

**AMBERTECH LIMITED
AND CONTROLLED ENTITIES
ACN 079 080 158
FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013**

AMBERTECH LIMITED AND CONTROLLED ENTITIES

ACN 079 080 158

DIRECTORS' REPORT

The directors present their report together with the financial statements of the consolidated entity consisting of Ambertech Limited and its controlled entities, ("company" or "economic entity") for the year ended 30 June 2013 and the auditor's report thereon.

DIRECTORS

The qualifications, experience and special responsibilities of each person who has been a director of the Company at any time during or since the end of the financial year are listed below, together with the details of the company secretary as at the end of the financial year. All directors were in office during the whole of the financial year and up to the date of this report unless otherwise stated.

Information on directors

Peter Francis Wallace

Chairman - Non Executive Director

Member of the Audit and Risk Management Committee and Chairman of the Remuneration and Nomination Committee.

Peter Wallace is the founder and Managing Director of Endeavour Capital Pty Limited, an independent corporate advisory firm. Prior to establishing Endeavour Capital Pty Limited in 1998, he was an Investment Director with private equity company Hambro-Grantham. Mr Wallace has been a non-executive director of over 20 groups of companies.

Mr Wallace has a Bachelor of Commerce degree from the University of New South Wales and a Master of Business Administration degree from Macquarie University. He is a member of the Institute of Chartered Accountants, and a fellow of the Australian Institute of Company Directors.

Mr Wallace has been a director of Ambertech's Group companies since February 2000 and Chairman of Ambertech Limited since October 2002.

Peter Andrew Amos

Managing Director

Peter Amos graduated from Sydney Technical College (now University of Technology, Sydney) with a Radio Trade Certificate and from North Sydney Technical College with an Electronics Engineering Certificate. He joined Rank Electronics, the Company from which Ambertech was formed via a management buyout, as a technician in the mid 1970s, rising from Senior Technician to Service Manager. Upon the formation of Ambertech Limited, Mr Amos became Technical Director of the Ambertech Group. He also served in a senior role as Marketing Director of Quantum Pacific Pty Ltd, another company owned by the Ambertech Limited, until it was sold in the mid 1990s.

Mr Amos has served as Managing Director of Ambertech Limited since 1995 and presided over the growth of the Company since that date. Mr Amos has been a director of Ambertech's Group companies since 1987.

Thomas Robert Amos

Non-Executive Director

Tom Amos founded telecommunications consultancy Amos Aked Pty Limited in the early 1980s. His career in telecommunications and media spans over 30 years, during which time he has been involved in all facets of the industry. An engineer by profession, Mr Amos holds a B.E. (Electrical Engineering) degree from Sydney University.

Mr Amos has also been prominent in the telecommunication deregulation debate over a period of 15 years as a (former) director and Vice Chairman of Australian Telecommunications Users Group Limited ("ATUG") and as an industry commentator. He is a director of Wave Link Systems Pty Limited and Amos Aked Swift (NZ) Limited.

Mr Amos has been a director of Ambertech's Group companies since June 1997.

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DIRECTORS' REPORT

Edwin Francis Goodwin

Non-Executive Director

Chairman of the Audit and Risk Management Committee

Ed Goodwin holds a BSc in economics from London University and an MBA from Sydney University. In recent years he has been working in new venture finance, following 25 years in senior finance and business development roles primarily in the telecommunications industry.

Mr Goodwin has been a director of Ambertech's Group companies since June 1997.

David Rostil Swift

Non-Executive Director

Member of the Remuneration and Nomination Committee.

David Swift, who holds a B.E. (Electrical Engineering) degree from the University of NSW, has extensive experience in both the telecommunications and professional electronics industries. Mr Swift, a co-founder of Amos Aked Swift Pty Ltd and the founder of AAS Consulting Pty Ltd, is currently an independent telecommunications management and technology consultant operating in the Australasian Pacific region.

Mr Swift is also a Director and the Chairman of the Australian Telecommunications Users Group Limited (ATUG) and a Director of Amos Aked Swift (NZ) Limited. In addition to his consulting experience he has had significant management experience through senior positions with both Westpac Banking Corporation and Telecom Australia. Mr Swift has been a director of Ambertech's Group companies since June 1997.

Company Secretary

The following person held the position of Company Secretary at the end of the financial year: **Robert John Glasson**

Robert Glasson joined Ambertech Limited in July 2002 and also holds the position of Chief Financial Officer. He has a Bachelor of Business degree from the University of Technology, Sydney, and is a member of the Institute of Chartered Accountants in Australia. He was appointed to the role of Company Secretary on 1 November 2004.

CORPORATE INFORMATION

Nature of operations and principal activities

The principal activities of the economic entity during the financial year were the import and distribution of high technology equipment to the professional broadcast, film, recording and sound reinforcement industries; the import and distribution of home theatre products to dealers; distribution and supply of custom installation components for home theatre and commercial installations to dealers and consumers, and the distribution of projection and display products with business and domestic applications.

There have been no significant changes in the nature of these activities since the end of the financial year.

Employees

The consolidated entity employed 90 full time employees as at 30 June 2013 (2012: 101 employees).

REVIEW AND RESULTS OF OPERATIONS

The consolidated loss of the economic entity after providing for income tax for the financial year was \$2,212,000. This was improved from a loss after tax of \$4,693,000 in the previous period. Total revenues for the financial year increased by 9.9% to \$54,451,000 (2012: \$49,568,000). Further information on the operations is included in the Chairman's and Managing Director's Report section of the Annual Report, and in the ASX Appendix 4E.

FINANCIAL POSITION

Despite a disappointing operating result the directors believe the economic entity is in a reasonably strong and stable financial position to expand and grow its current operations. The economic entity recorded positive operating cash flows of \$118,000 for the year ended 30 June 2013 in difficult trading conditions. Borrowings were increased by \$413,000 during the financial year whilst maintaining a healthy working capital ratio.

The economic entity's working capital, being current assets less current liabilities, has decreased by \$3,501,000 to \$9,342,000 as at 30 June 2013 (2012: \$12,843,000). The net assets of the economic entity have also decreased by \$2,148,000 to \$13,157,000 as at 30 June 2013 (2012: \$15,305,000).

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

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

SIGNIFICANT EVENTS AFTER BALANCE DATE

There are no matters or circumstances that have arisen since the end of the financial year that have significantly affected, or may significantly affect, the operations or the state of affairs of the economic entity in future financial years.

FUTURE DEVELOPMENTS, PROSPECTS AND BUSINESS STRATEGIES

After a challenging 2012-13 financial year, the Board and management remain focused on utilising the traditional strengths of the Ambertech business as a technical distributor to bring new products and brands to market and to redefine the methods and channels in which the business operates. These initiatives are underway and are the key drivers of future revenue and profit growth.

The 2013-14 financial year has begun with some pleasing results across our traditional market segments. As a result, we are cautiously optimistic that we can deliver on our business strategies, which are focused on returning positive results to our investors in the short term.

ENVIRONMENTAL REGULATION

The company is subject to regulation by the relevant Commonwealth and State legislation. The nature of the company's business does not give rise to any significant environmental issues.

REMUNERATION REPORT (AUDITED)

The information provided below includes remuneration disclosures that are required under the Corporations Act 2001. The disclosures have been transferred from the financial report and have been audited.

In recent years the remuneration policy of Ambertech has had to take into account competing interests. On one hand, shareholder returns are inadequate, while Directors, faced with their responsibilities to the Company, need to retain an experienced, expert Board and executive management team. Directors are aware that these staff may have opportunities to pursue their careers in less challenging environments with prospects of greater remuneration.

At the 2012 AGM, the non-binding resolution to adopt the Remuneration Report was not approved. The Board believes that the predominant sentiment against the resolution was general criticism of the Company and other issues not related to executive remuneration. Whilst the Board understands the concerns expressed by shareholders, it maintains the view that it is in the shareholders' interests that the existing executive management team is retained, believing that they are best placed to lead the Company through its current challenges.

Consistent with this view, there have been no significant changes to the remuneration strategy employed by the Board for the 2013 financial year. There has been no change in the remuneration of non-executive directors since 1 January 2010.

Remuneration Strategy

Non-Executive Director Remuneration

Remuneration of non-executive directors is determined by the Remuneration and Nomination Committee. In determining payments to non-executive directors, consideration is given to market rates for comparable companies for time, commitment and responsibilities. The Remuneration and Nomination Committee reviews the remuneration of non-executive directors annually, based on market practice, duties and accountability.

Remuneration of non-executive directors comprises fees determined having regard to industry practice and the need to obtain appropriately qualified independent persons. Fees do not contain any non-monetary elements. In response to the financial performance of the company the remuneration of non-executive directors has remained unchanged since 1 January 2010.

Executive Remuneration

Managing Director and Chief Financial Officer

Remuneration of the Managing Director and the Chief Financial Officer (CFO) is determined by the Remuneration and Nomination Committee. In this respect, consideration is given to normal commercial rates of remuneration for similar levels of responsibility. Remuneration comprises salaries, bonuses, contributions to superannuation funds and options.

The Managing Director and CFO receive an incentive element of their salary which is based on achievement of Key Performance Indicators (KPIs) relevant to their responsibilities. This includes a component that is based on the company's profit targets. The total incentive amounts payable are capped at a fixed rate rather than as a percentage of total remuneration.

KPIs are set annually by the Remuneration and Nomination Committee and based on company performance targets, and vary according to the roles and responsibilities of the executive. At the same time, these KPIs are aligned to reflect the common corporate goals such as growth in earnings and shareholders' wealth, and achievement of working capital targets. Performance against the KPIs is assessed annually by the Remuneration and Nomination Committee and recommendations for payments determined following the end of the financial year.

As a result of the financial performance of the company, the Managing Director and CFO have foregone the entirety of their short term incentive and KPI salary components for each of the 2011, 2012 and 2013 financial years.

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DIRECTORS' REPORT**REMUNERATION REPORT (continued)****Other Executives**

Remuneration of other key executives is set by the Managing Director and Chief Financial Officer, with reference to guidelines set by the Remuneration and Nomination Committee. In this respect, consideration is given to normal commercial rates of remuneration for similar levels of responsibility. Remuneration comprises salaries, bonuses, contributions to superannuation funds and options.

Approximately 5% of the aggregate remuneration of the senior sales executives comprises an incentive element which is related to the KPIs of those parts of the company's operations which are relevant to the executive's responsibilities. The senior sales executives may also receive a sales commission component, which will vary with the sales performance of those parts of the sales business for which they are responsible.

KPIs are set annually by the Remuneration and Nomination Committee, with a degree of consultation with executives to ensure their commitment. The measures are tailored to the areas of each executive's involvement and over which they have control. They are based on company performance targets, and at the same time, these KPIs are aligned to reflect the common corporate goals such as growth in earnings and shareholders' wealth, and achievement of working capital targets. Performance against the KPIs is assessed annually by the Remuneration and Nomination Committee and recommendations for payments determined following the end of the financial year.

The table below sets out the economic entity's key shareholder indicators for the past 5 financial years:

	2013	2012	2011	2010	2009
Dividends paid (cents per share)	-	-	0.5	5.5	3.5
Closing share price at 30 June (\$)	\$0.23	\$0.24	\$0.31	\$0.38	\$0.45
Share buy back (\$'000)	-	-	8	-	44
Net (loss) / profit after tax (\$'000)	(2,212)	(4,693)	126	1,606	1,806

Details of Remuneration

Details of the remuneration of the directors and the key management personnel (as defined in AASB 124 Related Party Disclosures) of the economic entity are set out in the following tables.

The key management personnel of the economic entity includes the following:

Name	Position	Name	Position
P Wallace	Non-Executive Chairman	R Glasson	CFO, Company Secretary
P Amos	Managing Director	P Simmons	General Manager, Lifestyle Entertainment
T Amos	Non-Executive Director	R Caston	General Manager, Broadcast & Professional
E Goodwin	Non-Executive Director	R McCleery	Director, Amber New Zealand
D Swift	Non-Executive Director		

Key management personnel are those directly accountable to the Managing Director and the Board and responsible for the operational management and strategic direction of the Company.

The nature and amount of each major element of the remuneration of each director of the economic entity and each of the key management personnel of the parent and the economic entity for the financial year are set out in the following tables.

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DIRECTORS' REPORT
REMUNERATION REPORT (continued)
Elements of Remuneration

2013	Short-term employment benefits		Post employment benefits	Share based payments	Total	% Performance Related	% Relating to Options
	Cash salary	Cash Bonus	Superannuation	Options			
Directors	\$	\$	\$	\$	\$		
P Amos	357,799	-	32,202	756	390,757	0.0%	0.2%
P Wallace	55,046	-	4,954	-	60,000	0.0%	0.0%
T Amos	32,111	-	2,890	-	35,001	0.0%	0.0%
E Goodwin	32,111	-	2,890	-	35,001	0.0%	0.0%
D Swift	11,735	-	23,265	-	35,000	0.0%	0.0%
	488,802	-	66,201	756	555,759	0.0%	0.1%

Executives

R Glasson	192,661	-	17,340	-	210,001	0.0%	0.0%
R Caston	178,991	5,000	19,541	-	203,532	2.5%	0.0%
P Simmons	167,591	-	21,277	-	188,868	0.0%	0.0%
R McCleery	112,027	-	-	-	112,027	0.0%	0.0%
	651,270	5,000	58,158	-	714,428	0.7%	0.0%

2012	Short-term employment benefits		Post employment benefits	Share based payments	Total	% Performance Related	% Relating to Options
	Cash salary	Cash Bonus	Superannuation	Options			
Directors	\$	\$	\$	\$	\$		
P Amos	350,300	-	29,700	3,683	383,683	0.0%	1.0%
P Wallace	55,046	-	4,954	-	60,000	0.0%	0.0%
T Amos	32,111	-	2,890	-	35,001	0.0%	0.0%
E Goodwin	32,111	-	2,890	-	35,001	0.0%	0.0%
D Swift	32,231	-	2,770	-	35,001	0.0%	0.0%
	501,799	-	43,204	3,683	548,686	0.0%	0.7%

Executives

R Glasson	174,312	-	15,688	36	190,036	0.0%	0.0%
B Lee	285,090	-	15,120	36	300,246	0.0%	0.0%
R Caston	156,459	4,359	13,934	36	174,788	2.5%	0.0%
P Simmons	147,957	11,058	12,988	-	172,003	6.4%	0.0%
G Simeon	58,495	-	1,921	-	60,417	0.0%	0.0%
R McCleery	109,111	-	-	36	109,147	0.0%	0.0%
	931,424	15,417	59,651	144	1,006,637	1.5%	0.0%

REMUNERATION REPORT (continued)

Service agreements

An executive agreement exists between Peter Amos, the Managing Director, and Amber Technology Limited. This agreement provides that Mr Amos, for a period of 12 months from the date of termination, will not engage in activities in competition with the Amber Group. There is a notice period by either party of 12 months.

The agreement commenced on 31 May 1999 and continues indefinitely. In the event that the company was to exercise its right to terminate the contract, the current payout value would be \$380,000 (2012: \$380,000).

Share based compensation

Ambertech has adopted an Employee Share Option Plan (ESOP). The Board of Directors may determine the executives and eligible employees who are entitled to participate in the ESOP.

The options issued under the ESOP will expire 5 years after the issue date, or earlier on any of the following events:

- a the eligible employee is dismissed with cause or has breached a restriction contained in his/her employment contract;
- b the eligible employee dies while in the employ of the Company;
- c the eligible employee is made redundant by the Company;
- d the eligible employee's employment with the Company is voluntarily terminated by the eligible employee; or
- e the eligible employee's employment terminates by reason of normal retirement.

The total number of shares reserved for issuance under the ESOP, together with shares reserved for issuance under any other Option Plan, shall not exceed 5% of the diluted ordinary share capital in the Company (comprising all Shares, all Options issued under the ESOP and under any other Option Plan, and all other convertible issued securities).

The ESOP provides the Board with the ability to determine the exercise price of the options, the periods within which the options may be exercised, and the conditions to be satisfied before the option can be exercised.

The ESOP provides for adjustments in accordance with ASX Listing Rules if there is a capital reconstruction, a rights issue or a bonus issue.

The number of options on issue to directors and key executives at the date of this report is outlined in the following tables. There were no options issued during or since the end of the financial year.

Options Granted

	Grant Details						Overall					
	Grant Date	No.	Value \$	Exercise Period Start	Exercise Period Finish	Exercise Price	Lapsed No.	Lapsed \$	Vested No.	Vested %	Unvested %	Lapsed %
Directors												
P Amos	07/12/04	400,000	116,913	30/09/07	30/09/12	\$ 1.35	100,000	14,850	-	100	-	100
							100,000	14,850	-			

When exercisable, each option is convertible into one ordinary share on a 1:1 basis.

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DIRECTORS' REPORT**REMUNERATION REPORT (continued)**

There have been no shares issued during or since the end of the financial year as a result of exercise of options. During the financial year 100,000 options lapsed.

In relation to bonus issues, each outstanding option confers on the option holder the right to receive, on exercise of those outstanding options, not only one share for each of the outstanding options exercised but also the additional shares the option holder would have received had the option holder participated in that bonus issue as a holder of ordinary shares.

The assessed fair value at offer date is determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at offer date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

End of Remuneration Report**Interests of Directors**

At the date of this report the following interests were held by directors:

<u>Director</u>	<u>Ordinary Shares</u>
P Wallace	236,528
P Amos	4,313,843
T Amos	5,484,625
E Goodwin	2,883,556
D Swift	2,995,826

DIVIDENDS

Dividends paid or declared by the Company to members since the end of the previous financial year were:

<u>Dividend Type</u>	<u>Record Date</u>	<u>Payment Date</u>	<u>Cents per share</u>	<u>Franking %</u>	<u>Tax rate</u>
<i>Declared and paid during the year ended 30 June 2013:</i>					
Nil				100%	30%

DIRECTORS' MEETINGS

The number of directors' meetings (including meetings of committees of directors) and the number of meetings attended by each of the directors of the Company during the financial year are:

<u>Director</u>	<u>Board Meetings</u>		<u>Audit and Risk Management Committee Meetings</u>		<u>Nomination and Remuneration Committee</u>	
	<u>Attended</u>	<u>Held</u>	<u>Attended</u>	<u>Held</u>	<u>Attended</u>	<u>Held</u>
P Wallace	12	12	4	4	2	2
P Amos	12	12	-	-	-	-
T Amos	12	12	-	-	-	-
E Goodwin	10	12	4	4	-	-
D Swift	12	12	-	-	2	2

AMBERTECH LIMITED AND CONTROLLED ENTITIES

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DIRECTORS' REPORT

NON-AUDIT SERVICES

It is the economic entity's policy to employ BDO East Coast Partnership (BDO) (formerly PKF East Coast Practice (PKF)) for assignments additional to their annual audit duties, when BDO's expertise and experience with the economic entity are important. During the year these assignments comprised primarily tax compliance assignments. The Board of Directors is satisfied that the auditors' independence is not compromised as a result of providing these services because:

- All non-audit services have been reviewed by the Audit and Risk Management Committee to ensure they do not impact the impartiality and objectivity of the auditor, and
- None of the services undermines the general principles relating to the auditor independence as set out in APES 110 Code of Ethics for Professional Accountants, including reviewing or auditing the auditors' own work, acting in a management or decision making capacity for the company, acting as an advocate for the company or jointly sharing economic risks and rewards.

During the year fees that were paid or payable for services provided by the auditor of the parent entity and its related practices as disclosed at note 27.

The directors are satisfied that the provision of non-audit services during the year by the auditor is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the company, or to 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 part of those proceedings.

No proceedings have been brought or intervened in on behalf of the company with leave of the Court under section 237 of the Corporations Act 2001.

AUDITORS' INDEPENDENCE DECLARATION

A copy of the auditors' independence declaration as required under section 307C of the Corporations Act 2001 is set out on page 13.

AMBERTECH LIMITED AND CONTROLLED ENTITIES
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DIRECTORS' REPORT

INDEMNIFICATION OF OFFICERS

The company has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the company paid a premium in respect of a contract to insure the directors and executives of the company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of liability and the amount of the premium.

ROUNDING

The company is an entity to which Class Order 98/100 applies and, in accordance with this class order, amounts in this report and the financial statements have been rounded off to the nearest thousand dollars unless otherwise indicated.

Signed in accordance with a resolution of directors.



Director:

P F Wallace



P A Amos

Dated this 26th day of September 2013.
Sydney

INDEPENDENT AUDITOR'S REPORT

To the members of Ambertech Limited

Report on the Financial Report

We have audited the accompanying financial report of Ambertech Limited, which comprises the consolidated statement of financial position as at 30 June 2013, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' Responsibility 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 Note 2(a), the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of the financial report that gives a true and fair view 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Ambertech Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

Opinion

In our opinion:

- (a) the financial report of Ambertech Limited is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2013 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 2(a).

Emphasis of Matter

Without modifying our opinion, we draw attention to Note 2(a) in the financial report, which indicates that the consolidated entity incurred a net loss of \$2,212,000 during the year ended 30 June 2013. In addition, the consolidated entity's financing facility expires on 30 November 2013 and, at present, the result of negotiations to renew this facility is unknown. These conditions, along with other matters as set forth in Note 2(a), indicate the existence of a material uncertainty that may cast significant doubt about the consolidated entity's ability to continue as a going concern and therefore, the consolidated entity may be unable to realise its assets and discharge its liabilities in the normal course of business.

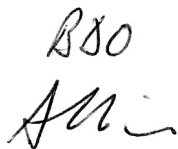
Report on the Remuneration Report

We have audited the Remuneration Report included in pages 4 to 8 of the directors' report for the year ended 30 June 2013. 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.

Opinion

In our opinion, the Remuneration Report of Ambertech Limited for the year ended 30 June 2013 complies with section 300A of the *Corporations Act 2001*.

BDO East Coast Partnership



Arthur Milner

Partner

Sydney, 26 September 2013

DECLARATION OF INDEPENDENCE BY ARTHUR MILNER TO THE DIRECTORS OF AMBERTECH LIMITED

As lead auditor of Ambertech Limited for the year ended 30 June 2013, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

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

This declaration is in respect of Ambertech Limited and the entities it controlled during the period.



Arthur Milner

Partner

BDO East Coast Partnership

Sydney, 26 September 2013

AMBERTECH LIMITED AND CONTROLLED ENTITIES

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**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2013**

		Economic Entity	
	Note	2013 \$'000	2012 \$'000
Revenue	3	54,451	49,568
Cost of sales	4	<u>(41,828)</u>	<u>(34,357)</u>
Gross profit		12,623	15,211
Other income	3	12	19
Employee benefits expense	4	(9,060)	(9,363)
Distribution costs		(1,328)	(1,314)
Marketing costs		(1,348)	(1,704)
Premises costs		(1,926)	(1,954)
Depreciation and amortisation expenses	4	(350)	(245)
Finance costs		(424)	(438)
Travel costs		(555)	(552)
Restructure costs		-	(555)
Impairment of goodwill		-	(2,970)
Relocation expenses		-	(274)
Other expenses		<u>(849)</u>	<u>(1,108)</u>
(Loss) before income tax expense	4	(3,205)	(5,247)
Income tax benefit	5	<u>993</u>	<u>554</u>
(Loss) for the year		<u>(2,212)</u>	<u>(4,693)</u>
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of foreign operations		<u>63</u>	<u>12</u>
Other comprehensive income for the year, net of tax		<u>63</u>	<u>12</u>
Total comprehensive income for the year		<u>(2,149)</u>	<u>(4,681)</u>
Earnings per share			
Basic earnings per share (cents)	25	<u>(7.2)</u>	<u>(15.4)</u>
Diluted earnings per share (cents)	25	<u>(7.2)</u>	<u>(15.4)</u>

The consolidated statement of profit or loss and other comprehensive income is to be read in conjunction with the attached notes.

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CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2013

		Economic Entity	
	Note	2013 \$'000	2012 \$'000
<u>ASSETS</u>			
CURRENT ASSETS			
Cash and cash equivalents	23	2,843	2,495
Trade and other receivables	6	8,935	6,841
Current tax assets	7	10	133
Inventories	8	12,835	12,550
TOTAL CURRENT ASSETS		24,623	22,019
NON-CURRENT ASSETS			
Plant and equipment	10	1,794	1,969
Intangible assets	11	40	45
Deferred tax assets	5	2,421	1,428
TOTAL NON-CURRENT ASSETS		4,255	3,442
TOTAL ASSETS		28,878	25,461
<u>LIABILITIES</u>			
CURRENT LIABILITIES			
Trade and other payables	12	9,983	4,839
Other financial liabilities	13	3,844	3,427
Provisions	14	1,454	910
TOTAL CURRENT LIABILITIES		15,281	9,176
NON-CURRENT LIABILITIES			
Provisions	14	299	801
Other financial liabilities	13	91	121
Deferred tax liabilities	5	50	58
TOTAL NON-CURRENT LIABILITIES		440	980
TOTAL LIABILITIES		15,721	10,156
NET ASSETS		13,157	15,305
<u>EQUITY</u>			
Share capital	15	11,138	11,138
Reserves	16	(69)	(118)
Retained earnings		2,088	4,285
TOTAL EQUITY		13,157	15,305

The consolidated statement of financial position is to be read in conjunction with the attached notes.

AMBERTECH LIMITED AND CONTROLLED ENTITIES

ACN 079 080 158

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2013

	Share Capital \$'000	Option Reserve \$'000	Foreign Currency Translation Reserve \$'000	Retained Earnings \$'000	Total Equity \$'000
Economic Entity					
Balance as at 30 June 2011	11,138	28	(144)	8,960	19,982
Loss for the year	-	-	-	(4,693)	(4,693)
Other comprehensive income for the year	-	-	12	-	12
Total comprehensive income for the year	-	-	12	(4,693)	(4,681)
Transactions with equity holders:					
Costs of share based payments	-	(14)	-	18	4
Total transactions with equity holders	-	(14)	-	18	4
Balance as at 30 June 2012	11,138	14	(132)	4,285	15,305
Loss for the year	-	-	-	(2,212)	(2,212)
Other comprehensive income for the year	-	-	63	-	63
Total comprehensive income for the year	-	-	63	(2,212)	(2,149)
Transactions with equity holders:					
Costs of share based payments	-	(14)	-	15	1
Total transactions with equity holders	-	(14)	-	15	1
Balance as at 30 June 2013	11,138	-	(69)	2,088	13,157

The consolidated statement of changes in equity is to be read in conjunction with the attached notes.

AMBERTECH LIMITED AND CONTROLLED ENTITIES

ACN 079 080 158

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2013

		Economic Entity	
	Note	2013 \$'000	2012 \$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		57,766	62,649
Payments to suppliers and employees		(53,251)	(58,236)
Interest received		34	52
Interest and other costs of finance paid		(424)	(438)
Income taxes paid		-	(132)
Income taxes refunded		124	325
Goods and services tax remitted		(4,131)	(3,460)
Net cash provided by operating activities	23	<u>118</u>	<u>760</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for plant and equipment		(137)	(1,785)
Payments for intangible assets - website		(35)	(13)
Net cash (used in) investing activities		<u>(172)</u>	<u>(1,798)</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from borrowings		<u>404</u>	<u>400</u>
Net cash provided by financing activities		<u>404</u>	<u>400</u>
Net increase/ (decrease) in cash and cash equivalents held		350	(638)
Cash and cash equivalents at beginning of year		2,495	3,134
Effect of exchange rate changes on the balance of cash and cash equivalents held in foreign currencies at the beginning of the financial year		(2)	(1)
Cash and cash equivalents at end of year	23	<u>2,843</u>	<u>2,495</u>

The consolidated statement of cash flows is to be read in conjunction with the attached notes.

NOTE 1: INTRODUCTION

The financial statements cover the consolidated entity consisting of Ambertech Limited and its controlled entities. Ambertech Limited is a company limited by shares, incorporated and domiciled in Australia.

Operations and principal activities

Ambertech is a distributor of high technology equipment to the professional broadcast, film, recording and sound reinforcement industries and of consumer audio and video products in Australia and New Zealand.

Currency

The financial statements are presented in Australian dollars and rounded to the nearest one thousand dollars.

Registered office

Unit 1, 2 Daydream Street, Warriewood NSW 2102.

Authorisation of financial statements

The financial statements were authorised for issue on 24 September 2013 by the Directors. The company has the power to amend the financial statements.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Overall Policy

The principal accounting policies adopted in the preparation of these consolidated financial statements are stated in order to assist in a general understanding of the financial statements. These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (AASB) and the Corporations Act 2001, as appropriate for profit oriented entities. The financial statements have been prepared under the historic cost convention.

Statement of Compliance

The financial statements comply with Australian Accounting Standards which include Australian equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the financial statements and notes of the economic entity comply with International Financial Reporting Standards (IFRS).

Going Concern

During the year the economic entity breached its loan covenants in relation to its financing facilities. These facilities expire on 30 November 2013, and negotiations to renew the facility cannot occur until results for the period to 30 September 2013 are known. In addition, whilst the economic entity had positive operating cash flows for the year of \$118,000, it made a loss after tax for the year ended 30 June 2013 of \$2,212,000.

These conditions indicate the existence of a material uncertainty that may cast significant doubt about the economic entity's ability to continue as a going concern and therefore, the economic entity may be unable to realise its assets and discharge its liabilities in the normal course of business.

After taking into account all of the available information, including the following factors:

- Interim results for the period to 31 August 2013 have exceeded budget;
- Significant write down of inventory is not expected to reoccur;
- The economic entity's debts will be paid as and when they fall due based on the cashflow and profit forecasts prepared by management; and
- The Lifestyle Entertainment segment has been restructured to reduce fixed costs and overheads, providing ongoing savings,

the directors have concluded that there are reasonable grounds to believe that the basis for the preparation of the financial statements on a going concern basis is appropriate.

Should the economic entity be unable to continue as a going concern it may be required to realise its assets and discharge its liabilities other than in the normal course of business and at amounts different to those stated in the financial statements. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount of liabilities that might result should the company be unable to continue as a going concern and meet its debts as and when they fall due.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Overall Policy (continued)

Reclassification of Rebates

The economic entity has amended the classification of rebates provided to customers for the 2013 financial year. The comparative numbers for revenue, sale of goods and services, and cost of sales have been amended by \$1,821,000 to reflect this change in classification. The change in classification does not impact the net loss of the economic entity in either year.

Accounting Standards not Previously Applied

The economic entity has adopted the following new and revised Australian Accounting Standards issued by the AASB which are mandatory to apply to the current period. Disclosures required by these Standards that are deemed material have been included in these financial statements on the basis that they represent a significant change in information from that previously made available.

- (i) AASB 2011-9 Amendments to Australian Accounting Standards - Presentation of Items of Other Comprehensive Income
The consolidated entity has applied AASB 2011-9 amendments from 1 July 2012. The amendments require grouping together of items within other comprehensive income on the basis of whether they will eventually be "recycled" to the profit or loss (reclassification adjustments). The change provides clarity about the nature of items presented as other comprehensive income and the related tax presentation. The amendments also introduced the term 'Statement of profit or loss and other comprehensive income' clarifying that there are two discrete sections, the profit or loss section (or separate statement of profit or loss) and the other comprehensive income section.

New Accounting Standards issued but not yet effective

The following standards, amendments to standards and interpretations have been identified as those which may impact the economic entity in the period of initial application. They are available for early adoption at 30 June 2013, but have not been applied in preparing these financial statements.

- (i) AASB 9 Financial Instruments (effective from 1 January 2015)
- (ii) AASB 10 Consolidation (effective from 1 January 2013)
 - (a) power over the investee;
 - (b) exposure, or rights, to variable returns from its involvement with the investee; and
 - (c) the ability to use its power over the investee to affect the amount of the investor's returns.
- (iii) AASB 12 Disclosure of Interests in Other Entities (effective from 1 January 2013)
AASB 12 provides the disclosure requirements for entities that have an interest in a subsidiary, a joint arrangement, an associate or an unconsolidated structured entity. As such, it pulls together and replaces disclosure requirements from many existing standards.
- (iv) AASB 13 Fair Value Measurement (effective from 1 January 2013)
AASB 13:
 - (a) defines fair value;
 - (b) sets out in a single IFRS a framework for measuring fair value; and
 - (c) requires disclosures about fair value measurements.
- (v) AASB 119 Employee Benefits (effective from 1 January 2013) and AASB 2011-10 Amendments to Australian Accounting Standards arising from AASB 119 (effective from 1 January 2013). The amendments changed the definition of short-term employee benefits, from "due to" to "expected to" be settled within 12 months. This will require annual leave that is not expected to be wholly settled within 12 months to be discounted allowing for expected salary levels in the future period when the leave is expected to be taken. The adoption of the revised standard from 1 July 2013 is expected to reduce the reported annual leave liability and increase disclosures of the economic entity.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Overall Policy (continued)

- (vi) AASB 2010-7 Amendments to Australian Accounting Standards arising from AASB 9 (December 2010) [AASB 1, 3, 4, 5, 7, 101, 102, 108, 112, 118, 120, 121, 127, 128, 131, 132, 136, 137, 139, 1023 & 1038 and Interpretations 2, 5, 10, 12, 19 & 127] (effective from 1 January 2013)
- (vii) AASB 2011-4 Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements [AASB 124] (effective from 1 July 2013)
- (viii) AASB 2012-2 Amendments to Australian Accounting Standards - Disclosures - Offsetting Financial Assets and Financial Liabilities [AASB 7 & AASB 132] (effective from 1 January 2013)
- (viii) AASB 2012-3 Amendments to Australian Accounting Standards - Offsetting Financial Assets and Financial Liabilities [AASB 132] (effective from 1 January 2014)
- (ix) AASB 2012-5 Amendments to Australian Accounting Standards arising from Annual Improvements 2009-2011 Cycle [AASB 1, AASB 101, AASB 116, AASB 132 & AASB 134 and Interpretation 2] (effective from 1 January 2013)

(b) Significant Judgements and Key Assumptions

Judgements made in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are discussed below.

Provision for impairment of receivables

The provision for impairment of receivables assessment requires a degree of estimation and judgement. The level of provision is assessed by taking into account the ageing of receivables, historical collection rates, and specific knowledge of the individual debtor's financial position.

Estimated useful life of assets

The economic entity determines the estimated useful life and related depreciation and amortisation charges for plant and equipment and definite life of intangible assets. This is in accordance with the accounting policy stated in note 2(h).

Provision for impairment of inventories

The provision for impairment of inventories assessment requires a degree of estimation and judgement. The level of the provision is assessed by taking into account the recent sales experience, the ageing of inventories and other factors that affect inventory obsolescence.

Impairment of goodwill

The economic entity tests annually whether goodwill has suffered any impairment and is in accordance with accounting policy stated in note 2(j).

Long service leave provision

The liability for long service leave is recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

Warranty provision

In determining the level of provision required for warranties, the economic entity has made judgements in respect of the expected performance of the product, expected customer claims and costs of fulfilling the conditions of warranty. The provision is based on estimates made from historical warranty costs associated with similar products.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Consolidation Policy

A controlled entity is any entity controlled by Ambertech Limited. Control exists where Ambertech Limited has the capacity to dominate the decision-making in relation to the financial and operating policies of another entity so that the other entity operates with Ambertech Limited to achieve the objectives of Ambertech Limited. Details of the controlled entities are contained at note 9.

All inter-company balances and transactions between entities in the economic entity, including any unrealised profits or losses, have been eliminated on consolidation.

(d) Revenue Recognition

Sales revenue comprises revenue earned (net of returns, discounts and allowances) from the provision of goods and services to entities outside the economic entity.

Sale of goods

Revenue from the sale of goods is recognised when all significant risks and rewards of ownership have been transferred to the buyer. In most cases this coincides with the transfer of legal title, or the passing of possession to the buyer.

Rendering of services

Revenue from the rendering of a service is recognised upon the delivery of the service to the customers.

Interest revenue

Interest revenue is recognised as it accrues using the effective interest method.

Dividend revenue

Dividends are recognised as income as they are received, net of any franking credits.

(e) Cash and Cash Equivalents

For the purposes of the statement of cash flows, cash and cash equivalents includes cash on hand, deposits at call with banks or financial institutions, investments in money market instruments maturing within three months, and bank overdrafts.

(f) Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. Trade receivables are generally due for settlement between 30 and 60 days.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off by reducing the carrying amount directly. A provision for impairment of trade receivables is raised when there is objective evidence that the economic entity will not be able to collect all amounts due according to the original terms of the receivables.

(g) Inventories

Inventories include finished goods and stock in transit and are measured at the lower of weighted average cost and net realisable value. Costs are assigned on a first-in first-out basis and include direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenses.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Plant and Equipment

Plant and equipment is stated at historical cost less depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Plant and equipment is depreciated over estimated useful life taking into account estimated residual values. The straight line method is used.

Plant and equipment is depreciated from the date of acquisition or, in respect of leasehold improvements, from the time the asset is completed and ready for use. The depreciation rates used for each class of plant and equipment remain unchanged from the previous year and are as follows:

<u>Class of Asset</u>	<u>Useful life</u>
Plant and equipment	3-8 years
Furniture and fittings	3-8 years
Leasehold improvements	Term of the lease
Leased plant and equipment	Term of the lease

The carrying values of plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. If any such indication exists and where the carrying values exceed the estimated recoverable amount, the plant and equipment or cash generating units to which the plant and equipment belong are written down to their recoverable amount.

(i) Intangible Assets

Goodwill

All business combinations are accounted for by applying the purchase method. Goodwill represents the difference between the cost of the acquisition and the fair value of the net identifiable assets acquired.

Goodwill is stated at cost less any accumulated impairment. Goodwill is allocated to cash generating units and is not subject to amortisation, but tested annually for impairment (refer to note 2(j)).

Where the recoverable amount of the cash generating unit is less than the carrying amount, an impairment loss is recognised.

Website Costs

Significant costs associated with website costs are deferred and amortised on a straight-line basis over the period of their expected benefit, being a finite life of 3 years.

(j) Impairment of Assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

If there is evidence of impairment for any of the company's financial assets carried at amortised cost, the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, excluding future credit losses that have not been incurred. The cash flows are discounted at the economic entity's weighted average cost of capital. The loss is recognised in the statement of profit or loss and other comprehensive income.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Trade and Other Payables

These amounts represent liabilities for goods and services provided to the economic entity prior to the end of financial year which are unpaid. Due to their short term nature, they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

(l) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the statement of profit or loss and other comprehensive income over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

(m) Service Warranties

Provision is made for the estimated liability on all products still under warranty at balance date.

(n) Leases

(i) Operating leases

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are charged as expenses in the periods in which they are incurred. Lease incentives under operating leases are recognised as a liability and amortised on a straight-line basis over the life of the lease term.

(ii) Finance leases

Lease payments, where substantially all the risks and benefits incidental to the ownership of the leased asset transfer from the lessor to the lessee, are allocated between the principal component of the lease liability and the finance costs. Leased assets acquired under a finance lease are depreciated over the term of the lease.

(o) Share Based Payments

Options issued over ordinary shares are valued using the Black-Scholes pricing model which takes into account the option exercise price, the current level and volatility of the underlying share price, the risk free interest rate, the expected dividends on the underlying share, the current market price of the underlying share and the expected life of the option.

Information relating to these schemes is set out in note 21.

The value of the options is recognised in an option reserve until the options are exercised, forfeited or expire.

(p) Employee Benefits

Short term employee benefits are employee benefits (other than termination benefits and equity compensation benefits) which fall due wholly within 12 months after the end of the period in which employee services are rendered. They comprise wages, salaries, commissions, social security obligations, short-term compensation absences and bonuses payable within 12 months and non-mandatory benefits such as car allowances.

The undiscounted amount of short-term employee benefits expected to be paid is recognised as an expense.

Other long-term employee benefits include long-service leave payable 12 months or more after the end of the financial year.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Income Tax

The income tax expense or benefit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

Tax consolidation legislation

Ambertech Limited and its Australian wholly owned controlled entities have implemented the tax consolidation legislation.

The head entity, Ambertech Limited, and the controlled entities in the tax consolidated group continue to account for their own current and deferred tax amounts. These tax amounts are measured as if each entity in the tax consolidated group continues to be a 'stand-alone taxpayer' in its own right.

Current tax liabilities (assets) and deferred tax assets arising from unused tax losses and tax credits are immediately transferred to the head entity. The tax consolidated group has entered a tax sharing agreement whereby each company in the group contributes to the income tax payable by the group in proportion to their contribution to the group's taxable income. Differences between the amounts of net tax assets and liabilities derecognised and the net amounts recognised pursuant to the funding arrangement will be recognised as either a contribution by, or distribution to the head entity.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Foreign Currency Translation

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on consolidation, are translated to Australian dollars at exchange rates prevailing at the balance sheet date. The revenues and expenses of foreign operations are translated to Australian dollars at rates approximating to the exchange rates prevailing at the dates of the transactions.

Foreign exchange differences arising on retranslation are recognised directly in a separate component of equity.

(s) Earnings Per Share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the year, adjusted for bonus elements in ordinary shares issued during the year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

(t) Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(u) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the year but not distributed at balance date.

(v) 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. Other borrowing costs are expensed.

(w) Goods and Services Tax

Revenues, expenses and assets are recognised net of the amount of GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense. Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flows.

(x) Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at each reporting date. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. Derivatives are classified as current according to expected period of realisation.

AMBERTECH LIMITED AND CONTROLLED ENTITIES
ACN 079 080 158
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Economic Entity

2013 **2012**
\$'000 **\$'000**

NOTE 3: REVENUE

Revenue

- Sale of goods and services
- Interest received

54,417	49,516
<u>34</u>	<u>52</u>
<u>54,451</u>	<u>49,568</u>

Other income

- Net foreign exchange gains

12	19
<u>12</u>	<u>19</u>

NOTE 4: EXPENSES

Additional information on the nature of expenses

Inventories

Cost of sales

41,828	34,357
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Movement in provision for inventory obsolescence

<u>2,177</u>	<u>18</u>
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Employee benefits expense

Salaries and wages

8,727	8,907
-------	-------

Employee termination expense

<u>333</u>	<u>456</u>
<u>9,060</u>	<u>9,363</u>

Depreciation

Plant and equipment

107	123
-----	-----

Furniture and fittings

43	29
----	----

Leasehold improvements

144	34
-----	----

Leased plant and equipment

<u>16</u>	<u>7</u>
<u>310</u>	<u>193</u>

Amortisation

Website costs

<u>40</u>	<u>52</u>
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Bad and doubtful debts

<u>166</u>	<u>16</u>
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Rental expense on operating leases:

Minimum lease payments

<u>833</u>	<u>1,315</u>
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Net loss on disposal of plant and equipment

<u>1</u>	<u>1</u>
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Net fair value gain/(loss) on derivative financial instruments -
forward exchange contracts

<u>49</u>	<u>(18)</u>
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AMBERTECH LIMITED AND CONTROLLED ENTITIES
ACN 079 080 158
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Economic Entity
2013 **2012**
\$'000 **\$'000**

NOTE 5: INCOME TAX

Major components of income tax expense

Current income tax	-	-
Under provision in prior years	8	2
Deferred tax	(1,001)	(556)
Income tax benefit	(993)	(554)

Reconciliation between income tax expense and prima facie tax on accounting (loss)

(Loss) before income tax expense	(3,205)	(5,247)
Tax at 30% (2012:30%)	(962)	(1,575)
Tax effect of non deductible expenses		
- Entertainment	7	9
- Impairment charge	-	735
- Other items	(46)	275
Under provision for income tax in prior years	8	2
Income tax (benefit) / expense	(993)	(554)

Applicable tax rate

The applicable tax rate is the national tax rate in Australia.

Analysis of deferred tax assets

Employee benefits	449	438
Plant and equipment	76	29
Intangible assets	12	11
Accrued expenses	225	32
Allowance for doubtful accounts	24	55
Provision for obsolescence	781	129
Inventory	23	22
Unrealised foreign currency loss	32	15
Tax losses	766	675
Other	33	22
	<u>2,421</u>	<u>1,428</u>

Analysis of deferred tax liabilities

Leases	48	57
Other	2	1
	<u>50</u>	<u>58</u>

Tax consolidated group

Ambertech Limited is head entity in a tax consolidated group. The tax consolidated legislation has been applied in respect of the year ended 30 June 2013.

Ambertech Limited has entered into a tax sharing agreement with Amber Technology Limited and Alphan Pty Limited. The tax sharing agreement allows for an allocation of income tax expense to members of the group on the basis of taxable income.

Tax Losses

The Directors are satisfied that forecast results provide sufficient evidence that the economic entity will be able to utilise tax losses against future taxable profits of the economic entity.

AMBERTECH LIMITED AND CONTROLLED ENTITIES
ACN 079 080 158
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

	Economic Entity	
	2013	2012
	\$'000	\$'000
NOTE 6: TRADE AND OTHER RECEIVABLES		
Current		
Trade accounts receivable (a)	8,322	6,825
Provision for impairment of receivables (b)	(81)	(186)
	<u>8,241</u>	<u>6,639</u>
Other receivables (a)	490	56
Derivative financial instruments - forward exchange contracts	49	-
Prepayments	<u>155</u>	<u>146</u>
	<u>8,935</u>	<u>6,841</u>
(a) Current trade and other receivables are non-interest bearing loans, generally between 30 and 60 day terms. A provision for impairment is recognised when there is objective evidence that a trade or other receivable is impaired. These amounts have been included in the other expenses item.		
(b) Movement in the provision for impairment of receivables is as follows:		
Current trade receivables		
Opening balance	186	26
Charge for the year	61	176
Amounts written off	(166)	(16)
Closing balance	<u>81</u>	<u>186</u>
(c) The economic entity's exposure to credit risk and impairment losses related to trade and other receivables is disclosed at note 24.		

NOTE 7: CURRENT TAX ASSETS

The current tax asset in the economic entity of \$10,000 (2011: \$133,000) represents the amount of income tax recoverable in respect of current and prior years that arise from the payment of tax in excess of amounts due to the relevant tax authority.

NOTE 8: INVENTORIES

Current		
Finished goods	13,410	12,255
Stock in transit	<u>2,035</u>	<u>728</u>
	15,445	12,983
Provision for obsolescence	<u>(2,610)</u>	<u>(433)</u>
	<u>12,835</u>	<u>12,550</u>

NOTE 9: CONTROLLED ENTITIES

Entity	Country of Incorporation	Percentage Owned	
		2013	2012
Parent Entity			
- Ambertech Limited	Australia		
Subsidiaries of Ambertech Limited			
- Amber Technology Limited	Australia	100%	100%
Subsidiaries of Amber Technology Limited			
- Alphan Pty Limited	Australia	100%	100%
- Amber Technology (NZ) Limited	New Zealand	100%	100%

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NOTE 10: PLANT AND EQUIPMENT

Non-Current

	Gross Carrying Amount		Accumulated depreciation		Net carrying amount	
	2013	2012	2013	2012	2013	2012
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Economic Entity						
Plant and equipment	1,297	1,258	(1,085)	(1,004)	212	254
Furniture and fittings	482	482	(272)	(232)	210	250
Leasehold improvements	1,412	1,345	(177)	(33)	1,235	1,312
Leased plant and equipment	170	170	(33)	(17)	137	153
Total plant and equipment	<u>3,361</u>	<u>3,255</u>	<u>(1,567)</u>	<u>(1,286)</u>	<u>1,794</u>	<u>1,969</u>

Reconciliation of carrying amounts:

	Plant and equipment \$'000	Furniture and fittings \$'000	Leasehold improvements \$'000	Leased plant and equipment \$'000	Total \$'000
2013					
Economic Entity					
Balance at the beginning of the year	254	250	1,312	153	1,969
Additions	66	4	67	-	137
Disposals	(1)	(1)	-	-	(2)
Depreciation and amortisation expense	<u>(107)</u>	<u>(43)</u>	<u>(144)</u>	<u>(16)</u>	<u>(310)</u>
Carrying amount at the end of the year	<u>212</u>	<u>210</u>	<u>1,235</u>	<u>137</u>	<u>1,794</u>
2012					
Economic Entity					
Balance at the beginning of the year	292	72	16	-	380
Additions	85	210	1,330	160	1,785
Disposals	-	(3)	-	-	(3)
Depreciation and amortisation expense	<u>(123)</u>	<u>(29)</u>	<u>(34)</u>	<u>(7)</u>	<u>(193)</u>
Carrying amount at the end of the year	<u>254</u>	<u>250</u>	<u>1,312</u>	<u>153</u>	<u>1,969</u>

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	Economic Entity	
	2013	2012
	\$'000	\$'000
NOTE 11: INTANGIBLE ASSETS		
Non-Current		
Goodwill at cost (a)	2,970	2,970
Less impairment	(2,970)	(2,970)
	-	-
Website at cost (b)	173	138
Less accumulated amortisation	(133)	(93)
	40	45
	40	45

Reconciliation of written down values:	Goodwill	Website	Total
	\$'000	\$'000	\$'000
Opening balance at 1 July 2012	-	45	45
Additions	-	35	35
Impairment	-	-	-
Amortisation expense	-	(40)	(40)
Closing balance at 30 June 2013	-	40	40

NOTE 12: TRADE AND OTHER PAYABLES

Current

Trade accounts payable	7,684	2,990
Other accounts payable	2,299	1,831
Derivative financial instruments - forward exchange contracts	-	18
	9,983	4,839

Amounts payable in foreign currencies:

Trade accounts payable:		
- US Dollars	1,855	1,201
- British Pounds	53	84
- Euro	2,700	667
- Swiss Francs	195	205
- New Zealand Dollars	600	155
- Japanese Yen	-	10
	5,403	2,322

NOTE 13: OTHER FINANCIAL LIABILITIES

Current

Bills payable (a)	3,814	3,400
Lease Liability (b)	30	27
	3,844	3,427

Non Current

Lease Liability (b)	91	121
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Economic Entity	
2013	2012
\$'000	\$'000

NOTE 13: OTHER FINANCIAL LIABILITIES continued

Details of the economic entity's exposure to interest rate changes on other financial liabilities is outlined in note 24.

The fair value of the financial liabilities approximates their carrying value.

(a) Bills payable

Bills payable are part of a multi-option borrowing facility that includes flexible overdraft and commercial bill components. The economic entity breached covenants in relation to the facility during the year and as such is subject to monthly reporting to its lenders. Subsequent to year end, amended covenants were put in place for the remaining term of the facility. The facility has an expiry date 30 November 2013.

The facility is secured by a charge over the assets of Amber Technology Limited. Guarantees are in place to a limit of \$4,175,000 (2012:\$4,800,000). The value of assets at balance date is \$29,350,000 (2012: \$26,462,000).

(b) Lease liability

The lease liabilities are effectively secured as the rights to the leased assets, recognised in the statement of financial position, revert to the lessor in the event of default.

NOTE 14: PROVISIONS

Current

Service warranty	254	244
Employee benefits	1,200	666
	<u>1,454</u>	<u>910</u>

Non Current

Employee benefits	299	801
	<u>299</u>	<u>801</u>

(a) Service warranty

Provision is made for the estimated warranty claims in respect of products sold which are still under warranty at balance date. These claims are expected to be settled in the next financial year. Management estimates the provision based on historical warranty claim information and any recent trends that may suggest future claims could differ from historical amounts.

(b) Movements in provisions

Movements in provisions, other than employee benefits are set out below:

	Service warranty \$'000
Opening balance at 1 July 2012	244
Additional provision recognised	264
Reductions resulting from payments	<u>(255)</u>
Closing balance at 30 June 2013	<u>253</u>

(c) Amounts not expected to be settled within the next twelve months:

The current provision for long service leave includes all unconditional entitlements where employees have completed the required period of service. The entire amount is presented as current, since the economic entity does not have an unconditional right to defer settlement. However, based on past experience, the consolidated entity does not expect all employees to take the full amount of accrued long service leave or require payment within the next twelve months.

The following amounts reflect leave that is not expected to be taken within the next twelve months:

Long service leave obligation expected to be settled after 12 months	<u>379</u>	<u>429</u>
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NOTE 15: SHARE CAPITAL

	Economic Entity		Economic Entity	
	2013	2012	2013	2012
	Shares	Shares	\$'000	\$'000
Ordinary Shares fully paid (no par value)	<u>30,573,181</u>	<u>30,573,181</u>	<u>11,138</u>	<u>11,138</u>
Details		No of shares		\$'000
Balance 30 June 2012		30,573,181		11,138
Shares bought back		-		-
Balance 30 June 2013		<u>30,573,181</u>		<u>11,138</u>

Share Buy Back

On 2 September 2005, the company announced an on-market buy back of up to 1,543,150 ordinary shares on issue. The buy back is a part of the company's capital management and is designed to improve shareholder returns. During the year ended 30 June 2013 the company bought back nil shares (2012: nil) shares.

Voting Rights

On a show of hands, one vote for every registered shareholder, and for a poll, one vote for every share held by a registered shareholder.

NOTE 16: RESERVES

Foreign currency translation reserve (a)	(69)	(132)
Share based payments reserve (b)	-	14
	<u>(69)</u>	<u>(118)</u>

For an explanation of movements in reserve accounts refer to Statement of Changes in Equity.

Nature and purpose of reserves

(a) Foreign currency translation reserve

Exchange differences arising on translation of the foreign controlled entity are taken to the foreign currency translation reserve as described in note 2(r). The reserve is recognised in profit and loss when the net investment is disposed of.

(b) Share based payments reserve

The share based payments reserve is used to recognise the fair value of options issued but not exercised.

NOTE 17: CAPITAL & LEASING COMMITMENTS

(a) Operating lease commitments

Payable:

Not later than 1 year	1,316	867
Later than 1 year but not later than 5 years	5,411	5,011
Later than 5 years	<u>6,777</u>	<u>8,124</u>
Minimum lease payments	<u>13,504</u>	<u>14,002</u>

(a) The Warriewood property lease is a non-cancellable lease ending on 13 January 2023, with rent payable monthly in advance. Contingent rental provisions within the lease agreement require that the minimum lease payments shall be increased at review dates at 3.75% per annum.

(b) The economic entity had no commitments for capital expenditure as at 30 June 2013 (2012: Nil)

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	Economic Entity	
	2013	2012
	\$'000	\$'000
NOTE 18: CONTINGENT LIABILITIES		
Estimates of the maximum amounts of contingent liabilities that may become payable:		
- Bank guarantees by Amber Technology Limited in respect of various property leases	685	685
	<u>685</u>	<u>685</u>

No material losses are anticipated in respect of any of the above contingent liabilities.

NOTE 19: EVENTS SUBSEQUENT TO REPORTING DATE

There are no matters that have arisen since the end of financial year that have significantly affected, or may significantly affect, the operations or the state of affairs of the economic entity in future financial years.

NOTE 20: RELATED PARTY TRANSACTIONS

Key management personnel compensation

Key management personnel comprises directors and other persons having authority and responsibility for planning, directing and controlling the activities of the economic entity.

	Economic Entity	
	2013	2012
	\$	\$
Summary		
- Short term employee benefits	1,145,072	1,448,640
- Post employment benefits	124,359	102,855
- Share based payments	756	3,827
	<u>1,270,187</u>	<u>1,555,323</u>

Transactions with related parties

The following transactions occurred with related parties:

- Payment for services from associate	63,007	50,540
- Payment for on-line marketing consulting services (director-related entity of Thomas Amos and Edwin Goodwin)	79,200	42,000
- Trade payables for on-line marketing consulting services (director-related entity of Thomas Amos and Edwin Goodwin)	6,000	6,000
	<u>148,207</u>	<u>98,540</u>

The company has taken advantage of the relief provided by Corporations Regulation 2M.6.04 and information required to be disclosed by AASB 124 paragraphs Aus25.4 to Aus 25.7.2 in respect of the remuneration of key management personnel is presented in the Directors' Report.

NOTE 21: SHARE BASED PAYMENT ARRANGEMENTS

The Board may determine the executives and eligible employees who are entitled to participate. The options expire 5 years after vesting or earlier in the event of dismissal, death, termination, redundancy or retirement of the employee.

During the financial year 100,000 options lapsed (2012: 125,000) and no options were forfeited (2012: Nil). There were no options exercised during the financial year.

The fair value of the options as at the date issued was determined with reference to the market price.

In relation to bonus issues, each outstanding option confers on the option holder the right to receive, on exercise of those outstanding options, not only one share for each of the outstanding options exercised but also the additional shares the option holder would have received had the option holder participated in the bonus issue as a holder of ordinary shares.

						Number of Options over Ordinary Shares	
						2013	2012
Employee Share Option Plan							
Held by employees at the beginning of the year						100,000	225,000
Held by employees at the end of the year						-	100,000
Exercisable at the end of the year						-	100,000
Set out below are summaries of options granted under the plan:							
Date Granted	Exercise Period		Exercise Price	Balance at start of year	Lapsed/ Forfeited during year	Balance at end of year	Exercisable at end of year
	Start	Finish					
2013							
07/12/04	30/09/07	30/09/12	\$1.35	100,000	(100,000)	-	-
				100,000	(100,000)	-	-
Weighted average exercise price				\$1.35	\$1.35	-	-
2012							
07/12/04	30/09/06	30/09/11	\$1.35	125,000	(125,000)	-	-
07/12/04	30/09/07	30/09/12	\$1.35	100,000	-	100,000	100,000
				225,000	(125,000)	100,000	100,000
Weighted average exercise price				\$1.35	\$1.35	\$1.35	\$1.35

The weighted average remaining contractual life of share options outstanding at the end of the period was nil years (2012: 0.25 years).

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NOTE 22: SEGMENT REPORTING

(a) Description of segments

Management has determined the 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 economic entity comprises the following operating segments:

Professional	Distribution of high technology equipment to professional broadcast, film, recording and sound reinforcement industries.
Lifestyle Entertainment	Distribution of home theatre products to dealers, distribution and supply of custom installation components for home theatre and commercial installations to dealers and consumers, and the distribution of projection and display products with business and domestic applications.
New Zealand	Distribution of a wide range of quality products for both professional and consumer markets in New Zealand.

(b) Segment information

2013	Professional \$'000	Lifestyle Entertainment \$'000	New Zealand \$'000	Eliminations \$'000	Economic Entity \$'000
Revenue					
- Total segment revenue	28,247	23,278	2,892	-	54,417
- Inter-segment revenue	53	37	75	(165)	-
Revenue from external customers	<u>28,300</u>	<u>23,315</u>	<u>2,967</u>	<u>(165)</u>	<u>54,417</u>
Result					
- Underlying EBIT	1,410	(1,226)	(129)	-	55
- Abnormal Inventory Obsolescence	(1,212)	(1,106)	-	-	(2,318)
- Segment EBIT	<u>198</u>	<u>(2,332)</u>	<u>(129)</u>	<u>-</u>	<u>(2,263)</u>
- Unallocated / corporate result					(553)
- EBIT					(2,816)
- Net interest and finance costs					(389)
- Loss before income tax					(3,205)
- Income tax benefit					993
- Loss for the year					<u>(2,212)</u>
Assets					
- Segment Assets	<u>11,604</u>	<u>11,727</u>	<u>1,857</u>	<u>-</u>	25,188
- Unallocated/corporate assets					3,619
- Total assets					<u>28,807</u>
Liabilities					
- Segment Liabilities	<u>6,479</u>	<u>2,245</u>	<u>1,005</u>	<u>-</u>	9,729
- Unallocated/corporate liabilities					5,871
- Total liabilities					<u>15,600</u>
Other					
- Acquisition of non current segment assets	68	101	3	-	172
					<u>172</u>
- Depreciation and amortisation of segment assets	136	203	11	-	350
					<u>350</u>

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NOTE 22: SEGMENT REPORTING (continued)

2012	Professional \$'000	Lifestyle Entertainment \$'000	New Zealand \$'000	Eliminations \$'000	Economic Entity \$'000
Revenue					
- Total segment revenue	19,495	27,542	2,479	-	49,516
- Inter-segment revenue	210	-	-	(210)	-
Revenue from external customers	<u>19,705</u>	<u>27,542</u>	<u>2,479</u>	<u>(210)</u>	<u>49,516</u>
Result					
- Segment EBIT	(906)	(3,031)	43	-	(3,894)
- Unallocated / corporate result					(967)
- EBIT					(4,861)
- Net interest and finance costs					(386)
- Profit before income tax					(5,247)
- Income tax expense					554
- Profit for the year					(4,693)
Assets					
- Segment Assets	<u>6,407</u>	<u>13,835</u>	<u>1,295</u>	<u>-</u>	21,537
- Unallocated/corporate assets					<u>3,924</u>
- Total assets					<u>25,461</u>
Liabilities					
- Segment Liabilities	<u>2,234</u>	<u>2,399</u>	<u>378</u>	<u>-</u>	5,011
- Unallocated/corporate liabilities					<u>5,145</u>
- Total liabilities					<u>10,156</u>
Other					
- Acquisition of non current segment assets	717	1,075	6	-	<u>1,798</u>
					<u>1,798</u>
- Depreciation and amortisation of segment assets	93	140	12	-	<u>245</u>
					<u>245</u>

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NOTE 22: SEGMENT REPORTING (continued)

(c) Segment information on geographical region

	Segment Revenues from		Carrying Amount of		Acquisition of Non-	
	Sales to External		Segment Assets		Current Assets	
	2013	2012	2013	2012	2013	2012
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Geographical Location						
- Australia	51,525	47,037	23,331	20,242	169	1,792
- New Zealand	2,892	2,479	1,857	1,295	3	6
	<u>54,417</u>	<u>49,516</u>	<u>25,188</u>	<u>21,537</u>	<u>172</u>	<u>1,798</u>

(d) Other segment information

(i) Accounting Policies

Segment revenues and expenses are those directly attributable to the segments and include any joint revenues and expenses where a reasonable basis of allocation exists. Segment assets include all assets used by a segment and consist principally of cash, receivables, inventories and property, plant and equipment and goodwill. All remaining assets of the economic entity are considered to be unallocated assets. Segment liabilities consist principally of accounts payable, employee entitlements, accrued expenses, provisions and borrowings.

Segment assets and liabilities do not include income taxes.

(ii) Intersegment Transfers

Segment revenues, expenses and result include transfers between segments. The prices charged on intersegment transactions are the same as those charged for similar goods to parties outside of the economic entity. These transfers are eliminated on consolidation.

	Economic Entity	
	2013	2012
	\$'000	\$'000
NOTE 23: CASH FLOW INFORMATION		
(i) Cash and cash equivalents		
Cash and cash equivalents included in the statement of cash flows comprise the following amounts:		
Cash on hand	3	3
At call deposits with financial institutions	2,840	2,492
	<u>2,843</u>	<u>2,495</u>
(ii) Reconciliation of net cash provided by operating activities to loss after income tax		
(Loss) for the year	(2,212)	(4,693)
Depreciation and amortisation	350	245
Impairment of goodwill	-	2,970
Net loss on disposal of plant and equipment	1	3
Foreign exchange gains	(12)	(19)
Non-cash share based payments	1	4
Changes in operating assets and liabilities		
(Increase)/Decrease in trade and other receivables	(2,013)	6,291
(Increase)/Decrease in inventories	(200)	1,032
Decrease in tax receivable	124	311
Increase/(Decrease) in payables	5,066	(4,756)
(Decrease)/Increase in lease liabilities	(28)	149
Increase/(Decrease) in provisions	34	(221)
Increase in deferred taxes	(993)	(556)
Net cash provided by operating activities	<u>118</u>	<u>760</u>

(iii) Non Cash Financing and Investing Activities

There were no non-cash financing or investing activities during the financial year.

NOTE 24: FINANCIAL RISK MANAGEMENT

The economic entity's financial risk management policies are established to identify and analyse the risks faced by the business, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the economic entity's activities.

The economic entity's activities expose it to a wide variety of financial risks, including the following:

- credit risk
- liquidity risk
- market risk (including foreign currency risk and interest rate risk)

This note presents information about the economic entity's exposure to each of the above risks, the objectives, policies and processes for measuring and managing risk and how the economic entity manages capital.

Liquidity and market risk management is carried out by a central treasury department (Group Treasury) in accordance with risk management policies. The Board has overall responsibility for the establishment and oversight of the risk management framework. The Board, through the Audit and Risk Management Committee, oversees how management monitors compliance with the risk management policies and procedures and reviews the adequacy of the risk management framework in relation to risks.

The economic entity uses derivative financial instruments such as foreign exchange contracts to hedge certain risk exposures. Derivatives are used exclusively for hedging purposes. The economic entity does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

Credit Risk

Credit risk is the risk of financial loss to the economic entity if a customer or the counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the economic entity's receivables from customers. The maximum exposure to credit risk is the carrying amount of the financial assets.

Trade and other receivables

Exposure to credit risk is influenced mainly by the individual characteristics of each customer. The customer base consists of a wide variety of customer profiles. New customers are analysed individually for creditworthiness, taking into account credit ratings where available, financial position, past experience and other factors. This includes major contracts and tenders approved by executive management. Customers that do not meet the credit policy guidelines may only purchase using cash or recognised credit cards. The general terms of trade for the economic entity are between 30 and 60 days.

In monitoring credit risk, customers are grouped by their debtor ageing profile. Monitoring of receivable balances on an ongoing basis minimises the exposure to bad debts.

Impairment allowance

The impairment allowance relates to specific customers, identified as being in trading difficulties, or where specific debts are in dispute. The impairment allowance does not include debts past due relating to customers with a good credit history, or where payments of amounts due under a contract for such customers are delayed due to works in dispute and previous experience indicates that the amount will be paid in due course.

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	Economic Entity	
	2013	2012
	\$'000	\$'000
NOTE 24: FINANCIAL RISK MANAGEMENT (continued)		
The ageing of trade receivables at the reporting date was:		
Not past due	4,977	3,156
Past due up to 30 days	2,280	2,347
Past due 31-60 days	603	331
Past due 61 days and over	381	805
Total trade receivables not impaired	8,241	6,639
Trade receivables impaired	81	186
Total trade receivables	8,322	6,825

The economic entity does not have other receivables which are past due (2012: Nil).

Liquidity Risk

Liquidity risk is the risk that the economic entity will not be able to meet its financial obligations as they fall due. The economic entity's policy for managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity (cash reserves and banking facilities) to meet its liabilities when due, under both normal and stressed conditions. The objective of the policy is to maintain a balance between continuity of funding and flexibility through the use of bank facilities.

The economic entity monitors liquidity risk by maintaining adequate cash reserves and banking facilities and by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. The table below summarises the maturity profile of the economic entity's financial liabilities based on contractual undiscounted payments:

	Contractual Cash Flows				
	Less than 3 months \$'000	3 to 6 months \$'000	6 to 12 months \$'000	More than 12 months \$'000	Total \$'000
Economic Entity					
2013					
Trade and other payables	9,983	-	-	-	9,983
Commercial Bills	3,814	-	-	-	3,814
Lease Liability	5	10	15	91	121
	13,802	10	15	91	13,918
Economic Entity					
2012					
Trade and other payables	4,839	-	-	-	4,839
Commercial Bills	3,400	-	-	-	3,400
Lease Liability	6	7	14	121	148
	8,245	7	14	121	8,387

The economic entity also has a number of premises under operating lease commitments. The future contracted commitment at year end is disclosed at note 17.

NOTE 24: FINANCIAL RISK MANAGEMENT (continued)

Market Risk

Market risk is the risk that changes in market prices will affect the economic entity's income or the value of its holdings of financial instruments. The activities of the economic entity expose it primarily to the financial risks of changes in foreign currency rates and interest rates. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, whilst optimising the returns.

Foreign Currency Risk

The economic entity operates internationally and is primarily exposed to currency risk on inventory purchases denominated in a currency other than the functional currency of the economic entity. Where appropriate, the economic entity uses forward exchange contracts to manage its foreign currency exposures.

The board has adopted a policy requiring management of the foreign exchange risk against the functional currency. The economic entity is required to hedge the exposure arising from future commercial transactions and recognised assets and liabilities using forward contracts. The amount of foreign currency denominated payables outstanding at balance date is disclosed at note 12.

In order to protect against exchange rate movements, the economic entity has entered into forward foreign exchange contracts. These contracts are hedging highly probably forecasted cash flows for the ensuing financial year. Management has a risk management policy to hedge between 50% and 80% of anticipated foreign currency transactions for the subsequent 4 months.

The maturity, settlement amounts and the average contractual exchange rates of the economic entity's outstanding forward foreign exchange contracts at the reporting date was as follows:

	Sell Australian dollars		Average exchange rates	
	2013	2012	2013	2012
	\$'000	\$'000		
Buy US dollars				
Maturity:				
0-3 months	2,037	2,359	0.9576	0.9737
3-6 months	-	515	0	0.9719
Buy EUR dollars				
Maturity:				
0-3 months	138	259	0.7225	0.7727

The following table demonstrates the impact on the profit and equity of the economic entity, if the Australian Dollar weakened/strengthened by 10%, which management consider to be reasonably possible at balance date against the respective foreign currencies, with all other variables remaining constant:

	Weakening of 10%		Strengthening of 10%	
	2013	2012	2013	2012
	\$'000	\$'000	\$'000	\$'000
Impact on profit	(168)	183	200	(120)
Impact on equity	(168)	183	200	(120)

NOTE 24: FINANCIAL RISK MANAGEMENT (continued)

Interest Rate Risk

The economic entity has a borrowing facility which allows the group to utilise a combination of commercial bills and overdraft facilities to minimise its interest costs whilst maintaining the flexibility to accommodate short term working capital requirements that may vary from time to time. By converting overdraft to commercial bill debt, interest rates are effectively converted from variable to fixed rates for the term of the bill. The use of the facility exposes the economic entity to cash flow interest rate risk.

As at the reporting date, the economic entity had the following fixed and variable rate borrowings:

	Note	Weighted average interest rate		Balance	
		2013	2012	2013	2012
		%	%	\$'000	\$'000
Commercial Bills	13	6.12%	6.54%	3,814	3,400

The following table demonstrates the impact on the profit and equity of the economic entity if the average interest rate on the multi option borrowing facility had either increased or decreased by 1%, which management consider to be reasonably possible over the whole year ending 30 June 2013, with all other variables remaining constant:

	Increase of 1% of average interest rate		Decrease of 1% of average interest rate	
	2013	2012	2013	2012
	\$'000	\$'000	\$'000	\$'000
Impact on profit	(38)	(33)	38	33
Impact on equity	(38)	(33)	38	33

Net Fair Values

The net fair values of assets and liabilities approximate their carrying values. No financial assets or liabilities are readily traded on organised markets.

Capital Management

The Board's aim is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

Total capital is defined as shareholders' equity. The Board monitors the return on capital, which is defined as net operating income divided by total shareholders' equity. The Board also establishes a dividend payout policy which is targeted as being greater than 50% of earnings, subject to a number of factors, including the capital expenditure requirements and the company's financial and taxation position. Dividend payout for the year ended 30 June 2013 is nil (2012: nil).

There were no changes to the economic entity's approach to capital management during the financial year.

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	Economic Entity	
	2013	2012
NOTE 25: EARNINGS PER SHARE		
Basic earnings per share (cents)	<u>(7.2)</u>	<u>(15.4)</u>
Weighted average number of ordinary shares (number)	<u>30,573,181</u>	<u>30,573,181</u>
Earnings used to calculate basic earnings per share (\$)	<u>(2,212,000)</u>	<u>(4,693,000)</u>
Diluted earnings per share (cents)	<u>(7.2)</u>	<u>(15.4)</u>
Weighted average number of ordinary shares (number)	<u>30,573,181</u>	<u>30,573,181</u>
Earnings used to calculate diluted earnings per share (\$)	<u>(2,212,000)</u>	<u>(4,693,000)</u>

(a) The effect of the Executive Share Option Plan options on issue is not considered dilutive because based on conditions at the date of this report, it is considered unlikely that these options would be converted into ordinary shares.

NOTE 26: DIVIDEND FRANKING CREDITS

In respect of dividends first recognised as a liability during the period or paid in the period without previously being recognised as a liability

Dividends that have been fully franked:

Amount in aggregate (\$'000)	-	-
Cents per share	-	-
Tax rate	30%	30%
Amount of franking credits available for subsequent reporting periods (\$'000)	<u>6,146</u>	<u>6,146</u>

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	Economic Entity	
	2013	2012
	\$	\$
NOTE 27: AUDITORS' REMUNERATION		
During the year the following fees were paid or payable for services provided by the auditor of the parent and its related practices:		
Audit services		
BDO East Coast Partnership (formerly PKF)		
Audit and review of financial reports, and other work under the Corporations Act 2001.	114,463	114,560
Other practices - PKF NZ		
Audit or review of financial reports of subsidiary	8,978	10,000
Total remuneration for audit services	<u>123,441</u>	<u>124,560</u>
Non-audit services		
BDO East Coast Partnership (formerly PKF)		
Tax compliance services, including review of company income tax returns	18,460	19,830
Other practices - PKF NZ		
Tax compliance services, including review of company income tax returns	2,504	
Total remuneration for non-audit services	<u>20,964</u>	<u>19,830</u>

It is the economic entity's policy to employ BDO on assignments additional to their statutory audit duties where BDO's expertise and experience with the economic entity are important. These assignments are principally tax advice or where BDO is awarded assignments on a competitive basis.

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Parent Entity

2013	2012
\$'000	\$'000

NOTE 28: PARENT ENTITY INFORMATION

Information relating to Ambertech Limited (parent entity):

- Current Assets	11,046	11,027
- Total Assets	15,604	15,584
- Current Liabilities	1,462	1,462
- Total Liabilities	1,462	1,462
- Share capital	11,138	11,138
- Share based payments reserve	-	14
- Retained earnings	<u>3,004</u>	<u>2,970</u>
Profit of the parent entity	19	13
Total comprehensive income of the parent entity	<u>19</u>	<u>13</u>

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

The parent entity and some of its subsidiaries are party to a deed of cross guarantee under which the parent guarantees the debts of the others.

Contingent Liabilities

The parent entity had no contingent liabilities as at 30 June 2013 (2012: Nil).

Capital Commitments

The parent entity had no capital commitments for property, plant and equipment as at 30 June 2013 (2012: Nil)

AMBERTECH LIMITED AND CONTROLLED ENTITIES

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DIRECTORS' DECLARATION

The directors of the company declare that:

1. The financial statements, comprising the statement of profit or loss and other comprehensive income, statement of financial position, statement of cash flows, statement of changes in equity and accompanying notes, are in accordance with the *Corporations Act 2001* and:
 - (a) comply with Accounting Standards and the *Corporations Regulations 2001* ; and
 - (b) give a true and fair view of the consolidated entity's financial position as at 30 June 2013 and of its performance for the year ended on that date.
2. The company has included in the notes to the financial statements an explicit and unreserved statement of compliance with International Financial Reporting Standards.
3. In the directors' opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.
4. The directors have been given the declarations by the chief executive officer and chief financial officer required by Section 295A.

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:



P F Wallace
Director



P A Amos
Director

Dated this 26th day of September 2013.
Sydney