35,775
(James) Zixi Ban ⁽¹⁾	10,000	-	-	-	10,000
TOTAL	2,468,025	-	-	-	2,468,025

2017

	Balance at 01.07.16	Granted as Remuneration	On Exercise of Options	Bought & (Sold)	Balance at 30.06.17
(Simon) Xing Yan	1,642,500	-	-	-	1,642,500
Eric Kong	35,775	-	-	-	35,775
(James) Zixi Ban ⁽¹⁾	10,000	-	-	-	10,000
Piers Lewis	-	-	-	-	-
George Lazarou ⁽²⁾	779,750	-	-	-	779,750
TOTAL	2,468,025	-	-	-	2,468,025

⁽¹⁾ Shares were held at date of appointment.

⁽²⁾ Shares were held at date of resignation.

Compensation options granted during the year ended 30 June 2018

No compensation options were granted to directors or executive during the financial year (2017: nil).

There are no compensation options in existence at reporting date.

Performance income as a proportion of total income

No performance based bonuses have been paid to directors or executives during the financial year (2017: nil).

Loans to key management personnel

There were no loans to or from key management personnel during the financial year (2017: nil).

Other transactions with key management personnel

On 29 November 2013, the Company received shareholder approval to enter into a Joint Venture and Profit Sharing Agreement (Agreement) with S & A Holding (Aust) Pty Ltd (S & A Holding). Mr Simon Yan, a director of the Company, is a shareholder and director of S & A Holding. Refer to Note 7 and 22 for further details of the Agreement.

END OF REMUNERATION REPORT

DIRECTORS' REPORT

15) OPTIONS

At the date of this report there are no unissued ordinary shares of the Company under option.

No ordinary shares have been issued as a result of the exercise of options during or since the end of the financial year.

16) INDEMNIFYING OFFICERS OR AUDITOR

During or since the end of the financial year the Company has given an indemnity or entered into an agreement to indemnify, or paid or agreed to pay insurance premiums as follows:

The Company has entered into agreements to indemnify all directors and provide access to documents, against any liability arising from a claim brought by a third party against the Company. The agreement provides for the Company to pay all damages and costs which may be awarded against the directors.

The Company has paid premiums to insure each of the directors against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity of director of the company, other than conduct involving a willful breach of duty in relation to the Company. The amount of the premium paid during the year was \$2,180. No indemnity has been paid to auditors.

17) PROCEEDINGS ON BEHALF OF COMPANY

No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of these proceedings.

The Company was not a party to any such proceedings during the year.

18) AUDITORS INDEPENDENCE DECLARATION

The lead auditor's independence declaration for the year ended 30 June 2018 has been received and can be found on page 12 of the annual report.

19) NON-AUDIT SERVICES

The board of directors is satisfied that the provision of non-audit services, totaling \$6,015, were performed during the year by the Company's auditors is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The directors are satisfied that the services disclosed below did not compromise the external auditor's independence for the following reason:

- The nature of the services provided do not compromise the general principles relating to auditors independence as set out in the APES 110 (Code of Ethics for Professional Accountants).

Signed in accordance with a resolution of the Board of Directors.



Eric Kong

Executive Director

Dated this 20th day of August 2018

MOORE STEPHENS

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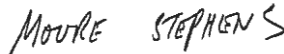
AUDITOR'S INDEPENDENCE DECLARATION UNDER S307C OF THE *CORPORATIONS ACT 2001* TO THE DIRECTORS OF ULTIMA UNITED LIMITED

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2018 there have been no contraventions of:

- i. the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- ii. any applicable code of professional conduct in relation to the audit.



Suan-Lee Tan
Partner



Moore Stephens
Chartered Accountants

Signed at Perth this 20th day of August 2018

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STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Notes	30-Jun-18 \$	30-Jun-17 \$
Interest revenue		219	1,883
Share of profit in Joint Venture	8	-	30,761
Employee benefit expenses	2	(277,144)	(248,495)
Occupancy expenses		(11,438)	(42,164)
Depreciation expense		(720)	(1,016)
Consultancy expenses		(42,015)	(41,500)
Legal and compliance expenses		(40,022)	(41,001)
Net gain/(loss) on financial assets held at fair value		4,151	519
Finance expenses		(46,636)	
Impairment loss on property development	2	-	(772,326)
Administration expenses		(5,293)	(10,423)
Loss before income tax expense		(418,898)	(1,123,762)
Income tax expense	4	-	-
Net loss for the year		(418,898)	(1,123,762)
Other comprehensive Income		-	-
Total comprehensive income for the year		(418,898)	(1,123,762)
Basic and diluted loss per share (cents per share)	21	(1.64)	(4.41)

The accompanying notes form part of these financial statements.

STATEMENT OF FINANCIAL POSITION

	Notes	30-Jun-18 \$	30-Jun-17 \$
CURRENT ASSETS			
Cash and cash equivalents	5	438,625	1,117,853
Trade and other receivables	6	69,929	7,487
Inventory (Works in Progress)	7	3,030,478	-
TOTAL CURRENT ASSETS		3,539,032	1,125,340
NON CURRENT ASSETS			
Property development	9	1,169,221	2,298,756
Financial assets	10	9,338	5,188
Plant and equipment	11	854	1,171
TOTAL NON CURRENT ASSETS		1,179,413	2,305,115
TOTAL ASSETS		4,718,445	3,430,455
CURRENT LIABILITIES			
Trade and other payables	12	60,098	83,530
Provision	13	83,597	62,081
Borrowings	14	112,501	48,389
TOTAL CURRENT LIABILITIES		256,196	194,000
NON CURRENT LIABILITIES			
Borrowings	14	2,492,927	848,235
TOTAL NON CURRENT LIABILITIES		2,492,927	848,235
TOTAL LIABILITIES		2,749,123	1,042,235
NET ASSETS		1,969,322	2,388,220
EQUITY			
Issued capital	15	7,714,827	7,714,827
Reserves	16	482,267	482,267
Accumulated losses	17	(6,227,772)	(5,808,874)
TOTAL EQUITY		1,969,322	2,388,220

The accompanying notes form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

	Issued Capital	Option Reserves	Accumulated Losses	Total
	\$	\$	\$	\$
Balance at 1 July 2016	7,714,827	482,267	(4,685,112)	3,511,982
Loss for the year	-	-	(1,123,762)	(1,123,762)
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	(1,123,762)	(1,123,762)
Balance at 30 June 2017	7,714,827	482,267	(5,808,874)	2,388,220
Balance at 1 July 2017	7,714,827	482,267	(5,808,874)	2,388,220
Loss for the year	-	-	(418,898)	(418,898)
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	(418,898)	(418,898)
Balance at 30 June 2018	7,714,827	482,267	(6,227,772)	1,969,322

The accompanying notes form part of these financial statements

STATEMENT OF CASH FLOWS

	30-Jun-18	30-Jun-17
Notes	\$	\$
Cash flows from operating activities		
Payments to suppliers and employees	(440,269)	(354,160)
Interest and other income	219	1,883
Deposit paid	-	(5,044)
Finance costs	(46,636)	
Net cash used in operating activities	(486,686)	(357,321)
	22(ii)	
Cash flows from investing activities		
Joint venture - property development	-	(14,153)
Joint venture - sale of property proceeds	-	301,243
Purchase of property, plant and equipment	(403)	-
Payment for property development	(1,900,943)	(139,042)
Net cash provided by / (used in) investing activities	(1,901,346)	148,048
Cash flows from financing activities		
Proceeds from borrowings	1,692,101	-
Repayment of borrowings	(47,409)	(48,376)
Net cash provided by / (used in) investing activities	1,644,692	(48,376)
Net decrease in cash and cash equivalents held		
	(743,340)	(257,649)
Cash and cash equivalents at beginning of financial year	1,117,853	1,375,502
Cash and cash equivalents at end of financial year	374,513	1,117,853
	22(i)	

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards including Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*. The Company is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

The financial report covers the Company of Ultima United Limited and has been prepared in Australian dollars. Ultima United Limited is a listed public company, incorporated and domiciled in Australia.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions to which they apply. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards.

The following is a summary of the material accounting policies adopted by the entity in the preparation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

The financial report has been prepared on an accruals basis and is based on historical costs modified by the revaluation of selected non-current assets, financial assets and financial liabilities for which the fair value basis of accounting has been applied.

(a) Critical Accounting Judgements, Estimates and Assumptions

The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

Share based payment transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an internal valuation using Black-Scholes option pricing model.

Impairment

The Company assesses impairment at the end of each reporting period by evaluating conditions and events specific to the Company that may be indicative of impairment triggers. Recoverable amounts of relevant assets are reassessed using value-in-use calculations which incorporate various key assumptions.

Environmental Issues

Balances disclosed in the financial statements and notes thereto are not adjusted for any pending or enacted environmental legislation, and the directors understanding thereof. At the current stage of the Company's development and its current environmental impact the directors believe such treatment is reasonable and appropriate.

Taxation

Balances disclosed in the financial statements and the notes thereto, related to taxation, and are based on the best estimates of directors. These estimates take into account both the financial performance and position of the company as they pertain to current income taxation legislation, and the directors understanding thereof. No adjustment has been made for pending or future taxation legislation. The current income tax position represents that directors' best estimate, pending an assessment by the Australian Taxation Office.

(b) Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Interest

Revenue is recognised as the interest accrues.

(c) Earnings Per Share

The Company presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic EPS is calculated by dividing the net profit or loss attributable to members for the reporting period, after excluding any costs of servicing equity, by the weighted average number of ordinary shares of the Company, adjusted for any bonus issue. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding.

NOTES TO THE FINANCIAL STATEMENTS

(d) Impairment of Assets

At each reporting date the Company assesses whether there is any indication that an asset may be impaired. Where an indication of impairment exists, the Company makes a formal estimate of recoverable amount. Where carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

Recoverable amount is the greater of fair value less costs to sell and value in use. It is determined for an individual asset, unless the asset's value in use cannot be estimated to be close to its fair value less costs to sell and it does not generate cash inflows that are largely independent of those from other assets or Company assets, in which case, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

(e) Income Tax

Deferred income tax is provided on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences:

- except where the deferred income tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither that accounting profit or loss nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, except where the timing of the reversal of the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax assets and unused tax losses can be utilised:

- except where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit or loss nor taxable profit or loss; and
- in respect of deductible temporary differences with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

(f) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office ("ATO"). In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the Statement of Financial Position are shown inclusive of GST.

The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the Statement of Financial Position.

Cash flows are included in the Statement of Cash Flows on a gross basis. The GST components of cash flows arising from investing and financing activities which are recoverable from, or payable to, the ATO are classified as operating cash flows.

NOTES TO THE FINANCIAL STATEMENTS

(g) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities on the Statement of Financial Position.

(h) Trade and Other Receivables

Trade receivables, which generally have 30-90 day terms, are recognised and carried at original invoice amount less an allowance for any uncollectible amounts. An allowance for doubtful debts is made when there is objective evidence that the Company will not be able to collect the debts. Bad debts are written off when identified.

Receivables from related parties are recognised and carried at the nominal amount due. Interest is taken up as income on an accrual basis.

(i) Inventories

Inventories and work in progress are stated at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Cost includes the cost of acquisition, development costs, holding costs and directly attributable interest on borrowed funds where the development is a qualifying asset. Capitalisation of borrowing costs is ceased during extended periods in which active development is interrupted. When a development is completed and ceases to be a qualifying asset, borrowing costs and other costs are expensed as incurred.

Current and Non-current Inventory Assets

Inventory is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the entity's normal operating cycle;
- it is held primarily for the purpose of being traded; or
- it is expected to be realised within twelve months of the reporting date.

All other inventory is treated as non-current.

(j) Interest in Joint Venture (Equity Accounted Investee)

These are investments where the Company has joint control, established by contractual agreement and requiring unanimous consent for strategic and operating decisions. Such investments are accounted for using the equity method (Equity Accounted Investees) and are initially recognised at cost under AASB 11 Joint Arrangements. The financial statements include the Company's share of the income and expenses and equity movements of Equity Accounted Investees, after adjustments to align the accounting policies with those of the Company, from the date that the joint control commences until the date joint control ceases. When the Company's share of losses exceeds its interest in an Equity Accounted Investee, the carrying amount of that interest is reduced to nil and the recognition of further losses is discontinued except to the extent that the Company has an obligation or has made payments on behalf of the Equity Accounted Investee. Such investments are carried at the lower of the equity accounted amount and the recoverable amount. Investments in joint ventures are treated as current assets where it is expected that the investment will be realised within a twelve month time frame.

(k) Property held for development and resale

Property held for development and resale comprises land held for development, contract costs and other holding costs incurred to date.

Costs include the cost of acquisition, development, interest on funds borrowed for the development and holding costs until completion of the development. Interest and holding charges incurred after development is completed are expensed. Profit is recognised on an individual contract basis generally at settlement.

(l) Plant and Equipment

Plant and equipment are measured on the cost basis. The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

Depreciation

The depreciable amount of plant and equipment is depreciated on a diminishing value basis over the asset's useful life to the Company commencing from the time the asset is held ready for use.

NOTES TO THE FINANCIAL STATEMENTS

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate
Plant and equipment	33.00%
Furniture and Fittings	11.25%
Software	33.00%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the Statement of Profit or Loss and Other Comprehensive Income. When revalued assets are sold, amounts included in the revaluation reserve relating to that asset are transferred to retained earnings.

(m) Trade and Other Payables

Liabilities for trade creditors and other amounts are carried at cost which is the fair value of consideration to be paid in the future for goods and services received, whether or not billed to the Company.

Payables to related parties are carried at the principal amount. Interest, when charged by the lender, is recognised as an expense on an accrual basis.

(n) Issued Capital

Ordinary shares are classified as equity.

Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

(o) Financial Instruments

Recognition and initial measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions to the instrument. For financial assets, this is equivalent to the date that the company commits itself to either the purchase or sale of the asset (ie trade date accounting is adopted).

Financial instruments are initially measured at fair value plus transaction costs, except where the instrument is classified 'at fair value through profit or loss', in which case transaction costs are expensed to profit or loss immediately.

Classification and subsequent measurement

Financial instruments are subsequently measured at either of fair value, amortised cost using the effective interest rate method, or cost. *Fair value* represents the amount for which an asset could be exchanged or a liability settled, between knowledgeable, willing parties. Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation techniques are adopted.

Amortised cost is calculated as:

- (a) the amount at which the financial asset or financial liability is measured at initial recognition;
- (b) less principal repayments;
- (c) plus or minus the cumulative amortisation of the difference, if any, between the amount initially recognised and the maturity amount calculated using the *effective interest method*; and
- (d) less any reduction for impairment.

The *effective interest method* is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an adjustment to the carrying value with a consequential recognition of an income or expense in profit or loss.

The Company does not designate any interests in subsidiaries, associates or joint venture entities as being subject to the requirements of accounting standards specifically applicable to financial instruments.

(i) Financial assets at fair value through profit or loss

Financial assets are classified at 'fair value through profit or loss' when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

(ii) Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. They are subsequently measured at amortised cost.

Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period. (All other investments are classified as current assets.)

If during the period the Company sold or reclassified more than an insignificant amount of the held-to-maturity investments before maturity, the entire held-to-maturity investments category would be tainted and reclassified as available-for-sale.

(iii) Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are either not suitable to be classified into other categories of financial assets due to their nature, or they are designated as such by management. They comprise investments in the equity of other entities where there is neither a fixed maturity nor fixed or determinable payments.

Available-for-sale financial assets are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period. (All other financial assets are classified as current assets).

(iv) Financial liabilities

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost.

Fair value

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

Impairment

At the end of each reporting period, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen. Impairment losses are recognised in the statement of profit or loss and other comprehensive income.

De-recognition

Financial assets are de-recognised where the contractual rights to receipt of cash flows expires or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are de-recognised where the related obligations are discharged, cancelled or expired. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

Impairment of Assets

At each the end of each reporting period, the Company assesses whether there is any indication that an asset may be impaired. The assessment will include the consideration of external and internal sources of information including dividends received from subsidiaries, associates or jointly controlled entities deemed to be out of pre-acquisition profits. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the statement of comprehensive income.

Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Impairment testing is performed annually for goodwill and intangible assets with indefinite lives.

(p) Comparatives

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

(q) Employee Benefits

Provision is made for the company's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within 1 year have been measured at the amounts expected to be paid when the liability is settled. Employee benefits payable later than 1 year have been measured at the present value of the estimated future cash outflows to be made for those benefits. Those cashflows are discounted using market yields on national government bonds with terms to maturity that match the expected timing of cashflows.

NOTES TO THE FINANCIAL STATEMENTS

(r) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of assets that necessarily take a substantial period of time to prepare for their intended use or sale are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(s) New Accounting Standards for Application in Future Periods

Accounting Standards issued by the AASB that are not yet mandatorily applicable to the company, together with an assessment of the potential impact of such pronouncements on the company when adopted in future periods, are discussed below:

AASB No.	Title	Application date of standard *	Issue date
AASB 9	Financial Instruments	1 January 2018	December 2014
AASB 2010-7	Amendments arising from Accounting Standards arising from AASB 9 (December 2010)	1 January 2018	September 2012
AASB 2014-1	Amendments to Australian Accounting Standards Part E - Financial Instruments	Part E - 1 January 2018	June 2014
AASB 2014-5	Amendments to Australian Accounting Standard Arising From AASB 15	1 January 2018	December 2014
AASB 2014-7	Amendments to Australian Accounting Standard Arising From AASB 9 (December 2014)	1 January 2018	December 2014
AASB 2014-10	Amendments to Australian Accounting Standard - Sale of Contribution of Assets Between Investors and its Associates or Joint Venture	1 January 2018	December 2014
AASB 2015-8	Amendments to Australian Accounting Standards - Effective Date of AASB 15	1 January 2018	October 2015
AASB 2015-10	Amendments to Australian Accounting Standards - Effective Date of Amendments to AASB 10 and AASB 128.	1 January 2018	December 2015
AASB 2016-1	Amendments to Australian Accounting Standards - Recognition of Deferred Tax Assets for Unrealised Losses [AASB 112]	1 January 2017	February 2016
AASB 2016-2	Amendments to Australian Accounting Standards - Disclosure Initiative: Amendments to AASB 107	1 January 2017	March 2016
AASB 2016-3	Amendments to Australian Accounting Standards - Clarifications to AASB 15	1 January 2018	May 2016
AASB 15	Revenues from Contracts with Customers	1 January 2018	October 2015
AASB 16	Leases	1 January 2019	February 2016

The directors' assessment is that there would be no material impact arising from the above standards given the current stage of the company's' operations.

The financial report was authorised for issue on 20th day of August 2018 by the board of directors.

NOTES TO THE FINANCIAL STATEMENTS

NOTE 2: LOSS FOR THE YEAR

	30-Jun-18	30-Jun-17
	\$	\$
Loss before income tax has been determined after following specific expenses:		
Employee benefits expense		
- Salaries and entitlements	272,914	252,666
- Long service leave	4,230	(4,171)
	277,144	248,495
Impairment loss on property development	-	772,326

NOTE 3: AUDITORS' REMUNERATION

	30-Jun-18	30-Jun-17
	\$	\$
Remuneration of the auditor for:		
- Auditing or reviewing the financial report	18,647	16,523
- Other professional services	6,015	5,500
	24,662	22,023

NOTE 4: INCOME TAX EXPENSE

	30-Jun-18	30-Jun-17
	\$	\$
(a) The components of tax expense comprise:		
Current tax	-	-
Deferred tax	-	-
	-	-
(b) The prima facie tax benefit on loss from ordinary activities before income tax is reconciled to the income tax as follows:		
Prima facie tax benefit on loss from ordinary activities before income tax at 27.5% (2017: 27.5%)	(115,197)	(309,035)
Add tax effect of:		
- Revenue losses not recognised	131,650	186,238
- Other assessable items	-	4,442
- Other deferred tax balances not recognised	(16,453)	118,355
Income tax expense	-	-

NOTES TO THE FINANCIAL STATEMENTS

	30-Jun-18	30-Jun-17
	\$	\$
(c) Unrecognised deferred tax assets at 27.5% (2017: 27.5%) (Note 1):		
Carry forward revenue losses	1,358,333	1,226,477
Inventory	101,629	-
Property development	95,380	203,892
Carry forward capital losses	86,604	13,750
Financial assets	27,320	96,521
Capital raising costs	13,750	13,850
Provision and accruals	6,925	21,486
Other	3,286	1,848
	1,693,227	1,577,824

The tax benefits of the above deferred tax assets will only be obtained if:

- (a) the Company derives future assessable income of a nature and of an amount sufficient to enable the benefits to be utilised;
- (b) the Company continues to comply with the conditions for deductibility imposed by law; and
- (c) no changes in income tax legislation adversely affect the Company in utilising the benefits.

Note 1 - the corporate tax rate for eligible companies will reduce from 30% to 25% by 30 June 2027 providing certain turnover thresholds and other criteria are met. Deferred tax assets and liabilities are required to be measured at the tax rate that is expected to apply in the future income year when the asset is realised or the liability is settled. The Directors have determined that the deferred tax balances be measured at the tax rates stated.

NOTE 5: CASH AND CASH EQUIVALENTS

	30-Jun-18	30-Jun-17
	\$	\$
Current		
Cash at Bank	438,625	1,117,853

NOTE 6: TRADE AND OTHER RECEIVABLES

	30-Jun-18	30-Jun-17
	\$	\$
Current		
GST Receivable	64,885	2,443
Deposits paid	5,044	5,044
	69,929	7,487

NOTES TO THE FINANCIAL STATEMENTS

NOTE 7: INVENTORY (WORKS IN PROGRESS)

	30-Jun-18	30-Jun-17
	\$	\$
Costs carried forward in respect of properties of interest in (Oak Street Cannington):		
At the beginning of the financial year	-	-
Reclassification from Property Development	1,138,126	-
Additions during the period	1,867,701	-
Borrowing costs capitalized	24,651	-
Balance at the end of the financial year	3,030,478	-

As previously announced by the Company, the building at 3 Oak Street Cannington officially reached lock-up stage on 20 June 2018. In connection with securing development funding by Westpac during the financial year, the property was subject to an independent sworn valuation by Opteon Property Group that placed a market value of \$4.5 million on a "as if complete" basis. The property also serves as security against the Westpac borrowings as detailed in Note 14.

NOTE 8: INTERESTS IN JOINT VENTURE

On 29 November 2013, the Company received shareholder approval to enter into a Joint Venture and Profit Sharing Agreement between S & A Holding (Aust) Pty Ltd ("S & A Holding") and the Company to develop the property at 295 Canning Highway, Como ("Como Property"). Mr Simon Yan, the managing director of the Company, is a director and shareholder of S & A Holding.

Under the terms of the agreement, S & A Holding and the Company formed an unincorporated joint venture for the purpose of sharing profits from the completion of the Como Property development.

Following the sale of the last townhouse unit during the previous financial year, this Joint Venture has been terminated.

	Como Property Development Joint Venture	
	30-Jun-18	30-Jun-17
	\$	\$
Summarised Financial Position		
Current assets	-	-
Non-current assets	-	-
Current liabilities	-	-
Non-current liabilities	-	-
NET ASSETS	-	-
Company's Share	50%	50%
Company's Share of joint venture's net assets	-	-

NOTES TO THE FINANCIAL STATEMENTS

	Como Property Development Joint Venture	
	30-Jun-18	30-Jun-17
	\$	\$
Summarised Financial Performance		
Income - Profit on sale of properties	-	61,522
Expenses	-	-
Income tax expense	-	-
Net profit after tax	-	61,522
Company's Share	-	50%
Company's Share of joint venture's net profit after tax	-	30,761
Reconciliation to Carrying Amounts		
Company's share of joint venture's opening net assets	-	256,329
Investments during the year	-	14,153
Group's share of joint venture's net profit after tax	-	30,761
Distributions received during the year	-	(301,243)
Closing carrying amount of investment in joint venture	-	-

NOTE 9: PROPERTY DEVELOPMENT

	30-Jun-18	30-Jun-17
	\$	\$
Costs carried forward in respect of properties of interest in:		
At the beginning of the financial year	2,298,756	2,932,040
Additions during the year	8,591	139,042
Impairment loss on property development	-	(772,326)
Reclassification to Inventory – Works in Progress (Oak Street, Cannington)	(1,138,126)	-
Non-current balance at reporting date	1,169,221	2,298,756

The 30 June 2017 balance relates to the property developments located at 3 Oak Street, Cannington and 19-21 Tate Street, Bentley Western Australia. During the year, the balance relating to 3 Oak Street, Cannington has been reclassified to inventories – works in progress (refer Note 7). Refer to Note 14 for details of security over these assets.

NOTE 10: FINANCIAL ASSETS

	30-Jun-18	30-Jun-17
	\$	\$
Non-Current		
Listed Shares at fair value	9,338	5,188
Total Financial assets at fair value through profit or loss	9,338	5,188

NOTES TO THE FINANCIAL STATEMENTS

NOTE 11: PLANT AND EQUIPMENT

	30-Jun-18	30-Jun-17
	\$	\$
Plant and equipment at cost	28,611	28,208
Accumulated depreciation	(27,757)	(27,037)
	854	1,171
Movements in carrying amounts		
Balance at beginning of the year	1,171	2,187
Additions	403	-
Depreciation expense	(720)	(1,016)
At reporting date	854	1,171

NOTE 12: TRADE AND OTHER PAYABLES

	30-Jun-18	30-Jun-17
	\$	\$
Trade creditors	5,640	62,874
Other creditors and accruals	54,458	20,656
	60,098	83,530

Trade creditors are non-interest bearing and are normally settled on 30 day terms.

NOTE 13: PROVISIONS

	30-Jun-18	30-Jun-17
	\$	\$
Employee benefits	45,458	28,172
Long service leave	38,139	33,909
	83,597	62,081

NOTES TO THE FINANCIAL STATEMENTS

NOTE 14: BORROWINGS

	30-Jun-18	30-Jun-17
	\$	\$
CURRENT		
Bank overdraft (ii)	64,112	-
Loan from financial institution (i)	48,389	48,389
	112,501	48,389
NON-CURRENT		
Loan from financial institution (i), (ii)	2,492,927	848,235
	2,492,927	848,235
Total Borrowings	2,605,428	896,624

(i) NATIONAL AUSTRALIA BANK FACILITY

Facility:	Business Loan	
Facility Limit:	\$945,000	
Loan Type:	Variable Rate Interest	
Loan Term:	30 Years – Expires 10 July 2045	
Interest Rate:	4.70% per annum	
Security:	Registered Mortgage over property situated at 19 and 21 Tate Street Bentley WA 6102	
Covenants:	There are no covenants to be complied with	

(ii) WESTPAC BANKING FACILITY

Facility:	Business Overdraft	Bank Bill Business Loan
Facility Limit:	\$85,000	\$2,289,000
Loan Type:	Variable Rate Interest Only	Variable Rate Interest Only
Loan Term:	Annual Review but repayable on demand	2 Years & 1 Month – Expires 26 September 2019
Interest Rate:	6.29% per annum	4.355% per annum
Facility Fee:	1.2% per annum	1.5% per annum

The total Westpac facility of \$2,374,000 is secured by the following:

- Limited Guarantee and Indemnity by Xing Yan.
- Limited Guarantee and Indemnity by S & A Holding (Aust) Pty Ltd, a company related to Mr Yan, supported by:
 - General Security Agreement by S & A Holding (Aust) Pty Ltd over all existing and future assets and undertakings.
 - Mortgage by S & A Holding (Aust) Pty Ltd over the property located at 1 Tamara Drive Cockburn Central, WA 6164.
- Mortgage by Ultima United Limited over the property located at 3 Oak Street Cannington, WA 6107
- General Security Agreement by Ultima United Limited over all existing and future assets and undertakings.

Facility Covenants:

- At all times, the total amount owing under the loan must not exceed 61% of the development costs (LCR) and 51% of the “on-comp” value of 3 Oak Street, Cannington as determined by the lender (LVR).

In the event the above covenants are exceeded, the Company must repay that portion of the amount owing sufficient to ensure the covenants are satisfied or provide additional security acceptable to the lender to ensure the LCR & LVR are maintained.

These covenants were complied with during the year ended 30 June 2018.

NOTES TO THE FINANCIAL STATEMENTS

NOTE 15: ISSUED CAPITAL

	30-Jun-18	30-Jun-17
	\$	\$
25,500,652 (30 June 2017: 25,500,652) fully paid ordinary shares of no par value	7,714,827	7,714,827

(a) Movements in fully paid ordinary shares on issue:

	30-Jun-18		30-Jun-17	
	\$	Number	\$	Number
At the beginning of the year	7,714,827	25,500,652	7,714,827	25,500,652
At reporting date	7,714,827	25,500,652	7,714,827	25,500,652

(b) Terms of Ordinary Shares

Ordinary shares participate in dividends and the proceeds on winding up of the Company in proportion to the number of shares held and in proportion to the amount paid up on the shares held.

At shareholders meetings each ordinary share is entitled to one vote in proportion to the paid up amount of the share when a poll is called, otherwise each shareholder has one vote on a show of hands.

(c) Capital risk management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it may continue to provide returns for shareholders and benefits for other stakeholders.

The Company's debt and capital include ordinary share capital and financial liabilities, supported by financial assets. The Company is not subject to any externally imposed capital requirements. Management effectively manages the Company's capital by assessing the Company's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distributions to shareholders and share issues.

The gearing ratios for the years ended 30 June 2018 and 30 June 2017 are tabled below. The gearing ratio of 52% as at 30 June 2018 can be attributed to the bank funding for the ongoing construction works at 3 Oak Street Cannington. This is expected to improve once this development is complete and the apartments are sold down to repay debt and generate working capital.

	2018	2017
	\$	\$
Total borrowings	2,605,428	896,624
Less: Cash and cash equivalents	(438,625)	(1,117,853)
Net debt / (cash)	2,166,803	(221,229)
Total equity	1,969,322	2,388,220
Total capital	4,136,125	2,166,991
Gearing ratio	52%	n/a

NOTES TO THE FINANCIAL STATEMENTS

NOTE 16: RESERVES

	30-Jun-18	30-Jun-17
	\$	\$
Option Reserve	482,267	482,267

Movements in options on issue:

	30-Jun-18		30-Jun-17	
	\$	Number	\$	Number
At the beginning of the year	482,267	-	482,267	-
At reporting date	482,267	-	482,267	-

NOTE 17: ACCUMULATED LOSSES

	30-Jun-18	30-Jun-17
	\$	\$
Balance at beginning of the year	(5,808,874)	(4,685,112)
Net loss attributable to members	(418,898)	(1,123,762)
At reporting date	(6,227,772)	(5,808,874)

NOTE 18: KEY MANAGEMENT PERSONNEL DISCLOSURES

Refer to the remuneration report contained in the directors' report for details of the remuneration paid or payable to each member of the Company's key management personnel ('KMP') for the year ended 30 June 2018.

Compensation of key management personnel by individual

Compensation details of key management personnel have been disclosed in the Directors' Report. The totals of remuneration paid to key management personnel of the Company during the year are as follows:

	30-Jun-18	30-Jun-17
	\$	\$
Salary and fees	228,884	256,922
Superannuation	21,744	21,375
Long service leave	4,230	4,151
	254,858	282,448

Short-term employee benefits

These amounts include fees and benefits paid to the non-executive Chair and non-executive directors as well as all salary, paid leave benefits, fringe benefits and cash bonuses awarded to executive directors and other KMP.

Post-employment benefits

These amounts are the current-year's estimated cost of providing for the Company's defined benefits scheme post-retirement, superannuation contributions made during the year and post-employment life insurance benefits.

NOTES TO THE FINANCIAL STATEMENTS

NOTE 19: RELATED PARTY DISCLOSURE

Key management personnel

Disclosures relating to key management personnel are set out in the Directors' Report.

NOTE 20: FINANCIAL INSTRUMENTS

(i) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial instruments comprise cash and short-term deposits. The main purpose of the financial instruments is to earn the maximum amount of interest at a low risk to the Company. The Company also has other financial instruments such as trade debtors and creditors which arise directly from its operations. For the year under review, it has been the Company's policy not to trade in financial instruments.

The directors' overall risk management strategy seeks to assist the Company in meeting its financial targets, whilst minimising potential adverse effects on financial performance.

Risk management policies are approved and reviewed by the Board of Directors on a regular basis. These include the credit risk policies and future cash flow requirements.

Financial Risk Exposures and Management

The main risks arising from the Company's financial instruments are interest rate risk and credit risk. The board reviews and agrees policies for managing each of these risks and they are summarised below:

(a) Foreign Currency Risk

The Company is not exposed to fluctuations in foreign currencies.

(b) Interest Rate Risk

The Company is exposed to movements in market interest rates on short term deposits and bank borrowings. The policy is to monitor the interest rate yield curve out to 120 days to ensure a balance is maintained between the liquidity of cash assets and the interest rate return.

(c) Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted the policy of only dealing with credit worthy counterparties and obtaining sufficient collateral or other security where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Company does not have any significant credit risk exposure to any single counterparty or any Company of counterparties having similar characteristics. The carrying amount of financial assets recorded in the financial statements, net of any provisions for losses, represents the Company's maximum exposure to credit risk.

(d) Liquidity Risk

The Company manages liquidity risk by monitoring forecast cash flows. The Company does not have any significant liquidity risk as the Company does not currently have any collateral debts.

(e) Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

NOTES TO THE FINANCIAL STATEMENTS

(ii) FINANCIAL INSTRUMENT COMPOSITION AND MATURITY ANALYSIS

The table below reflects the undiscounted contractual settlement terms for financial instruments of a fixed period of maturity, as well as management's expectations of the settlement period for all other financial instruments. As such, the amounts might not reconcile to the Statement of Financial Position.

	Floating interest rate \$	Fixed interest maturing in			Non-Interest bearing \$	Total \$
		1 year or less \$	over 1 year less than 5 \$	more than 5 years \$		
30 June 2018						
Financial Assets						
Cash and cash equivalents	438,625	-	-	-	-	438,625
Trade and other receivables	-	-	-	-	69,929	69,929
Financial assets	-	-	-	-	9,338	9,338
	438,625	-	-	-	79,267	517,892
Weighted Average Interest Rate	0.29%	-	-	-	-	
Financial Liabilities						
Trade and other creditors	-	-	-	-	60,098	60,098
Borrowings	-	112,501	1,885,657	607,270	-	2,605,428
	-	112,501	1,885,657	607,270	60,098	2,665,526
Weighted Average Interest Rate	-	4.70%	4.70%	4.70%	-	

	Floating interest rate \$	Fixed interest maturing in			Non-Interest bearing \$	Total \$
		1 year or less \$	over 1 year less than 5 \$	more than 5 years \$		
30 June 2017						
Financial Assets						
Cash and cash equivalents	1,117,853	-	-	-	-	1,117,853
Trade and other receivables	-	-	-	-	7,487	7,487
Financial assets	-	-	-	-	5,188	5,188
	1,117,853	-	-	-	12,675	1,130,528
Weighted Average Interest Rate	0.29%					
Financial Liabilities						
Trade and other creditors	-	-	-	-	83,530	83,530
Borrowings	-	48,389	193,556	654,679	-	896,624
	-	48,389	193,556	654,679	83,530	980,154
Weighted Average Interest Rate	-	5.61%	4.39%	4.70%	-	

Trade and sundry payables are expected to be paid as follows:

	2018 \$	2017 \$
Less than 6 months	60,098	83,530
	60,098	83,530

(iii) FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

The fair values of financial assets and financial liabilities are presented in the following table and can be compared to their carrying amounts as presented in the statement of financial position. Differences between fair values and carrying values of financial instruments with fixed interest rates are due to the change in discount rates being applied by the market since the initial recognition by the Company. Most of these instruments, which are carried at amortised cost (i.e. loan liabilities), are to be held until maturity.

NOTES TO THE FINANCIAL STATEMENTS

Listed investments have been valued at the quoted market bid price at balance date, adjusted for transaction costs expected to be incurred. For unlisted investments where there is no organised financial market, the net fair value has been based on a reasonable estimation of the underlying net assets or discounted cash flows of the investment.

2018	2018		2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets:	\$	\$	\$	\$
<i>Cash & cash equivalents</i>	438,625	438,625	1,117,853	1,117,853
<i>Financial assets at fair value through profit or loss</i>	9,338	9,338	5,188	5,188
<i>Trade & other receivables</i>	69,929	69,929	7,487	7,487
Total financial assets	517,892	517,892	1,130,528	1,130,528
Financial liabilities:				
Trade & other payables	60,098	60,098	83,530	83,530
Bank borrowings	2,605,428	2,605,428	896,624	896,624
Total financial liabilities	2,665,526	2,665,526	980,154	980,154

(iv) PRICE SENSITIVITY ANALYSIS

Management believes the estimated fair values resulting from the valuation of listed investments and recorded in the statement of financial position and the related changes in fair values recorded in the statement of comprehensive income are reasonable and the most appropriate at Statement of Financial Position date. At 30 June 2018, the effect on loss as a result of changes in the share price of listed investment, with all other variables remaining constant would be as follows:

	2018	2017
	\$	\$
CHANGE IN PROFIT/(LOSS)		
Increase in fair value of investment by 10%	934	519
Decrease in fair value of investment by 10%	(934)	(519)

2018	Level 1	Level 2	Level 3	Total
Financial assets:	\$	\$	\$	\$
<i>Financial assets at fair value through profit or loss:</i>				
— listed investments	9,338	-	-	9,338
— unlisted investments	-	-	-	-
	9,338	-	-	9,338

2017	Level 1	Level 2	Level 3	Total
Financial assets:	\$	\$	\$	\$
<i>Financial assets at fair value through profit or loss:</i>				
— listed investments	5,188	-	-	5,188
— unlisted investments	-	-	-	-
	5,188	-	-	5,188

Included within Level 1 of the hierarchy are listed investments. The fair values of these financial assets have been based on the closing quoted bid prices at reporting date, excluding transaction costs.

In valuing unlisted investments, included in Level 2 of the hierarchy, valuation techniques such as those using comparisons to similar investments for which market observable prices are available have been adopted to determine the fair values of these investments.

Derivative instruments are included in Level 3 of the hierarchy with the fair values being determined using valuation techniques incorporating observable market data relevant to the hedged position.

NOTES TO THE FINANCIAL STATEMENTS

(v) INTEREST RATE SENSITIVITY ANALYSIS

The following table illustrates sensitivities to the Company's exposure to changes in interest rates. The table indicates the impact on how profit and equity values reported at the end of the reporting period would have been affected by changes in the relevant risk variable that management considers to be reasonably possible.

These sensitivities assume that the movement in a particular variable is independent of other variables.

	2018	2017
	\$	\$
CHANGE IN PROFIT/(LOSS)		
(Increase)/decrease to loss from a 2% rise in interest rate	(928)	38
Decrease/(increase) to loss from a 2% fall in interest rate	928	(38)

NOTE 21: EARNINGS PER SHARE

	2018	2017
	\$	\$
(a) Loss used in the calculation of basic earnings per share	(418,898)	(1,123,762)
	<i>Number of shares</i>	<i>Number of shares</i>
(b) Weighted average number of ordinary shares outstanding during the financial year used in calculation of basic earnings per share	25,500,652	25,500,652

NOTE 22: CASH FLOW INFORMATION

	2018	2017
	\$	\$
(i) Reconciliation of cash and cash equivalent:		
Cash at Bank = Note 5	438,625	1,117,853
Bank overdraft – Note 14	(64,112)	-
	<u>374,513</u>	<u>1,117,853</u>
(ii) Reconciliation of cash flows from operating activities with loss after income tax		
Loss after income tax	(418,898)	(1,123,762)
Depreciation expense	720	1,016
Revaluation - financial assets at fair value	(4,151)	(519)
Profit on sale of investments	-	(30,761)
Impairment loss on property development	-	772,326
Changes in assets and liabilities:		
- (Increase)/ Decrease in trade and other receivables	(62,624)	713
- (Decrease)/ Increase in trade and other payables	(23,249)	53,468
- (Decrease)/ Increase in provisions	21,516	(29,802)
Net cash used in operating activities	<u>(486,686)</u>	<u>(357,321)</u>

(iii) Non-cash financing and investing activities

No non-cash financing and investing activities have occurred during the year ended 30 June 2018.

NOTES TO THE FINANCIAL STATEMENTS

NOTE 23: JOINT VENTURE AND PROFIT SHARING - PROPERTY DEVELOPMENT

On 29 November 2013, the Company received shareholder approval to enter into a Joint Venture and Profit Sharing Agreement (Agreement) between S & A Holding (Aust) Pty Ltd (S & A Holding) and the Company. Summary of the terms of the Agreement is as follows:

S & A Holding and the Company shall form an unincorporated joint venture forthwith upon this Agreement becoming unconditional (Commencement Date) for the purpose of sharing profits from the completion of a turnkey development of 3 double storey townhouses on the Property on the commercial terms set out in this Agreement and otherwise on terms and conditions acceptable to both parties (Joint Venture). Under the terms of the Agreement, the commencement date is subject to and conditional upon a number of conditions, including Council approval for the development. As announced by the Company, Council approval was received on 10 July 2014, the deemed Commencement Date.

Following the sale of the last townhouse unit during the previous financial year, this Joint Venture has been terminated.

NOTE 24: SEGMENT INFORMATION

The Company has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors in assessing performance and determining the allocation of resources.

The Company operates in one geographical and business segment being property development in Australia. All segment assets, segment liabilities and segment results relate to the one segment and therefore no segment analysis has been prepared.

NOTE 25: EVENTS SUBSEQUENT TO REPORTING DATE

The directors are not aware of any matters or circumstances that have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

NOTE 26. CONTINGENT LIABILITIES

In the opinion of the directors there were no contingent liabilities at 30 June 2018, and the interval between 30 June 2018 and the date of this report.

NOTE 27: COMMITMENTS

(a) Lease expenditure commitments

There is one operating lease being a rental lease for the Company's premises. The current amount payable is \$917 plus GST per month exclusive of variable outgoings, with the rental lease expiring on 1 March 2019.

	6 months	12 months	18 months	Total
	\$	\$	\$	\$
Rental lease for the Company's premises	5,502	1,834	-	7,336
	5,502	1,834	-	7,336


(b) Capital commitments

As at 30 June 2018, the Company's contractual commitments relating to the property development at 3 Oak St Cannington amounts to approximately \$280,000. The development is expected to attain practical completion by the end of September 2018. There are no other capital commitments.

DIRECTORS' DECLARATION

1. The directors of the company declare that:
 - a. the accompanying financial statements and notes are in accordance with the Corporations Act 2001 including:
 - i. giving a true and fair view of the entity's financial position as at 30 June 2018 and of its performance for the year then ended; and
 - ii. complying with Australian Accounting Standards, the Corporations Regulations 2001, professional reporting requirements and other mandatory requirements.
 - b. there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.
 - c. the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.
2. This declaration has been made after receiving the declarations required to be made to the directors in accordance with Section 295A of the Corporations Act 2001 for the financial year ended 30 June 2018.

This declaration is made in accordance with a resolution of the Board of Directors and is signed for and on behalf of the directors by:



Eric Kong

Executive Director

Dated this 20th day of August 2018

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ULTIMA UNITED LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Ultima United Ltd (the "Company") which comprises the statement of financial position as at 30 June 2018, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Company is in accordance with the *Corporations Act 2001*, including:

giving a true and fair view of the Company's financial position as at 30 June 2018 and of its financial performance for the year then ended; and

complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the "Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters (continued)

Carrying value assessment for Inventories (Works in Progress) & Undeveloped Property Asset

Refer to Notes 7 and 9 - carrying values of \$3.03 million and \$1.17 million respectively

Assessing the carrying amount of the Company's inventory/property assets including the ongoing development at 3 Oak Street, Cannington which is nearing completion and undeveloped land at 19-21 Tate Street, Bentley, Western Australia was a key audit matter. Factors giving rise to this conclusion included the size of these balances and the judgment required in the assessment, particularly in relation to:

- whether there are any indicators of impairment relating to the ongoing construction at 3 Oak Street, Cannington. This property was valued at \$4.5 million (excl. GST) on a "as if complete" basis by an independent professional expert in securing bank financing for the property;
- whether there are any indicators of impairment relating to the Tate Street property. This vacant block was purchased several years ago and development application for multiple dwellings (apartments) on the lot was granted by the town council. However, development has been deferred pending completion & sale of the Oak Street units. This property was subject to an independent market appraisal during the year;
- the current downturn within the Perth property market which directly influences the funding appetite of potential lenders and/or investors.

We performed procedures over the assessment of the carrying values of these assets which included the following:

- Discussed the construction progress of 3 Oak Street Cannington with management and ensuring that all capitalised costs were in accordance with AASB 116 Property, Plant & Equipment and AASB 123 Borrowing Costs;
- Physical inspection of the 3 Oak Street property around early July 2018;
- Evaluation of the independent professional valuation, including the external expert's competence, capabilities and objectivity. Assessing the methodologies used by the expert and appropriateness of the key assumptions based on our knowledge of the property industry;
- Evaluation of the independent appraiser's competence, capabilities and objectivity;
- Assessed the appropriateness of the carrying values of both Oak Street (as if complete) and Tate Street properties by comparing against indicative market values of similar properties (by location and size) being advertised for sale on www.realestate.com.au;
- Evaluation of the Perth apartment property market for any further indicators of impairment based on available market data/commentary and information sourced from the public domain/industry publications;
- Reviewed the relevant disclosures contained in the financial statements

Key Audit Matters (continued)

Presentation of Borrowings and compliance with banking covenants	
Refer to Note 14 – Borrowings	
<p>At 30 June 2018, the Company had significant bank borrowings of \$2.61 million.</p> <p>These borrowings relate to the financing of the ongoing construction works at 3 Oak Street, Cannington as well as the initial acquisition of the Tate Street, Bentley property. Implicit in the Oak Street loan facility is the requirement to comply with various banking covenants which are detailed in Note 14.</p> <p>These borrowings were identified as key audit matters due to their material balances and significant judgment required in assessing compliance with the pertinent covenants as well as ensuring balances are appropriately presented according to their facility terms.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> • Performing our own workings affirming the Company’s compliance with the relevant banking covenants; • Reviewing correspondence between the Company and its bankers including obtaining confirmation by the (Westpac) bank that the Company complied with its covenants during the financial year. We also obtained bank confirmations of the year-end loan balances. • Reviewing the specific terms of the bank facility documents to ensure the borrowings are appropriately presented or classified in the balance sheet. • Reviewed the relevant disclosures contained in the financial statements

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report for the year ended 30 June 2018, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentation, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Auditor's Responsibilities for the Audit of the Financial Report (continued)

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Company audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report as included in the directors' report for the year ended 30 June 2018.

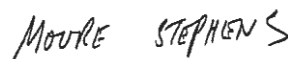
In our opinion, the Remuneration Report of Ultima United Limited, for the year ended 30 June 2018 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.



SUAN LEE TAN
PARTNER



MOORE STEPHENS
CHARTERED ACCOUNTANTS

Signed at Perth on the 20th day of August 2018

CORPORATE GOVERNANCE

This Corporate Governance summary discloses the extent to which the Company will follow the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations (3rd Edition) (Recommendations). The Recommendations are not mandatory, however the Recommendations that will not be followed have been identified and reasons have been provided for not following them.

The Company's Corporate Governance Plan has been posted on the Company's website at www.ultimaunited.com.au.

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Principle 1: Lay solid foundations for management and oversight		
<p>Recommendation 1.1</p> <p>A listed entity should have and disclose a charter which sets out the respective roles and responsibilities of the board, the chair and management; and includes a description of those matters expressly reserved to the board and those delegated to management.</p>	YES	<p>The Company has adopted a Board Charter.</p> <p>The Board Charter sets out the specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Chairman and Company Secretary, the establishment, operation and management of Board Committees, Directors access to company records and information, details of the Board's relationship with management, details of the Board's performance review and details of the Board's disclosure policy.</p> <p>A copy of the Company's Board Charter is available on the Company's website.</p>
<p>Recommendation 1.2</p> <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(b) provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a director.</p>	YES	<p>(a) The Company has detailed guidelines for the appointment and selection of the Board. The Nomination Committee Charter requires the Committee, and in this case the board as no Committee currently exists due to the size of the Company, to undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director.</p> <p>(b) All material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to security holders in a Notice of Meeting pursuant to which the resolution to elect or re-elect a Director will be voted on.</p>
<p>Recommendation 1.3</p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	YES	<p>The Nomination Committee Charter requires the Committee, and in this case the board, as no Committee currently exists due to the size of the Company, to ensure that each director and senior executive is a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment.</p> <p>The Company has entered into Executive Service Agreements with senior executives and Letters of Appointment with each Non-Executive Director.</p>
<p>Recommendation 1.4</p> <p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	YES	<p>The Board Charter outlines the roles, responsibility and accountability of the Company Secretary. The Company Secretary is accountable directly to the board, through the chair, on all matters to do with the proper functioning of the Board.</p>

CORPORATE GOVERNANCE

<p>Recommendation 1.5 A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board:</p> <ul style="list-style-type: none"> (i) to set measurable objectives for achieving gender diversity; and (ii) to assess annually both the objectives and the entity's progress in achieving them; <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period:</p> <ul style="list-style-type: none"> (i) the measurable objectives for achieving gender diversity set by the board in accordance with the entity's diversity policy and its progress towards achieving them; and (ii) either: <ul style="list-style-type: none"> (A) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or (B) the entity's "Gender Equality Indicators", as defined in the Workplace Gender Equality Act 2012. 	<p>NO</p>	<p>(a) The Company has adopted a Diversity Policy</p> <ul style="list-style-type: none"> (i) The Diversity Policy provides a framework for the Company to achieve a list of measurable objectives that encompass gender equality. (ii) The Diversity Policy provides for the monitoring and evaluation of the scope and currency of the Diversity Policy. The company is responsible for implementing, monitoring and reporting on the measurable objectives. <p>(b) The Diversity Policy is available on the company website.</p> <p>(c)</p> <ul style="list-style-type: none"> (i) The Board does not presently intend to set measurable gender diversity objectives because: <ul style="list-style-type: none"> a. it is the Board's view that the existing Directors have sufficient skill and experience to carry out the Company's plans; and b. if it becomes necessary to appoint any new Directors or senior executives, the Board considered the application of a measurable gender diversity objective requiring a specified proportion of women on the Board and in senior executive roles will, given the small size of the Company and the Board, unduly limit the Company from applying the Diversity Policy as a whole and the Company's policy of appointing based on skills and merit; and (ii) The respective proportions of men and women on the Board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes) for each financial year will be disclosed in the Company's Annual Report.
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CORPORATE GOVERNANCE

<p>Recommendation 1.6</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>YES</p>	<p>(a) The Company has adopted Schedule 6 of its Corporate Governance Plan which provides that the Nominations Committee will arrange for the performance evaluation of the Board. As the Board only consists of three (3) members, the Company does not have a Nomination Committee because it would not be a more efficient mechanism than the full Board for focusing the Company on specific issues. The responsibilities of the Nomination Committee are currently carried out by the board and evaluating the performance of the Board, any committees and individual directors on an annual basis. The Board may do so with the aid of an independent advisor. The process for this can be found in Schedule 6 of the Company's Corporate Governance Plan.</p> <p>(b) The Company has established the Nomination Committee Charter, which requires disclosure as to whether or not performance evaluations were conducted during the relevant reporting period. During the period, over a series of informal discussions, the Chairman reviewed the performance of the Board members and the Board members collectively reviewed the Chairman's performance.</p>
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>YES</p>	<p>(a) As the Board only consists of three (3) members, the Company does not have a Remuneration Committee because it would not be a more efficient mechanism than the full Board for focusing the Company on specific issues. The responsibilities of the Remuneration Committee are currently carried out by the board, which includes evaluating the performance of senior executives. The Board is to arrange an annual performance evaluation of the senior executives, and may do so with the aid of an independent advisor.</p> <p>(b) The Company has established the Remuneration Committee Charter, which requires an annual performance of the senior executives. Schedule 6 "Performance Evaluation" requires disclosure as to whether or not performance evaluations were conducted during the relevant reporting period. During the period, over a series of informal discussions, the Board reviewed the performance of the senior executives.</p>

CORPORATE GOVERNANCE

Principle 2: Structure the board to add value		
Recommendation 2.1		
<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.</p>	NO	<p>(a) As the Board only consists of three (3) members, the Company does not have a Nomination Committee because it would not be a more efficient mechanism than the full Board for focusing the Company on specific issues. The responsibilities of a Nomination Committee are currently carried out by the board.</p> <p>(b) The Company has adopted the Nomination Committee Charter, which will be followed by the Nomination Committee once it has been established. The Charter provides that the Committee:</p> <ul style="list-style-type: none"> (i) shall comprise of at least three (3) non-executive directors, the majority of whom are independent; (ii) the Committee Chairman is to be an independent Director. (iii) The Nomination Committee Charter is available online; (iv) The Board Charter provides for the disclosure of the members of each Committee. Details of the members of each Committee are provided in Annual Report; and (v) The Board Charter requires each Committee in relation to the reporting period relevant to that Committee, to disclose the number of times that Committee met throughout the period, and the individual attendances of the members at those Committee meetings. Details of the performance evaluations conducted will be provided in the Company's Annual Report.

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<p>Recommendation 2.2 A listed entity should have and disclose a board skill matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>YES</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 80%;">Board Skills Matrix</th> <th style="width: 20%;">Number of Directors that meet the skill</th> </tr> </thead> <tbody> <tr> <td>Executive & Non-Executive experience</td> <td style="text-align: center;">2</td> </tr> <tr> <td>Industry experience & knowledge</td> <td style="text-align: center;">3</td> </tr> <tr> <td>Leadership</td> <td style="text-align: center;">3</td> </tr> <tr> <td>Corporate governance & risk management</td> <td style="text-align: center;">2</td> </tr> <tr> <td>Strategic thinking</td> <td style="text-align: center;">3</td> </tr> <tr> <td>Desired behavioural competencies</td> <td style="text-align: center;">3</td> </tr> <tr> <td>Geographic experience</td> <td style="text-align: center;">3</td> </tr> <tr> <td>Capital Markets experience</td> <td style="text-align: center;">2</td> </tr> <tr> <td>Subject matter expertise</td> <td></td> </tr> <tr> <td>- accounting</td> <td style="text-align: center;">2</td> </tr> <tr> <td>- capital management</td> <td style="text-align: center;">2</td> </tr> <tr> <td>- corporate financing</td> <td style="text-align: center;">2</td> </tr> <tr> <td>- industry taxation ⁽¹⁾</td> <td style="text-align: center;">0</td> </tr> <tr> <td>- risk management</td> <td style="text-align: center;">2</td> </tr> <tr> <td>- legal</td> <td style="text-align: center;">2</td> </tr> <tr> <td>- IT expertise ⁽²⁾</td> <td style="text-align: center;">0</td> </tr> </tbody> </table> <p>(1) Skill gap noticed however an external taxation firm is employed to maintain taxation requirements.</p> <p>(2) Skill gap noticed however an external IT firm is employed on an adhoc basis to maintain IT requirements.</p>	Board Skills Matrix	Number of Directors that meet the skill	Executive & Non-Executive experience	2	Industry experience & knowledge	3	Leadership	3	Corporate governance & risk management	2	Strategic thinking	3	Desired behavioural competencies	3	Geographic experience	3	Capital Markets experience	2	Subject matter expertise		- accounting	2	- capital management	2	- corporate financing	2	- industry taxation ⁽¹⁾	0	- risk management	2	- legal	2	- IT expertise ⁽²⁾	0
Board Skills Matrix	Number of Directors that meet the skill																																			
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<p>Recommendation 2.3 A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles & Recommendation (3rd Edition), but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director</p>	<p>YES</p>	<p>(a) The Board Charter provides for the disclosure of the names of Directors considered by the board to be independent. Currently (James) Zixi Ban is considered independent;</p> <p>(b) The Board Charter requires Directors to disclose their interest, positions, associations and relationships and requires that the independence of Directors is regularly assessed by the board in light of the interests disclosed by Directors. Details of the Directors interests, positions associations and relationships are provided in the Annual Report; and</p> <p>(c) The Board Charter provides for the determination of the Directors' terms and requires the length of service of each Director to be disclosed. The length of service of each Director is provided in the Annual Report.</p>																																		
<p>Recommendation 2.4 A majority of the board of a listed entity should be independent directors.</p>	<p>NO</p>	<p>The Board Charter requires that where practical the majority of the Board will be independent.</p> <p>The Board currently has one independent Director, (James) Zixi Ban.</p> <p>Details of each Director's independence are provided in the Annual Report.</p>																																		

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<p>Recommendation 2.5</p> <p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	NO	<p>The Board Charter provides that where practical, the Chairman of the Board will be a non-executive director. If the Chairman ceases to be independent then the Board will consider appointing a lead independent Director.</p> <p>Currently Mr Simon Yan fulfils the responsibilities of both Chairman and Managing Director.</p>
<p>Recommendation 2.6</p> <p>A listed entity should have a program for inducting new directors and providing appropriate professional development opportunities for continuing directors to develop and maintain the skills and knowledge needed to perform their role as a director effectively.</p>	YES	<p>The Board Charter states that a specific responsibility of the Board is to procure appropriate professional development opportunities for Directors and that the board is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities.</p>
Principle 3: Act ethically and responsibly		
<p>Recommendation 3.1</p> <p>A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>	YES	<p>(a) The Corporate Code of Conduct applies to the Company's directors, senior executives and employees.</p> <p>(b) The Company's Corporate Code of Conduct is available on the Company's website.</p>
Principle 4: Safeguard integrity in financial reporting		
<p>Recommendation 4.1</p> <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p style="margin-left: 20px;">(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p style="margin-left: 20px;">(ii) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p style="margin-left: 20px;">(iii) the charter of the committee;</p> <p style="margin-left: 20px;">(iv) the relevant qualifications and experience of the members of the committee; and</p> <p style="margin-left: 20px;">(v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	NO	<p>(a) As the Board only consists of three (3) members, the Company does not have an Audit and Risk Committee because it would not be a more efficient mechanism than the full Board for focusing the Company on specific issues. The responsibilities of the Audit and Risk Committee are currently carried out by the board.</p> <p>(b) The Company has adopted the Audit and Risk Committee Charter, which will be followed by the Audit and Risk Committee once it has been established. The Charter provides that:</p> <p style="margin-left: 20px;">(i) The Audit and Risk Committee must have at least three (3) members, all of whom are non-executive directors, with a majority being independent; and</p> <p style="margin-left: 20px;">(ii) The Chairman of the Audit and Risk Committee must not be Chairman of the Board and must also be independent;</p> <p style="margin-left: 20px;">(iii) The Audit and Risk Committee Charter will be made available on the Company website;</p> <p style="margin-left: 20px;">(iv) The Board Charter requires the relevant qualifications and experience of all members to be disclosed. The Audit and Risk Committee Charter also outlines the requisite skills and experience in order to secure a position on the Audit and Risk Committee. Details of the qualifications and experience of Directors is provided in the Annual Report.</p>

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		(v) The Board Charter requires each Committee in relation to the reporting period relevant to that Committee, to disclose the number of times that Committee met throughout the period, and the individual attendances of the members at those Committee meetings. Details of the Committee meetings will be provided in the Company's Annual Report.
<p>Recommendation 4.2</p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	YES	The Audit and Risk Committee Charter states that a duty and responsibility of the Committee, and as the Company does not have a Committee, the board, is to ensure that before the Board approves the entity's financial statements for a financial period, the CEO and CFO have declared that in their opinion the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.
<p>Recommendation 4.3</p> <p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	YES	The Audit and Risk Committee Charter provides that the Committee, and as the Company does not have a Committee, the board, must ensure the Company's external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.
Principle 5: Make timely and balanced disclosure		
<p>Recommendation 5.1</p> <p>A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	YES	<p>(a) The Board Charter provides details of the Company's disclosure policy. In addition, Schedule 7 of the Corporate Governance Plan is entitled 'Disclosure-Continuous Disclosure' and details the Company's disclosure requirements as required by the ASX Listing Rules and other relevant legislation.</p> <p>(b) The Board Charter and Schedule 7 of the Corporate Governance Plan are available on the Company website.</p>
Principle 6: Respect the rights of security holders		
<p>Recommendation 6.1</p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	YES	Information about the Company and its governance is available in the Corporate Governance Plan which can be found on the Company's website.
<p>Recommendation 6.2</p> <p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	YES	The Company has adopted a Shareholder Communications Strategy which aims to promote and facilitate effective two-way communication with investors. The Strategy outlines a range of ways in which information is communicated to shareholders. The Shareholder Communications Strategy can be found on the Ultima website in the Corporate Governance plan under schedule 11.

CORPORATE GOVERNANCE

<p>Recommendation 6.3</p> <p>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	<p>YES</p>	<p>The Shareholder Communication Strategy, which can be found in schedule 11 of the Corporate Governance plan on the Ultima website, states that as a part of the Company's developing investor relations program, Shareholders can register with the Company Secretary to receive email notifications of when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.</p> <p>Shareholders are encouraged to participate at all EGMs and AGMs of the Company. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall send out material with that notice of meeting stating that all Shareholders are encouraged to participate at the meeting.</p>
<p>Recommendation 6.4</p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>YES</p>	<p>Security holders can register with the Company to receive email notifications when an announcement is made by the Company to the ASX. Shareholders queries should be referred to the Company Secretary at first instance.</p>
<p>Principle 7: Recognise and manage risk</p>		
<p>Recommendation 7.1</p> <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, <p>and disclose:</p> <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.</p>	<p>NO</p>	<p>(a) The Board is charged with the responsibility of determining the Company's risk profile and is responsible for overseeing and approving risk management strategy and policies. As the Board only consists of three (3) members, the Company does not have an Audit and Risk Committee because it would not be a more efficient mechanism than the full Board for focusing the Company on specific issues. The responsibilities of the Audit and Risk Committee are currently carried out by the board.</p> <p>(b) The Company has adopted the Audit and Risk Committee Charter, which will be followed by the Audit and Risk Committee once it has been established.</p> <ul style="list-style-type: none"> (i) The Audit and Risk Committee Charter states that the majority of the Committee must be independent where practical. The Audit and Risk Committee must comprise of at least three (3) members, all being non-executive directors and a majority being independent; (ii) The Chairman of the Audit and Risk Committee must not be the Chairman of the Board and must be independent. (iii) The Audit and Risk Committee Charter is available online at the Company's website. (iv) The Board Charter requires disclosure of the members of the Committee. Details of the current members are provided in the Annual Report. (v) The Board Charter requires each Committee in relation to the reporting period relevant to that Committee, to disclose the number of times each Committee met throughout the period and the individual attendances of the members at those Committee meetings. The relevant details of each Committee meeting held will be provided in the Company's Annual Report.

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<p>Recommendation 7.2 The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework with management at least annually to satisfy itself that it continues to be sound, to determine whether there have been any changes in the material business risks the entity faces and to ensure that they remain within the risk appetite set by the board; and</p>	<p>YES</p>	<p>(a) The Company process for risk management and internal compliance includes a requirement to identify and measure risk, monitor the environment for emerging factors and trends that affect these risks, formulate risk management strategies and monitor the performance of risk management systems. Schedule 8 of the Corporate Governance Plan, which can be found on Ultima's website, is entitled 'Disclosure - Risk Management' and details the Company's disclosure requirements with respect to the risk management review procedure and internal compliance and controls.</p>
<p>(b) disclose in relation to each reporting period, whether such a review has taken place.</p>	<p>YES</p>	<p>(b) The Board Charter requires (once each Committee has been established) in relation to the reporting period relevant to that Committee, to disclose the number of times that Committee met throughout the period, and the individual attendances of the members at those Committee meetings. Details of the Committee meetings will be provided in the Company's Annual Report.</p>
<p>Recommendation 7.3 A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>NO</p>	<p>The Audit and Risk Committee Charter provides for the internal audit function of the Company. The Charter outlines the monitoring, review and assessment of a range of internal audit functions and procedures.</p> <p>Given the size of the Company, no internal audit function is currently considered necessary. The Company's Management periodically undertakes an internal review of financial systems and processes and where systems are considered to require improvement these systems are developed. The Board also considers external reviews of specific areas and monitors the implementation of system improvements.</p>
<p>Recommendation 7.4 A listed entity should disclose whether, and if so how, it has regard to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>YES</p>	<p>The Audit and Risk Committee Charter details the Company's risk management systems which assist in identifying and managing potential or apparent business, economic, environmental and social sustainability risks (if appropriate). Review of the Company's risk management framework is conducted at least annually and reports are continually created by management on the efficiency and effectiveness of the Company's risk management framework and associated internal compliance and control procedures.</p>
<p>Principle 8: Remunerate fairly and responsibly</p>		
<p>Recommendation 8.1 The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p>	<p>NO</p>	<p>(a) As the Board only consists of three (3) members, the Company does not have a Remuneration Committee because it would not be a more efficient mechanism than the full Board for focusing the Company on specific issues. The responsibilities of the Remuneration Committee are currently carried out by the board, with the aid of an independent advisor, if required, which includes evaluating the performance of senior executives.</p>

CORPORATE GOVERNANCE

<p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>		<p>(b) The Company has adopted The Remuneration Committee Charter, which will be followed by the Remuneration Committee once it has been established. The Remuneration Committee Charter outlines the roles and responsibilities of the Remuneration Committee and provides that:</p> <ul style="list-style-type: none"> (i) The Remuneration Committee comprises of at least three (3) Directors, the majority of whom are independent non-executive Directors; (ii) The Remuneration Committee must be chaired by an independent Director who is appointed by the Board. (iii) The Remuneration Committee Charter is available on the Company website; (iv) The Board Charter requires disclosure of the members of the Committee. Details of the current members are provided in the Annual Report; <p>The Board Charter requires each Committee in relation to the reporting period relevant to that Committee, to disclose the number of times that Committee met throughout the period, and the individual attendances of the members at those Committee meetings. Details of the Committee meetings will be provided in the Company's Annual Report.</p>
<p>Recommendation 8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives and ensure that the different roles and responsibilities of non-executive directors compared to executive directors and other senior executives are reflected in the level and composition of their remuneration.</p>	<p>YES</p>	<p>The Remuneration Committee Charter requires the Company to disclose its policies and practices regarding the remuneration of non-executive, executive and other senior directors.</p>
<p>Recommendation 8.3 A listed entity which has an equity-based remuneration scheme should:</p> <ul style="list-style-type: none"> (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it. 	<p>YES</p>	<ul style="list-style-type: none"> (a) The Company does not currently have an equity-based remuneration scheme. In any event, the Company's securities trading policy includes prohibitions on hedging & derivative trading in respect of participants in any Company share, option, performance rights or other plan or similar arrangement which limit the economic risk of participating in such schemes (b) The securities trading policy is available on the Company's ASX platform

ADDITIONAL SHAREHOLDER INFORMATION

HOLDINGS AS AT 8 AUGUST 2018

The distribution of members and their holdings of equity securities in the company as at 8 August 2018 were as follows:

Number of Securities Held	Fully Paid Shares	
	No. of Holders	Securities
1-1,000	49	20,835
1,001 - 5,000	242	768,471
5,001 – 10,000	73	618,907
10,001 - 100,000	106	2,670,262
100,001 and over	24	21,422,177
Total	494	25,500,652

Holders of less than a marketable parcel: 301

20 LARGEST SHAREHOLDERS AS AT 8 AUGUST 2018

Fully Paid Ordinary Shares		No.	(%)
1	HD MINING & INVESTMENT PTY LTD	2,520,000	9.88
2	MR CHENG RONG WANG	2,029,725	7.96
3	YONG HUA XIAO	1,767,595	6.93
4	MISS SUSSANGEL SHUANG YAN	1,743,409	6.84
5	UNITED MINING RESOURCES / XING YAN	1,642,500	6.44
6	XIBO MA	1,503,000	5.89
7	CAPITAL H MANAGEMENT PTY LTD <CAPITAL H A/C>	1,438,919	5.64
8	MS YOU LIAN ZHENG	1,010,889	3.96
9	XIAO HUI HUANG	948,350	3.72
10	JIAN LUO SUN	820,000	3.22
11	MRS SHUFANG LI	734,473	2.88
12	MRS SHU FANG LI	700,000	2.75
13	TALLINVALE PTY LTD <TALLINVALE FAMILY A/C>	640,000	2.51
14	ETONVALE PROPRIETARY LIMITED <THE MICHAEL TONG FAMILY A/C>	639,630	2.51
15	MR LANCHUN WU	553,500	2.17
16	YU LIN SU	500,000	1.96
17	MDM KAM LAN CHOO	482,670	1.89
18	MRS XIUZHEN LIU	480,017	1.88
19	AUSTHONG INTERNATIONAL GROUP PTY LTD	450,000	1.76
20	FM104.9 NETWORK PTY LTD	292,500	1.15
		20,897,177	81.94

Substantial Shareholders

The names of the substantial shareholders listed in the Company's register as at 8 August 2018

Fully Paid Ordinary Shares	No.	(%)
HD MINING & INVESTMENT PTY LTD	2,520,000	9.88
MR CHENG RONG WANG	2,029,725	7.96
YONG HUA XIAO	1,767,595	6.93
MISS SUSSANGEL SHUANG YAN	1,743,409	6.84
UNITED MINING RESOURCES / XING YAN	1,642,500	6.44
XIBO MA	1,503,000	5.89
CAPITAL H MANAGEMENT PTY LTD <CAPITAL H A/C>	1,438,919	5.64

ADDITIONAL SHAREHOLDER INFORMATION

Voting Rights

Ordinary Shares

In accordance with the Company's Constitution, on a show of hands every member present in person or by proxy or attorney or duly authorised representative has one vote. On a poll every member present in person or by proxy or attorney or duly authorised representative has one vote for every fully paid ordinary share held.

Restricted Securities

The Company has no restricted securities at the current date.

Company Secretary

The name of the Company Secretary is Piers Lewis.

Address and telephone details of the entity's registered and administrative office

Suite 14,11 Preston Street
COMO, WA 6152

Telephone: + (61) 8 6436 1888
Facsimile: + (61) 8 6436 1899

Address and telephone details of the office at which a register of securities is kept

Advanced Share Registry Services
150 Stirling Highway
Nedlands Western Australia 6009

Telephone: + (61) 8 9389 8033
Facsimile: + (61) 8 9367 3311

Securities exchange on which the Company's securities are quoted

The Company's listed equity securities are quoted on the Australian Securities Exchange.

Review of Operations

A review of operations is contained in the Directors' Report.