A1 Investments & Resources Ltd

ABN 44 109 330 949

Annual Report - 30 June 2015

Contents

Directors	Charlie Nakamura Peter Ashcroft Hiroyuki Ogawa
Company secretary	Peter Ashcroft
Notice of annual general meeting	The annual general meeting of A1 Investments & Resources Ltd will be held at: Suite 606 / 37 Bligh Street Sydney NSW 2000 10:30 AM on Thursday 12 November 2015
Registered office	Suite 606 / 37 Bligh Street Sydney NSW 2000 Australia Tel: +61 2 9114 6888 Fax: +61 2 9232 8883
Principal place of business	Suite 606 / 37 Bligh Street Sydney NSW 2000 Australia
Share register	Computershare Investor Services Pty Limited Yarra Falls 452 Johnston Street Abbotsford VIC 3067 Tel: 1300 787 272 Fax: +61 3 9473 2500
Auditor	ESV Accounting and Business Advisors Level 18, City Centre 55 Market Street Sydney NSW 2000
Stock exchange listing	A1 Investments & Resources Ltd shares are listed on the Australian Securities Exchange (ASX code: AYI)
Website	www.a1investments.com.au

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of A1 Investments & Resources Ltd (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2015.

Directors
The following persons were directors of A1 Investments & Resources Ltd during the whole of the financial year and up to the date of this report, unless otherwise stated:

Charlie Nakamura
Peter Ashcroft
Hiroyuki Ogawa (appointed 25 June 2015)
Yuji Tachibana (appointed 16 October 2014 and resigned 8 March 2015)
Dan Kao (resigned 14 October 2014)

Principal activities
The principal activities of the consolidated entity during the financial year were those of an investment company focusing on projects in both Australia and Japan.

The consolidated entity continues to hold and monitor its existing investments in Australia, and has redirected its investment focus to the tourism and food sectors in Australia and the property sector in Guam, with the possibility of assisting its expansion into Japan.

There were no significant changes in the nature of the consolidated entity's principal activities during the financial year in so far as the consolidated entity's principal activities remained general investment. There was, however a change in the investment focus of the consolidated entity to property, tourism and the food industry.

Dividends
There were no dividends paid, recommended or declared during the current or previous financial year.

Review of operations
The loss for the consolidated entity after providing for income tax and non-controlling interest amounted to $1,497,212 (30 June 2014: $2,176,633).

Disposal of Jinji Resources Pty Limited
On 24 September 2014 the consolidated entity disposed of its entire investment in Jinji Resources Pty Limited ('Jinji Resources') for total consideration of $10,000. Jinji Resources comprised of Jinji Resources Pty Limited and A1IR Holdings Pte. Ltd.

SuperSorghum
Throughout the first two quarters of the reporting period to 31 December 2014 the consolidated entity actively pursued the development of its SuperSorghum business, including arranging trial plantings in Western Australian and the Northern Territory. Significant sales leads were developed and explored, particularly at Kununurra in Western Australia and Douglas Daly in the Northern Territory.

The failure of Ocean Pacific Management Pte Limited ('OPM') to bring forward its agreed funding (see below) resulted in the consolidated entity seeking other investors to continue with the SuperSorghum project. The failure of this funding also prevented the consolidated entity entering into the exclusive distribution agreement for SuperSorghum.

The consolidated entity is continuing to develop these opportunities with SuperSorghum but on a non-exclusive basis.

General Investments
In May 2014 the consolidated entity had succeeded in securing the agreement of its then noteholders to alter their security to converting notes and subsequently in August 2015 the noteholders agreed to consider taking shares in PAFtec, an investment held by the consolidated entity rather than converting to shares in the company. Noteholders with $850,000 in value of notes agreed to take PAFtec shares which had a significant effect on the dilution of all shareholders upon maturity of the notes. Finalisation of the assignment of the PAFtec shares to the noteholders has now taken place.

Corporate Structure and Funding
The consolidated entity issued a notice of Default to OPM. OPM which had entered an agreement with the company to provide $2,500,000 in funding only provided the consolidated entity with $100,000. This amount was converted to shares in the company on 31 December 2014.

In the last two quarters of the reporting period from 1 January 2015 to 30 June 2015 the consolidated entity was successful in securing new investors with placement funding of $2.45 million to be used for new general investments, but not for the SuperSorghum project.

Upon the issue of shares after the approval of the placement in June 2015 the consolidated entity's first new investment was in the acquisition of 50% of a Guam property investment entity with a large industrial property in Guam.

The consolidated entity is looking at several cash flow positive business opportunities in the travel and food industries in Australia. The consolidated entity continues to examine opportunities in other fields including finance and resources.

Refer to Note 2 in the Annual Report for the directors' view on going concern.

Significant changes in the state of affairs
Through the last three quarters of the financial year the consolidated entity had limited funds from which to expand its operations. The consolidated entity supported its existing operations including SuperSorghum during this period but could not further develop any project. A Special General Meeting ('SGM') held on 25 June 2015 resulted in the approval of placements for $2.45m which the company had in cash from the new investors at the time of the meeting. Those funds have now been converted to shares as approved by the shareholders at such meeting. The consolidated entity now has a reasonable amount of working capital to carry on business.

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

Matters subsequent to the end of the financial year
Conversion of convertible notes to shares in PAFtec Investment Fund Pty Limited
As at 30 June 2015 the assignment of the PAFtec shares to the noteholders who accepted this option had not been completed. The process has now been completed and all PAFtec shares of the company have been assigned to PAFtec Investment Fund Pty Limited and any outstanding obligation to the noteholders has now ceased.

Acquisition of Tournet Oceania Pty Limited
On 9 July 2015, the consolidated entity acquired 100% of the issued share capital in Tournet Oceania Pty Limited ('Tournet') for $90,000 by way of issue of shares in the company at an issue price of $0.001 per share. Tournet is a long established in-bound tourist business with long term associations with Japanese tourist company wholesalers. Tournet specialises in providing Japanese tourists with local tours including a Sydney night tour, golfing tours and tours to the Blue Mountains. The acquisition shall form the basis for the consolidated entity's investment in the tourism industry in Australia. The fair values of the assets acquired and the liabilities assumed have yet to be determined.

Acquisition of the business of ASA Foods Pty Limited
On 4 August 2015, the consolidated entity acquired all the business of ASA Foods Pty Limited known as Ikkyu for $120,000 by way of issue of shares in the company at an issue price of $0.001 per share. A further performance payment equivalent to $30,000 is to be paid by way of issue of shares in the company at an issue price of $0.001 per share in 12 months subject to the achievement of certain milestones. The primary business of Ikkyu is a Japanese ramen restaurant in Sydney which is run by the award winning chef, Mr. Haru Inukai. Mr. Inukai has been employed by the consolidated entity to manage and operate its new food business. The fair values of the assets acquired and the liabilities assumed have yet to be determined.

Acquisition of Great Voyage Co. Ltd.
On 11 September 2015, the consolidated entity acquired 100% of the issued share capital in Great Voyage Co. Ltd. ('Great Voyage') for $682,000. Great Voyage is a specialised advertising agency headquartered in Tokyo, Japan that has developed a niche advertising business using public transport as a medium for advertising. Great Voyage will continue to operate independently while leveraging the consolidated entity's resources. The fair values of the assets acquired and the liabilities assumed have yet to be determined.

No other matter or circumstance has arisen since 30 June 2015 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Likely developments and expected results of operations
The consolidated entity is focusing on acquiring further cash flow businesses in the travel and food industries. The consolidated entity's current projected revenue for the next 12 months is on budget to exceed $3 million.

Environmental regulation
The consolidated entity is not subject to any significant environmental regulation under Australian Commonwealth or State law.

Information on directors

Name:	Charlie Nakamura
Title:	Managing Director and Chief Executive Officer
Qualifications:	B.IE (U.Nihon, Japan), MBA (U.Dubuque, USA)
Experience and expertise:	Charlie Nakamura worked for the Tokai Bank (a major Japanese bank that has merged and become the current Bank of Tokyo-Mitsubishi UFJ) from 1991 to 2002. During his time in Tokai Bank, Charlie's major activities included corporate finance, project finance, structured finance and international trading. In 1998, Charlie transferred to Tokai Australia Finance Corporation, Tokai Bank's Australian subsidiary. Charlie was a head of the corporate finance department for Toyota, Mitsubishi Corporation and Mitsui Corporation. In 2000, Tokai joined the project finance ('PF') deal with BHP and Mitsubishi Corporation. Charlie was Tokai's representative for this PF, which was well known as the “Blackwater” coking coalmining project. After a successful completion of the Blackwater project, Charlie was involved in various resource projects and made extensive networks in Australia.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	None
Interests in shares:	140,593,862 ordinary shares
Interests in options:	None

Name:	Peter Ashcroft
Title:	Executive Chairman
Qualifications:	LLB (University of Sydney), Solicitor of the Supreme Court of NSW and High Court of Australia (no longer practicing)
Experience and expertise:	Peter Ashcroft is a commercial law specialist with over 35 years' experience. He has assisted various resource companies in recent years to list, finance their operations with both debt and equity as well as manage their legal risks. Peter is familiar with mining and resource developments throughout Australia and has advised on joint ventures in Indonesia, New Zealand, The Philippines, India, USA, Sweden, Ghana, Canada and Madagascar. Peter has for many years lectured on natural resource law, trade practices, company law and corporate governance and compliance.
Other current directorships:	None
Former directorships (last 3 years):	Torian Resources NL, Goldsearch Limited
Special responsibilities:	Company Secretary
Interests in shares:	None
Interests in options:	None

Name:	Hiroyuki Ogawa (appointed 25 June 2015)
Title:	Non-Executive Director
Qualifications:	B.Ec (Yokohama National University), CFA (Chartered Financial Analyst)
Experience and expertise:	Hiro Ogawa has over 27 years experience in the finance and securities industries. His experiences range from providing advice on corporate structure and finances to trading of various securities. He has worked as specialist financial advisor particularly in transnational projects and Mr Ogawa maintains offices in Singapore and Japan.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	None
Interests in shares:	None
Interests in options:	None

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships in all other types of entities, unless otherwise stated.

'Former directorships (in the last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships in all other types of entities, unless otherwise stated.

Company secretary

Peter Ashcroft is an experienced company secretary and occupies this role along with being an executive director of the company. Refer to Information on Directors for further details on Peter.

Meetings of directors

The number of meetings of the company's Board of Directors ('the Board') held during the year ended 30 June 2015, and the number of meetings attended by each director were:

	Full Board	
	Attended	Held
Charlie Nakamura	14	14
Peter Ashcroft	14	14
Hiroyuki Ogawa	4	4
Yuij Tachibana	2	7
Dan Kao	2	3

Held: represents the number of meetings held during the time the director held office.

Corporate Governance Committee matters were dealt with by the Full Board.

Remuneration report (audited)

The remuneration report, which has been audited, outlines the director and executive remuneration arrangements for the consolidated entity and the company, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

The remuneration report is set out under the following main headings:
- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration

The objective of the consolidated entity's and company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and conforms with the market best practice for delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:
- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency

The Board is responsible for determining and reviewing remuneration arrangements for its directors and executives. The performance of the consolidated entity and company depends on the quality of its directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high quality personnel.

The Board has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the consolidated entity and company.

Alignment to shareholders' interests:
- has economic profit as a core component of plan design
- focuses on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value
- attracts and retains high calibre executives

Alignment to program participants' interests:
- rewards capability and experience
- reflects competitive reward for contribution to growth in shareholder wealth
- provides a clear structure for earning rewards

In accordance with best practice corporate governance, the structure of non-executive directors and executive remunerations are separate.

Non-executive directors remuneration
Fees and payments to non-executive directors reflect the demands which are made on, and the responsibilities of, the directors. Non-executive directors' fees and payments are reviewed annually by the Board. The Board may seek the advice of independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market (see 'use of remuneration consultants' section below). The chairman's fees are determined independently to the fees of other non-executive directors based on comparative roles in the external market. The chairman is not present at any discussions relating to determination of his own remuneration. Non-executive directors do not receive share options or other incentives.

ASX listing rules require that the aggregate non-executive directors remuneration shall be determined periodically by a general meeting. The most recent determination was at the Annual General Meeting held on 25 November 2011, where the shareholders approved an aggregate remuneration of $90,867.

Executive remuneration
The consolidated entity and company aims to reward executives with a level and mix of remuneration based on their position and responsibility, which is both fixed and variable.

The executive remuneration and reward framework has four components:
- base pay and non-monetary benefits
- short-term performance incentives
- share-based payments
- other remuneration such as superannuation and long service leave

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Board, based on individual and business unit performance, the overall performance of the consolidated entity and comparable market remunerations.

Executives can receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the consolidated entity and adds additional value to the executive.

The short-term incentives ('STI') program is designed to align the targets of the business units with the targets of those executives in charge of meeting those targets. STI payments are granted to executives based on specific annual targets and key performance indicators ('KPI') being achieved. KPI’s include profit contribution, customer satisfaction, leadership contribution and product management.

Long-term incentives ('LTI') include long service leave and share-based payments. Shares are awarded to executives over a period of three years based on long-term incentive measures. These include increases in shareholder value relative to the entire market and the increase compared to the consolidated entity's direct competitors.

Consolidated entity performance and link to remuneration
Remuneration levels are not directly dependent upon the consolidated entity or company's performance or any other performance conditions.

Use of remuneration consultants
During the financial year ended 30 June 2015, the company did not engage remuneration consultants to review its existing remuneration policies and provide recommendations on how to improve both the short-term incentives ('STI') and long-term incentives ('LTI') programs.

Voting and comments made at the company's 2014 Annual General Meeting ('AGM')
At the last AGM 100% of the shareholders voted to adopt the remuneration report for the year ended 30 June 2014. The company did not receive any specific feedback at the AGM regarding its remuneration practices.

Details of remuneration

Amounts of remuneration
Details of the remuneration of key management personnel of the consolidated entity are set out in the following tables.

The key management personnel of the consolidated entity consisted of the following directors of A1 Investments & Resources Ltd:
- Charlie Nakamura - Managing Director and Chief Executive Officer
- Peter Ashcroft - Executive Chairman
- Hiroyuki Ogawa - Non-Executive Director (appointed 26 June 2015)
- Yuij Tachibana - Non-Executive Director (appointed 16 October 2014 and resigned 8 March 2015)
- Dan Kao - Non-Executive Director (resigned 8 March 2015)

2015	Short-term benefits: Cash salary and fees $	Short-term benefits: Bonus $	Short-term benefits: Non-monetary $	Post-employment benefits: Super-annuation $	Long-term benefits: Employee leave $	Share-based payments: Equity-settled $	Total $
Executive Directors:							
Charlie Nakamura	70,000	-	3,364	6,650	-	-	80,014
Peter Ashcroft	70,000	-	-	6,650	-	-	76,650
	140,000	-	3,364	13,300	-	-	156,664

2014	Short-term benefits: Cash salary and fees $	Short-term benefits: Bonus $	Short-term benefits: Non-monetary $	Post-employment benefits: Super-annuation $	Long-term benefits: Employee leave $	Share-based payments: Equity-settled $	Total $
Non-Executive Directors:							
Peter Ashcroft	27,500	-	-	-	-	-	27,500
Dan Kao	8,250	-	-	555	-	-	8,805
Executive Directors:							
Charlie Nakamura	82,500	-	15,597	7,631	-	-	105,728
Peter Kao*	30,000	-	-	2,775	-	-	32,775
Other Key Management Personnel:							
Robert Kineavy**	20,000	-	-	-	-	-	20,000
	168,250	-	15,597	10,961	-	-	194,808

* Remuneration and benefits cover the period to resignation which was only part of the financial year
** Remuneration and benefits cover the period from appointment which was only part of the financial year

Service agreements
Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

Name:	C Nakamura
Title:	Executive Director and Chief Executive Officer
Agreement commenced:	1 June 2015
Term of agreement:	3 years
Details:	2 months' notice required to terminate. Entitled to 6 months gross salary.

Name:	P Ashcroft
Title:	Executive Chairman
Agreement commenced:	1 June 2015
Term of agreement:	3 years
Details:	2 months' notice required to terminate. Entitled to 6 months gross salary.

Name:	H Ogawa
Title:	Non-Executive Director
Agreement commenced:	26 June 2015
Term of agreement:	3 years
Details:	2 months' notice required to terminate.

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

Share-based compensation

Issue of shares
There were no shares issued to directors and other key management personnel as part of compensation during the year ended 30 June 2015.

Options
There were no options over ordinary shares issued to directors and other key management personnel as part of compensation that were outstanding as at 30 June 2015.

There were no options over ordinary shares granted to or vested by directors and other key management personnel as part of compensation during the year ended 30 June 2015.

Additional disclosures relating to key management personnel
In accordance with Class Order 14/632, issued by the Australian Securities and Investments Commission, relating to 'Key management personnel equity instrument disclosures', the following disclosure relates only to equity instruments in the company or its subsidiaries.

Shareholding
The number of shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions	Disposals/ other	Balance at the end of the year
Ordinary shares					
Charlie Nakamura	20,593,862	-	120,000,000	-	140,593,862
Dan Kao*	3,196,500	-	-	(3,196,500)	-
	23,790,362	-	120,000,000	(3,196,500)	140,593,862

* Disposals/other represents no longer KMP, not necessarily a disposal of holding.

This concludes the remuneration report, which has been audited.

Shares under option
Unissued ordinary shares of A1 Investments & Resources Ltd under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
25 June 2015	31 March 2016	$0.0004	500,000,000

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the company or of any other body corporate.

Shares issued on the exercise of options
There were no ordinary shares of A1 Investments & Resources Ltd issued on the exercise of options during the year ended 30 June 2015 and up to the date of this report.

Indemnity and insurance 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 the liability and the amount of the premium.

Indemnity and insurance of auditor
The company has not, during or since the financial year, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

During the financial year, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

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.

Non-audit services
Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 28 to the financial statements.

The directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The directors are of the opinion that the services as disclosed in note 28 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:
- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

Officers of the company who are former partners of ESV Accounting and Business Advisors
There are no officers of the company who are former partners of ESV Accounting and Business Advisors.

Auditor's independence declaration
A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out on the following page.

Auditor
ESV Accounting and Business Advisors continues in office in accordance with section 327 of the Corporations Act 2001.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the directors

____
Charlie Nakamura
Director

25 September 2015
Sydney

ESV

Auditor's Independence Declaration Under Section 307C of the Corporations Act 2001 to the Directors of A1 Investments & Resources Limited

I declare that to the best of my knowledge and belief, during the year ended 30 June 2015, there have been:

(i) no contraventions of the auditor's independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and

(ii) no contraventions of any applicable code of professional conduct in relation to the audit.

Dated at Sydney the 25th day of September 2015.

ESV Accounting and Business Advisors

Tim Valtwies
Partner

Board of directors Charter
This Charter sets out the role and specific responsibilities of the Board of directors (the 'Board') of A1 Investments & Resources Ltd ('company'), the delegation of authority to Board Committees and the Board's approach to corporate governance.

Roles and Responsibilities of the Board
The Board is ultimately responsible for the conduct and overall management of the company as well as for formulating and establishing its strategic goals with the aim of delivering shareholder value through performance maximisation of its businesses and employees.

The primary role of the Board is to:

- Appoint the Chief Executive Officer ('CEO'), and monitor performance of the CEO and senior executives;
- Monitor and optimise business performance, including against approved plans and policies;
- Formulate and establish the strategic direction of the company and monitor its execution;
- Protect the interests of shareholders;
- Approve external financial reporting by the company; and
- Attend to specific Board matters including director appointments, approval of dividends, calling of shareholders meetings, issue of securities, etc.

The Board shall meet regularly as it deems appropriate. In carrying out its duties, the Board will evaluate, review and if satisfied, approve recommendations received from Board committees or the company's management. It is responsible for the:

- development of strategic business planning and its final approval;
- review and approval of business and marketing plans and budgets, including the setting of performance objectives;
- monitoring of executive management's performance and their implementation of strategy and policy;
- constitutional structure, governance issues and significant policy issues;
- review and approval of proposals for major capital expenditure, acquisitions and divestitures and monitor their effectiveness;
- establishment of the Corporate Governance, Nomination and Remuneration and Audit Committees as well as ratifying their Charter and managing their effectiveness;
- managing the relationship and performance of the auditor;
- approval of company financial policies and financial statements;
- review and monitoring management processes in place aimed at ensuring integrity of financial and other reporting;
- review, guidance and ratifying systems and procedures for identifying and managing risk management, internal control, continuous disclosure and legal compliance;
- monitoring director and senior executive compliance with its legal, operational, financial and administrative policies;
- approval and monitoring compliance with the company's Delegation of Authority that prescribes the authority limits of management;
- selection, appointment and performance evaluation of the CEO as well as providing support and mentoring where required, and removal if deemed necessary;
- ratifying the appointment and the removal of senior executives; and
- review and provision of input to succession plans for executive and management roles.

Responsibilities of Chairman
The Chairman is responsible for leadership of the Board, for ensuring that the Board functions effectively, and for communicating the views of the Board (including through the CEO) to shareholders and the public. In performing this role the Chairman's responsibilities include:

- setting the agenda of matters to be considered by the Board;
- managing the conduct, frequency and length of Board meetings to ensure that the Board maintains an in-depth understanding of performance, the opportunities and challenges facing the company;
- facilitating open and constructive communications between Board members and encouraging their contribution to Board deliberations;
- acting as a mentor and independent sounding board to the CEO, advising the CEO on likely Board reactions to issues and proposals, keeping directors informally advised as necessary of such matters, convening special Board meetings as required and optimising the working relationship between the Chairman, directors and CEO; and
- reviewing the performance of the Board as a whole and all individual directors.

Board Composition & Structure

To provide for efficient understanding of and proper conduct with respect to the company's business:

- The Board shall comprise directors with a range of backgrounds and experience;
- The Board shall regularly review its composition and performance;
- The Chairman has no executive authority;
- The directors are encouraged to visit key site operations;
- The directors are required to disclose all conflicts of interest or potential conflicts; and
- Non-executive directors are required to be independent and are required to disclose all business relationships or dealings with the company in accordance with director independence policy.

The Board of directors may obtain independent professional advice at the company's expense and may review in advance the estimated cost of the advice for reasonableness. Directors must seek approval of the Chairman and such approval will be granted where the advice sought is reasonably justified.

Director Independence
The objective of the Director Independence Policy is to ensure the company and the subsidiaries it controls ('consolidated entity') fulfils its duties and maintains good governance, to increase the incidence of independent directors and to specify the materiality thresholds and other tests that will generally be applied in determining the independence of each director. The document also prescribes the disclosure guidelines.

This policy takes into account the Corporate Governance requirements established by the Australian Securities Exchange Corporate Governance Council that recommends the majority of the members of the Board of directors and the Audit Committee to be independent of the consolidated entity.

It is the responsibility of the Board to determine the independence of directors in accordance with the procedures contained in its policy. In reaching their decision regarding individual director independence, the Board reserves the right to consider a director to be independent even though they may not meet one or more of the specific thresholds or tests, having regard to the underlying policy of the independence requirement and the qualitative nature of that director's circumstances.

Corporate Governance Committee
The directors aspire to high standards of corporate governance. To ensure the effective management and execution of its duties, the Board has established the Corporate Governance Committee ('Committee') which is responsible for:
- Corporate governance matters;
- Nominations, appointments and remuneration of officers and senior executives; and
- Audit matters.

The Committee makes recommendations to the Board recognising their responsibility is not delegated except as specifically authorised by the Board.

The Committee shall comprise a non-executive director majority and with a minimum of two non-executive directors. The Committee shall be chaired by the Chairman of the company. The committee structure and membership is reviewed annually.

Minutes of these meeting are kept and tabled at the Board meeting.

Corporate Governance Committee Charter
The Corporate Governance Committee's Charter sets out the specific tripartite responsibilities delegated by the Board for the following areas:
- Corporate governance;
- Nominations & remunerations; and
- Audit.

Corporate Governance
The objective is to assist the Board with fulfilling its responsibilities for the proper governance of the Board and the company.

The primary role of the Committee in respect of corporate governance is to:
- establish a Charter for the Board;
- assess the policies, practices and conduct ensuring compliance; and
- monitor the performance of the Board and executives relative to standards expected.

To achieve the above objectives, the Committee shall ensure:
- the Board approves and directs the strategic business and marketing plans;
- performance objectives are set;
- executive management's performance and their implementation of strategy and policy is monitored;
- directors are given appropriate advice to assist on constitutional structure, governance issues and significant policy issues;
- proposals for major capital expenditure, acquisitions and divestitures are appropriately assessed and approved;
- potential conflicts of interest by directors are reported to the Board and if necessary interested directors excluded from discussion of the relevant matter and will not vote on that matter;
- directors will provide the company with details of their shareholdings in the company and any changes;
- directors will comply with the company's policies for Continuous Disclosure and Share Trading and its Code of Conduct which is reviewed annually;
- directors have, at the cost of the company, access to independent, external and professional advice;
- directors have access where necessary and at the cost of the company, to its senior executives for direct information on the company's affairs;
- the Board as a whole is responsible for the appointment and removal of the Company Secretary;
- directors will have the benefit of directors and Officers Insurance;
- directors will have the benefit of an indemnity from the company to the extent permitted by the Corporations Act as well as access to the company's Board papers on terms agreed between the company and the Board; and
- The Committee makes recommendations to the Board recognising non delegated responsibilities.

Nominations and Remuneration Committee
The objective is to assist the Board with fulfilling its responsibilities for Board composition, structure, membership and remuneration as well as the executive selection, remuneration and succession planning.

The primary role of the Committee in respect of nominations and remuneration is to:
- identify the necessary and desirable competencies of Board members;
- assess the extent to which the competencies are represented on the Board; and
- adhere to the selection and appointment process for directors and senior executives.

To achieve the above objectives, the Committee shall:
- engage appropriate qualified external consultants to provide advice and recommendations;
- assess the requisite competencies of Board member;
- review Board succession plans and skills goals;
- evaluate Board performance;
- make recommendations with regard to appointment, removal and remuneration of directors and the Company Secretary;
- incur at company expense every three years an independent professional assessment of remuneration levels for Board members and the senior executives;
- assess non-company time commitments of directors;
- have direct access to the Company Secretary;
- review and approve all executive positions reporting to the CEO;
- review overall remuneration structure and strategies; and
- review and assist with the senior executive succession planning

Due to the current size of the company, the role of the Nomination and Remuneration Committee is undertaken by the Full Board.

Audit Committee
The objective is to ensure the Board is fully informed on the adequacy of company's financial reporting structure and financial control system as well as the proper carriage of the company's audit process. The Committee has full and direct access to individual employees and the company's external auditors who report directly to them and to the Board.
The primary role of the Committee in respect of the Audit is to:
- assist the Board to fulfil its obligations for the company's accounts and external reporting;
- ensure appropriate internal financial control processes are in place and compliance with accounting policies;
- agree the scope and monitor the progress of the internal business reviews; and
- review issues which the Board or the CEO request.

The Committee shall enjoy all the powers it deems reasonably necessary for it to discharge its responsibilities efficiently and independently. To achieve the above objectives, the Committee shall:
- be satisfied that the financial statements and external reports are the result of proper processes and are signed off by the CEO and Chief Operating Officer ('COO') via the auditor's representation letter;
- inquire of the company's CEO and COO as to the existence of any significant deficiencies and material weaknesses in the design or operation of the internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarise and report financial information, and any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting;
- discuss any other major issues regarding accounting principles and financial statement presentations, internal controls, financial reporting issues, accounting standards treatment, off-balance sheet exposures and other material accounting and financial reporting issues.
- discuss and review the type and presentation of information to be included in earnings press releases;
- review the performance and compensation of the external auditors and be responsible for the appointment, retention, compensation, evaluation, re-appointment or termination of the external auditors;
- meet regularly with management and with the internal auditors and ensure that the company's financial processes and related internal controls are adequate;
- review the assessment of business risk across the consolidated entity;
- establish procedures to pre-approve all audit and non-audit related work which can be undertaken by the external auditors and review such activity on an annual basis;
- review significant transactions if requested to do so by the Board or by the CEO;
- ensure that the independent auditors prepare and deliver annually an Auditor's Statement and discuss any matters that may affect the independence of the company's independent auditors;
- obtain from the independent auditors in connection with any audit a timely report relating to the company's annual audited financial statements regarding:
  - alternative treatments of financial information within generally accepted accounting principles discussed with management
  - ramifications of the use of such alternative disclosures and treatments,
  - the treatment preferred by the independent auditors
  - material written communications between the independent auditors and management,
  - schedule of unadjusted differences;

  - management or internal control issues.
- discuss any significant matters arising from any audit; and
- discuss any difficulties the independent auditors encountered in the course of the audit, including any restrictions on their activities or access to requested information and any significant disagreements with management.

Due to the current size of the company, the role of the Audit Committee is undertaken by the Full Board.

Diversity
The company does not have a formal diversity policy and is therefore not disclosing any measurable objectives for achieving gender diversity.

The participation of women in the company and consolidated entity at 30 June 2015 was as follows:

- Women employees in the consolidated entity 25%
- Women in senior management positions 0%
- Women on the board 0%

CEO and CFO certification
The chief executive officer and chief financial officer have given a written declaration to the Board required by section 295A of the Corporations Act 2001 that in their view:

- the company's financial report is founded on a sound system of risk management and internal compliance and control which implements the financial policies adopted by the Board;
- the company's risk management and internal compliance and control system is operating effectively in all material respects;
- the company’s financial statements and notes thereto comply with the accounting standards; and
- the company’s financial statements and notes thereto give a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the financial year ended on that date.

A1 Investments & Resources Ltd
Statement of profit or loss and other comprehensive income
For the year ended 30 June 2015

	Note	Consolidated 2015 $	Consolidated 2014 $
Revenue from continuing operations	5	14,941	113,948
Investment and other income	6	153,056	499,849
Expenses			
Employee benefits expense		(350,573)	(286,709)
Depreciation expense	7	(2,809)	(2,665)
Consultancy and professional fees		(491,355)	(201,966)
Foreign exchange losses		(2,348)	(17,451)
Share registry and listing expenses		(45,558)	(49,833)
Impairment of receivables		-	(750,000)
Write off of receivables		(121,678)	-
Net loss on disposal of financial assets through profit or loss		(50,835)	(439,784)
Other expenses		(180,345)	(93,820)
Finance costs	7	(74,770)	(349,105)
Loss before income tax expense from continuing operations		(1,152,274)	(1,577,536)
Income tax expense	8	-	-
Loss after income tax expense from continuing operations		(1,152,274)	(1,577,536)
Loss after income tax expense from discontinued operations	9	(344,104)	(599,931)
Loss after income tax expense for the year		(1,496,378)	(2,177,467)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Gain on the revaluation of available-for-sale financial assets, net of tax		333,018	-
Foreign currency translation		-	(5,213)
De-recognition of foreign currency translation reserve		5,213	-
Other comprehensive income for the year, net of tax		338,231	(5,213)
Total comprehensive income for the year		(1,158,147)	(2,182,680)
Loss for the year is attributable to:			
Non-controlling interest		834	(834)
Owners of A1 Investments & Resources Ltd	23	(1,497,212)	(2,176,633)
		(1,496,378)	(2,177,467)
Total comprehensive income for the year is attributable to:			
Continuing operations		-	-
Discontinued operations		834	(834)
Non-controlling interest		834	(834)
Continuing operations		(814,043)	(1,577,536)
Discontinued operations		(344,938)	(604,310)
Owners of A1 Investments & Resources Ltd		(1,158,981)	(2,181,846)
		(1,158,147)	(2,182,680)

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

	Note	Consolidated 2015 $	Consolidated 2014 $
		Cents	Cents
Earnings per share for loss from continuing operations attributable to the owners of A1 Investments & Resources Ltd			
Basic earnings per share	34	(0.039)	(0.165)
Diluted earnings per share	34	(0.039)	(0.165)
Earnings per share for loss from discontinued operations attributable to the owners of A1 Investments & Resources Ltd			
Basic earnings per share	34	(0.012)	(0.063)
Diluted earnings per share	34	(0.012)	(0.063)
Earnings per share for loss attributable to the owners of A1 Investments & Resources Ltd			
Basic earnings per share	34	(0.050)	(0.228)
Diluted earnings per share	34	(0.050)	(0.228)

A1 Investments & Resources Ltd
Statement of financial position
As at 30 June 2015

	Note	Consolidated 2015 $	2014 $
Assets			
Current assets			
Cash and cash equivalents	10	1,069,747	137,742
Trade and other receivables	11	150,000	113,027
Financial assets at fair value through profit or loss	12	140,000	188,056
Available-for-sale financial assets	13	905,068	-
Other	14	-	6,835
		2,264,815	445,660
Assets of disposal groups classified as held for sale	15	-	370,144
Total current assets		2,264,815	815,804
Non-current assets			
Trade and other receivables	16	1,117,721	-
Investments accounted for using the equity method	17	1,938	-
Available-for-sale financial assets	18	-	572,050
Property, plant and equipment		9,304	4,984
Total non-current assets		1,128,963	577,034
Total assets		3,393,778	1,392,838
Liabilities			
Current liabilities			
Trade and other payables	19	948,736	203,600
Borrowings	20	60,000	2,592,354
		1,008,736	2,795,954
Liabilities directly associated with assets classified as held for sale		-	120,579
Total current liabilities		1,008,736	2,916,533
Total liabilities		1,008,736	2,916,533
Net assets/(liabilities)		2,385,042	(1,523,695)
Equity			
Issued capital	21	29,968,956	24,902,072
Reserves	22	1,436,238	1,098,007
Accumulated losses	23	(29,020,152)	(27,522,940)
Equity/(deficiency) attributable to the owners of A1 Investments & Resources Ltd		2,385,042	(1,522,861)
Non-controlling interest		-	(834)
Total equity/(deficiency)		2,385,042	(1,523,695)

The above statement of financial position should be read in conjunction with the accompanying notes

A1 Investments & Resources Ltd
Statement of changes in equity
For the year ended 30 June 2015

Consolidated	Issued capital $	Reserves $	Accumulated losses $	Non-controlling interest $	Total deficiency $
Balance at 1 July 2013	24,471,771	1,103,220	(25,346,307)	-	228,684
Loss after income tax expense for the year	-	-	(2,176,633)	(834)	(2,177,467)
Other comprehensive income for the year, net of tax	-	(5,213)	-	-	(5,213)
Total comprehensive income for the year	-	(5,213)	(2,176,633)	(834)	(2,182,680)
Transactions with owners in their capacity as owners:					
Conversion of convertible notes	430,301	-	-	-	430,301
Balance at 30 June 2014	24,902,072	1,098,007	(27,522,940)	(834)	(1,523,695)

Consolidated	Issued capital $	Reserves $	Accumulated losses $	Non-controlling interest $	Total equity $
Balance at 1 July 2014	24,902,072	1,098,007	(27,522,940)	(834)	(1,523,695)
Profit/(loss) after income tax expense for the year	-	-	(1,497,212)	834	(1,496,378)
Other comprehensive income for the year, net of tax	-	338,231	-	-	338,231
Total comprehensive income for the year	-	338,231	(1,497,212)	834	(1,158,147)
Transactions with owners in their capacity as owners:					
Contributions of equity, net of transaction costs (note 21)	5,066,884	-	-	-	5,066,884
Balance at 30 June 2015	29,968,956	1,436,238	(29,020,152)	-	2,385,042

The above statement of changes in equity should be read in conjunction with the accompanying notes

	Note	Consolidated 2015 $	2014 $
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		5,538	121,179
Payments to suppliers and employees (inclusive of GST)		(1,203,955)	(1,154,072)
		(1,198,417)	(1,032,893)
Interest received		6,266	2,104
Interest and other finance costs paid		(78,133)	(355,042)
Net cash used in operating activities	33	(1,270,284)	(1,385,831)
Cash flows from investing activities			
Payments for investments		(1,938)	(5,000)
Lease repayments		-	(10,042)
Payments for property, plant and equipment		(9,208)	(6,064)
Payment of other loans		(1,267,721)	-
Proceeds from other loans		-	300,000
Proceeds from sale of investments		167,103	1,242,474
Proceeds from disposal of business		10,000	-
Proceeds from disposal of property, plant and equipment		23,444	-
Proceeds from release of security deposits		450	-
Net cash from/(used in) investing activities		(1,077,870)	1,521,368
Cash flows from financing activities			
Proceeds from issue of shares	21	2,673,500	-
Proceeds/(repayment) of borrowings		537,544	-
Net cash from financing activities		3,211,044	-
Net increase in cash and cash equivalents		862,890	135,537
Cash and cash equivalents at the beginning of the financial year		206,857	71,320
Cash and cash equivalents at the end of the financial year	10	1,069,747	206,857

The above statement of cash flows should be read in conjunction with the accompanying notes

Note 1. General information

The financial statements cover A1 Investments & Resources Ltd as a consolidated entity consisting of A1 Investments & Resources Ltd and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is A1 Investments & Resources Ltd's functional and presentation currency.

A1 Investments & Resources Ltd is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Suite 606 / 37 Bligh Street
Sydney NSW 2000

A description of the nature of the consolidated entity's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 25 September 2015. The directors have the power to amend and reissue the financial statements.

Note 2. Significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

New, revised or amending Accounting Standards and Interpretations adopted
The consolidated entity has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the consolidated entity.

The following Accounting Standards and Interpretations are most relevant to the consolidated entity:
- AASB 2012-3 Amendments to Australian Accounting Standards - Offsetting Financial Assets and Financial Liabilities
- AASB 2013-3 Amendments to AASB 136 - Recoverable Amount Disclosures for Non-Financial Assets
- AASB 2013-9 Amendments to Australian Accounting Standards - Conceptual Framework, Materiality and Financial Instruments (Part B)
- Interpretation 21 Levies
- AASB 2014-1 Amendments to Australian Accounting Standards (Parts A to C)

Going concern
The financial report has been prepared on a going concern basis, which contemplates continuity of normal business activities and realisation of assets and settlement of liabilities in the ordinary course of business The directors believe the consolidated entity is a going concern for the following reasons:
- $2.45 million was raised in capital raising as approved by shareholders on 25 June 2015;
- The outstanding balance of AYIG Notes were converted to shares in PAFtec on 5 August 2015 thus extinguishing this debt;
- The Company executing its strategy of investing in operating businesses in Australia and Japan; and
- The directors plan to realise all or part of the Company’s investment in COTY Guam over the following months which will provide significant cash for the further requirements of the Company. If funds are not released from COTY Guam the directors will further examine the need to raise additional capital or debt. The directors will determine the most appropriate funding means at such time taking into consideration working capital requirements, budgets, share market conditions, capital raising opportunities and the interests of the Company’s shareholders.

Basis of preparation
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 for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention
The financial statements have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss and available-for-sale financial assets.

Note 2. Significant accounting policies (continued)

Critical accounting estimates
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

Parent entity information
In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 30.

Principles of consolidation
The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of A1 Investments & Resources Ltd ('company' or 'parent entity') as at 30 June 2015 and the results of all subsidiaries for the year then ended. A1 Investments & Resources Ltd and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the consolidated entity. Losses incurred by the consolidated entity are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Foreign currency translation
The financial statements are presented in Australian dollars, which is A1 Investments & Resources Ltd's functional and presentation currency.

Foreign currency transactions
Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign operations
The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

Revenue recognition
Revenue is recognised when it is probable that the economic benefit will flow to the consolidated entity and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

Dividend revenue
Dividend revenue is recognised when the right to receive a dividend has been established. Dividends received from associates and joint venture entities are accounted for in accordance with the equity method of accounting.

Note 2. Significant accounting policies (continued)

Interest
Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Other revenue
Other revenue is recognised when it is received or when the right to receive payment is established.

Income tax
The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Discontinued operations
A discontinued operation is a component of the consolidated entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately on the face of the statement of profit or loss and other comprehensive income.

Current and non-current classification
Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Cash and cash equivalents
Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Trade and other receivables
Other receivables are recognised at amortised cost, less any provision for impairment.

Note 2. Significant accounting policies (continued)

Non-current assets or disposal groups classified as held for sale
Non-current assets and assets of disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continued use. They are measured at the lower of their carrying amount and fair value less costs of disposal. For non-current assets or assets of disposal groups to be classified as held for sale, they must be available for immediate sale in their present condition and their sale must be highly probable.

An impairment loss is recognised for any initial or subsequent write down of the non-current assets and assets of disposal groups to fair value less costs of disposal. A gain is recognised for any subsequent increases in fair value less costs of disposal of a non-current assets and assets of disposal groups, but not in excess of any cumulative impairment loss previously recognised.

Non-current assets are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of assets held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of disposal groups classified as held for sale are presented separately on the face of the statement of financial position, in current assets. The liabilities of disposal groups classified as held for sale are presented separately on the face of the statement of financial position, in current liabilities.

Associates
Associates are entities over which the consolidated entity has significant influence but not control or joint control. Investments in associates are accounted for using the equity method. Under the equity method, the share of the profits or losses of the associate is recognised in profit or loss and the share of the movements in equity is recognised in other comprehensive income. Investments in associates are carried in the statement of financial position at cost plus post-acquisition changes in the consolidated entity's share of net assets of the associate. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment. Dividends received or receivable from associates reduce the carrying amount of the investment.

When the consolidated entity's share of losses in an associate equals or exceeds its interest in the associate, including any unsecured long-term receivables, the consolidated entity does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

The consolidated entity discontinues the use of the equity method upon the loss of significant influence over the associate and recognises any retained investment at its fair value. Any difference between the associate's carrying amount, fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

Investments and other financial assets
Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. They are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on the purpose of the acquisition and subsequent reclassification to other categories is restricted.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the consolidated entity has transferred substantially all the risks and rewards of ownership.

Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortised cost using the effective interest rate method. Gains and losses are recognised in profit or loss when the asset is derecognised or impaired.

Financial assets at fair value through profit or loss
Financial assets at fair value through profit or loss are either: i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit; or ii) designated as such upon initial recognition, where they are managed on a fair value basis or to eliminate or significantly reduce an accounting mismatch. Except for effective hedging instruments, derivatives are also categorised as fair value through profit or loss. Fair value movements are recognised in profit or loss.

Available-for-sale financial assets
Available-for-sale financial assets are non-derivative financial assets, principally equity securities, that are either designated as available-for-sale or not classified as any other category. After initial recognition, fair value movements are recognised in other comprehensive income through the available-for-sale reserve in equity. Cumulative gain or loss previously reported in the available-for-sale reserve is recognised in profit or loss when the asset is derecognised or impaired.

Note 2. Significant accounting policies (continued)

Impairment of financial assets
The consolidated entity assesses at the end of each reporting period whether there is any objective evidence that a financial asset or group of financial assets is impaired. Objective evidence includes significant financial difficulty of the issuer or obligor; a breach of contract such as default or delinquency in payments; the lender granting to a borrower concessions due to economic or legal reasons that the lender would not otherwise do; it becomes probable that the borrower will enter bankruptcy or other financial reorganisation; the disappearance of an active market for the financial asset; or observable data indicating that there is a measurable decrease in estimated future cash flows.

The amount of the impairment allowance for loans and receivables carried at amortised cost is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. If there is a reversal of impairment, the reversal cannot exceed the amortised cost that would have been recognised had the impairment not been made and is reversed to profit or loss.

The amount of the impairment allowance for financial assets carried at cost is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the current market rate of return for similar financial assets.

Available-for-sale financial assets are considered impaired when there has been a significant or prolonged decline in value below initial cost. Subsequent increments in value are recognised in other comprehensive income through the available-for-sale reserve.

Impairment of non-financial assets
Other non-financial assets are reviewed 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.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

Trade and other payables
These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and 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.

Borrowings
Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Where there is an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, the loans or borrowings are classified as non-current.

The component of the convertible notes that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs.

Finance costs
Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

Employee benefits

Defined contribution superannuation expense
Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

Fair value measurement
When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Note 2. Significant accounting policies (continued)

Assets and liabilities measured at fair value are classified, into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

Issued 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.

Earnings per share

Basic earnings per share
Basic earnings per share is calculated by dividing the profit attributable to the owners of A1 Investments & Resources Ltd, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

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.

Goods and Services Tax ('GST') and other similar taxes
Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the 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 tax authority is included in other receivables or other 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 tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

New Accounting Standards and Interpretations not yet mandatory or early adopted
Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2015. The consolidated entity's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the consolidated entity, are set out below.

AASB 9 Financial Instruments
This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard replaces all previous versions of AASB 9 and completes the project to replace IAS 39 ‘Financial Instruments: Recognition and Measurement’. AASB 9 introduces new classification and measurement models for financial assets. New simpler hedge accounting requirements are intended to more closely align the accounting treatment with the risk management activities of the entity. New impairment requirements will use an ‘expected credit loss’ model to recognise an allowance. The consolidated entity will adopt this standard from 1 July 2018 but the impact of its adoption is yet to be assessed.

IFRS 15 Revenue from Contracts with Customers
This standard is currently applicable to annual reporting periods beginning on or after 1 January 2017. Exposure Draft (ED 263) 'Effective Date of AASB 15' proposes to defer the application date by one year to 1 January 2018. The standard provides a single standard for revenue recognition. The core principle of the standard is that an entity will recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The Group expects to adopt this standard from 1 July 2018 but the impact of its adoption is yet to be assessed.

Note 3. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Fair value measurement hierarchy
The consolidated entity is required to classify all assets and liabilities, measured at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being: Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and Level 3: Unobservable inputs for the asset or liability. Considerable judgement is required to determine what is significant to fair value and therefore which category the asset or liability is placed in can be subjective.

The fair value of assets and liabilities classified as level 3 is determined by the use of valuation models. These include discounted cash flow analysis or the use of observable inputs that require significant adjustments based on unobservable inputs.

Impairment of non-financial assets
The consolidated entity assesses impairment of non-financial assets at each reporting date by evaluating conditions specific to the consolidated entity and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

Note 4. Operating segments

Identification of reportable operating segments
The consolidated entity operates in one segment, being an investment company focusing on projects in Australia and a property in Guam to 30 June 2015.

As a result of this, the operating segment information is as disclosed in the statements and notes to the financial statements throughout the report.

Note 5. Revenue

	Consolidated	
	2015	2014
	$	$
From continuing operations		
Research fees	-	113,843
Interest	14,941	105
Revenue from continuing operations	14,941	113,948

Note 6. Investment and other income

	Consolidated	
	2015	2014
	$	$
Net gain on financial assets through profit or loss	153,056	499,849

Note 7. Expenses

	Consolidated 2015 $	2014 $
Loss before income tax from continuing operations includes the following specific expenses:		
Depreciation		
Plant and equipment	2,809	2,665
Finance costs		
Interest and finance charges paid/payable	74,770	349,105
Rental expense relating to operating leases		
Minimum lease payments	36,362	8,689
Employee benefits expense		
Defined contribution superannuation expense	31,078	25,761
Employee benefits expense	319,495	260,948
Total employee benefits expense	350,573	286,709

Note 8. Income tax expense

	Consolidated 2015 $	2014 $
Numerical reconciliation of income tax expense and tax at the statutory rate		
Loss before income tax expense from continuing operations	(1,152,274)	(1,577,536)
Loss before income tax expense from discontinued operations	(344,104)	(599,931)
	(1,496,378)	(2,177,467)
Tax at the statutory tax rate of 30%	(448,913)	(653,240)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Write-downs to recoverable amounts	36,503	225,000
Non-deductible expenses	1,155	-
Loss on sale of investment	101,574	-
	(309,681)	(428,240)
Current year tax losses not recognised	277,061	428,240
Current year temporary differences not recognised	32,620	-
Income tax expense	-	-

As at 30 June 2015 unused tax losses for which no deferred tax asset has been recognised amounted to $10,009,330. The potential tax benefit at 30% is $3,002,799.

The above potential tax benefit for tax losses has not been recognised in the statement of financial position. These tax losses can only be utilised in the future if the continuity of ownership test is passed, or failing that, the same business test is passed.

Note 9. Discontinued operations

Description
On 24 September 2014 the consolidated entity disposed of its entire investment in Jinji Resources Pty Limited ('Jinji Resources') for total consideration of $10,000. Jinji Resources is a general investment company that consists of Jinji Resources Pty Limited and A1IR Holdings Pte. Ltd.

Note 9. Discontinued operations (continued)

Financial performance information

	Consolidated 2015 $	Consolidated 2014 $
Sales	-	8,000
Net gain on financial assets through profit or loss	30,862	83,747
Dividends	-	150
Interest	3	2,000
Rent	-	2,273
Other revenue	5,538	24,536
Total revenue	36,403	120,706
Employee benefits expense	(7,092)	(94,320)
Depreciation expense	-	(12,907)
Consultancy and professional fees	-	(80,309)
Share of net losses of associate entity	-	(231,954)
Net loss on disposal of investment	(26,763)	-
Other expenses	(4,709)	(295,210)
Finance costs	(3,363)	(5,937)
Total expenses	(41,927)	(720,637)
Loss before income tax expense	(5,524)	(599,931)
Income tax expense	-	-
Loss after income tax expense	(5,524)	(599,931)
Loss on disposal before income tax	(338,580)	-
Income tax expense	-	-
Loss on disposal after income tax expense	(338,580)	-
Loss after income tax expense from discontinued operations	(344,104)	(599,931)

Carrying amounts of assets and liabilities disposed

	Consolidated 2015 $	Consolidated 2014 $
Cash and cash equivalents	913	-
Trade and other receivables	100,000	-
Financial assets	197,812	-
Other current assets	122,080	-
Property, plant and equipment	10,838	-
Total assets	431,643	-
Borrowings	77,850	-
Total liabilities	77,850	-
Net assets	353,793	-

Note 9. Discontinued operations (continued)

Details of the disposal

	Consolidated	
	2015 $	2014 $
Total sale consideration	10,000	-
Carrying amount of net assets disposed	(353,793)	-
De-recognition of foreign currency reserve	5,213	-
	-	-
Loss on disposal before tax income	(338,580)	-
Income tax expense	-	-
Loss on disposal after income tax	(338,580)	-

Note 10. Current assets - cash and cash equivalents

	Consolidated	
	2015 $	2014 $
Cash and cash equivalents	1,069,747	137,742

Reconciliation to cash and cash equivalents at the end of the financial year
The above figures are reconciled to cash and cash equivalents at the end of the financial year as shown in the statement of cash flows as follows:

Balances as above	1,069,747	137,742
Cash and cash equivalents - classified as held for sale (note 15)	-	69,115
Balance as per statement of cash flows	1,069,747	206,857

Note 11. Current assets - trade and other receivables

	Consolidated	
	2015 $	2014 $
Other receivables	150,000	3,027
Share subscription deposit	-	110,000
	150,000	113,027

As at 30 June 2015, the receivable represents a loan to Tournet Oceania Pty Limited. This loan is unsecured, is payable on or before 30 June 2016 and interest is charged at 8% per annum. The consolidated entity acquired 100% of the issued share capital in Tournet Oceania Pty Limited on 9 July 2015. Refer to note 32 for details.

Note 12. Current assets - financial assets at fair value through profit or loss

	Consolidated	
	2015	2014
	$	$
Shares in listed entities - designated at fair value through profit or loss	140,000	188,056

Refer to note 26 for further information on fair value measurement.

Shares in listed entities
1,750,000 (2014: 3,761,120) shares in the Australian rare earths company Hastings Rare Metals Limited (ASX: HAS).

Note 13. Current assets - available-for-sale financial assets

	Consolidated	
	2015	2014
	$	$
Shares in unlisted entities	905,068	-

Refer to note 26 for further information on fair value measurement.

Shares in unlisted entities relate to the company's holding in PAFtec Pty Ltd which was classified as a non-current asset as at 30 June 2014.

Note 14. Current assets - other

	Consolidated	
	2015	2014
	$	$
Prepayments	-	6,385
Security deposits	-	450
	-	6,835

Note 15. Current assets - assets of disposal groups classified as held for sale

	Consolidated	
	2015	2014
	$	$
Cash and cash equivalents	-	69,115
Trade and other receivables	-	54,459
Financial assets at fair value through profit or loss	-	12,727
Other financial assets	-	197,812
Property, plant and equipment	-	36,031
	-	370,144

Refer to note 9 for further information on disposal groups classified as held for sale.

Note 16. Non-current assets - trade and other receivables

	Consolidated	
	2015	**2014**
	$	**$**
Receivable	1,117,721	750,000
Less: Provision for impairment of receivables	-	(750,000)
	1,117,721	-

As at 30 June 2015, the receivable represents a loan to COTY Guam LLC. This loan is unsecured, is payable on 30 June 2017 and interest is charged at 2% per annum.

As at 30 June 2014, the receivable represents a loan to Minatek Pty Ltd which arose from the disposal of shares in Heng Sheng Mining Corporation during the 30 June 2012 financial year. This loan was payable on demand, unsecured and interest-free. As the Board was examining the opportunity to convert the loan into equity in a new project introduced by Minatek Pty Ltd the loan has been classified as non-current. During the year ended 30 June 2014, the loan was fully impaired on the basis that there existed significant uncertainty over its recoverability and the loan was subsequently written off during the year ended 30 June 2015.

Note 17. Non-current assets - investments accounted for using the equity method

	Consolidated	
	2015	**2014**
	$	**$**
Investment in associate - COTY Guam LLC	1,938	-

Note 18. Non-current assets - available-for-sale financial assets

	Consolidated	
	2015	**2014**
	$	**$**
Shares in unlisted entities	-	572,050

Refer to note 26 for further information on fair value measurement.

As at 30 June 2014, shares in unlisted entities relate to the company's holding in PAFtec Pty Ltd and is classified as a current asset as at 30 June 2015.

Note 19. Current liabilities - trade and other payables

	Consolidated	
	2015	**2014**
	$	**$**
Trade payables and accruals	43,682	203,600
Payable to convertible noteholders	850,000	-
Other payables	55,054	-
	948,736	203,600

Refer to note 25 for further information on financial instruments.

The $850,000 payable to convertible noteholders relates to those noteholders who elected to take shares in PAFtec Pty Limited. As at 30 June 2015 the process of assigning the shares had not been completed. The assignment of the PAFtec shares to a trustee company of the noteholders was completed on 7 August 2015 and the company has no further legal liability to the noteholders.

Note 20. Current liabilities - borrowings

	Consolidated 2015 $	2014 $
Other loans - unsecured	60,000	300,000
Convertible notes payable	-	2,292,354
	60,000	2,592,354

Refer to note 25 for further information on financial instruments.

Convertible notes
During the year ended 30 June 2015, the convertible notes were partially converted into ordinary shares in the Company while the remaining convertible notes will be converted into shares in PAFtec Pty Ltd (see note 19).

Other loans
As at 30 June 2015 other loans represent advances from WIN Singapore Holdings Pte Limited. The loan is unsecured and interest of 8% per annum is payable in arrears on the maturity date which is 31 December 2015.

As at 30 June 2014 other loans represents advances from Sol Holdings (a Japanese listed company) and Marvel Seeds Pte Limited (Singapore) which were subsequently converted to equity during the year ended 30 June 2015.

Note 21. Equity - issued capital

	Consolidated			
	2015 Shares	2014 Shares	2015 $	2014 $
Ordinary shares - fully paid	10,597,266,550	956,141,262	29,968,956	24,902,072

Movements in ordinary share capital

Details	Date	Shares	Issue price	$
Balance	1 July 2013	478,029,040		24,471,771
Issue of shares on conversion of convertible notes	3 April 2014	478,112,222	$0.0009	430,301
Balance	30 June 2014	956,141,262		24,902,072
Issue of shares on conversion of convertible notes	30 September 2014	1,602,615,567	$0.0009	1,442,354
Issue of shares on conversion of loan and placement	11 November 2014	625,000,000	$0.0008	500,000
Issue of shares on conversion of loan and placement	25 November 2014	251,287,500	$0.0008	201,030
Issue of shares on conversion of loan and placement	25 November 2014	100,000,000	$0.0010	100,000
Issue of shares from share purchase plan	3 December 2014	37,222,221	$0.0009	33,500
Issue of shares on conversion of loan and placement	1 April 2015	400,000,000	$0.0005	190,000
Issue of shares from share purchase plan	25 June 2015	6,125,000,000	$0.0004	2,450,000
Issue of unlisted options	25 June 2015	500,000,000	$0.0003	150,000
Balance	30 June 2015	10,597,266,550		29,968,956

Ordinary shares
Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Note 21. Equity - issued capital (continued)

Capital risk management
The consolidated entity's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the consolidated entity may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The consolidated entity would look to raise capital when an opportunity to invest in a business, company or general equities was seen as value adding relative to the current parent entity's share price at the time of the investment. The consolidated entity actively pursue additional investments to grow its investment portfolio.

The capital risk management policy remains unchanged from the 30 June 2014 Annual Report.

Note 22. Equity - reserves

	Consolidated	
	2015	**2014**
	$	**$**
Available-for-sale reserve	616,536	283,518
Foreign currency reserve	-	(5,213)
Asset revaluation reserve	819,702	819,702
	1,436,238	1,098,007

Available-for-sale reserve
The reserve is used to recognise increments and decrements in the fair value of available-for-sale financial assets.

Foreign currency reserve
The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars. It is also used to recognise gains and losses on hedges of the net investments in foreign operations.

Asset revaluation reserve
The reserve is used to recognise increments and decrements in the fair value of non-current assets.

Movements in reserves
Movements in each class of reserve during the current and previous financial year are set out below:

Consolidated	Available-for-sale $	Foreign currency translation $	Asset revaluation $	Total $
Balance at 1 July 2013	283,518	-	819,702	1,103,220
Foreign currency translation	-	(5,213)	-	(5,213)
Balance at 30 June 2014	283,518	(5,213)	819,702	1,098,007
De-recognition of reserve on disposal of subsidiary	-	5,213	-	5,213
Revaluation of available-for-sale financial assets, net of tax	333,018	-	-	333,018
Balance at 30 June 2015	616,536	-	819,702	1,436,238

Note 23. Equity - accumulated losses

	Consolidated	
	2015	2014
	$	$
Accumulated losses at the beginning of the financial year	(27,522,940)	(25,346,307)
Loss after income tax expense for the year	(1,497,212)	(2,176,633)
Accumulated losses at the end of the financial year	(29,020,152)	(27,522,940)

Note 24. Equity - dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Note 25. Financial instruments

Financial risk management objectives
The consolidated entity's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The consolidated entity's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the consolidated entity. The consolidated entity uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks, ageing analysis for credit risk and beta analysis in respect of investment portfolios to determine market risk.

Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the consolidated entity and appropriate procedures, controls and risk limits. Finance reports to the Board on a monthly basis.

Market risk

Foreign currency risk
The consolidated entity undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

The consolidated entity does not have a hedging policy.

The carrying amount of the consolidated entity's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows:

	Assets		Liabilities	
	2015	2014	2015	2014
Consolidated	$	$	$	$
US dollars	1,119,659	740	1,938	-
Japanese yen	-	4,742	-	-
	1,119,659	5,482	1,938	-

The sensitivity analysis for foreign exchange risk of the above financial assets and financial liabilities is as follows:

		AUD strengthened			AUD weakened	
Consolidated - 2015	% change	Effect on profit before tax	Effect on equity	% change	Effect on profit before tax	Effect on equity
US dollar	5%	(53,225)	53,225	5%	58,827	(58,827)

Note 25. Financial instruments (continued)

		AUD strengthened			AUD weakened	
Consolidated - 2014	**% change**	**Effect on profit before tax**	**Effect on equity**	**% change**	**Effect on profit before tax**	**Effect on equity**
Japanese yen	5%	37	(37)	5%	(37)	37
US dollar	5%	237	(237)	5%	(237)	237
		274	(274)		(274)	274

The percentage change is the expected overall volatility of the significant currencies, which is based on management's assessment of reasonable possible fluctuations. The actual foreign exchange loss for the year ended 30 June 2015 was $2,348 (2014: $12,156).

Price risk
The consolidated entity is exposed to price risk on shares held in listed entities. For the years ended 30 June 2015 and 30 June 2014 the consolidated entity held shares in one listed entity, Hastings Rare Metals Limited (ASX: HAS).

The sensitivity analysis for price risk of its shares held in listed investments is as follows:

		Average price increase			Average price decrease	
Consolidated - 2015	**% change**	**Effect on profit before tax**	**Effect on equity**	**% change**	**Effect on profit before tax**	**Effect on equity**
Shares in listed entities	10%	14,000	(14,000)	10%	(14,000)	14,000

		Average price increase			Average price decrease	
Consolidated - 2014	**% change**	**Effect on profit before tax**	**Effect on equity**	**% change**	**Effect on profit before tax**	**Effect on equity**
Shares in listed entities	10%	18,806	(18,806)	10%	(18,806)	18,806

Interest rate risk
The consolidated entity's main interest rate risk arises from long-term borrowings. Borrowings issued at variable rates expose the consolidated entity to interest rate risk. Borrowings issued at fixed rates expose the consolidated entity to fair value interest rate risk.

As at the reporting date, the consolidated entity had the following fixed rate borrowings outstanding:

	2015		2014	
Consolidated	**Weighted average interest rate %**	**Balance $**	**Weighted average interest rate %**	**Balance $**
Other loans	8.00%	60,000	10.89%	24,767
Convertible notes	-%	-	12.00%	2,292,354
Net exposure to cash flow interest rate risk		60,000		2,317,121

An analysis by remaining contractual maturities in shown in 'remaining contractual maturities' below.

Credit risk
Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the consolidated entity. The consolidated entity has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The consolidated entity assesses credit risk on a transaction by transaction basis and uses guarantees, credit checks and other due diligence procedures as a risk management measure.

The consolidated entity has significant credit risk exposure to Australia given the substantial cash holding and exposure to COTY Guam LLC and value of the property held by this entity.

Note 25. Financial instruments (continued)

Credit risk related to balances with banks and other financial institutions is managed by the Board in accordance with approved Board policy. Such policy required that surplus funds are only invested with counterparties with a Standard & Poor's rating of at least AA-. The cash and cash equivalents are held with the consolidated entity's main financial institutions.

Liquidity risk
Vigilant liquidity risk management requires the consolidated entity to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The consolidated entity manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Remaining contractual maturities
The following tables detail the consolidated entity's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

Consolidated - 2015	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Trade payables	-%	43,586	-	-	-	43,586
Other payables	-%	55,054	-	-	-	55,054
Interest-bearing - fixed rate						
Other loans	8.00%	60,000	-	-	-	60,000
Total non-derivatives		158,640	-	-	-	158,640

Consolidated - 2014	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Trade payables	-%	203,600	-	-	-	203,600
Interest-bearing - fixed rate						
Convertible notes payable	12.00%	68,771	-	-	-	68,771
Lease liability	10.89%	12,461	12,461	3,115	-	28,037
Total non-derivatives		284,832	12,461	3,115	-	300,408

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Fair value of financial instruments
Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 26. Fair value measurement

Fair value hierarchy
The following tables detail the consolidated entity's assets and liabilities, measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:
Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date
Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
Level 3: Unobservable inputs for the asset or liability

Consolidated - 2015	Level 1 $	Level 2 $	Level 3 $	Total $
Assets				
Shares in listed entities	140,000	-	-	140,000
Shares in unlisted entities	-	-	905,068	905,068
Total assets	140,000	-	905,068	1,045,068

Consolidated - 2014	Level 1 $	Level 2 $	Level 3 $	Total $
Assets				
Shares in listed entities	188,056	-	-	188,056
Shares in unlisted entities	-	-	572,050	572,050
Total assets	188,056	-	572,050	760,106

Assets and liabilities held for sale are measured at fair value on a non-recurring basis.

There were no transfers between levels during the financial year.

Level 3 assets and liabilities
Movements in level 3 assets and liabilities during the current and previous financial year are set out below:

Consolidated	Available-for-sale $	Total $
Balance at 1 July 2013	567,050	567,050
Purchases	5,000	5,000
Balance at 30 June 2014	572,050	572,050
Gains recognised in other comprehensive income	333,018	333,018
Balance at 30 June 2015	905,068	905,068

Note 27. Key management personnel disclosures

Compensation
The aggregate compensation made to directors and other members of key management personnel of the consolidated entity is set out below:

	Consolidated 2015 $	 2014 $
Short-term employee benefits	143,364	183,847
Post-employment benefits	13,300	10,961
	156,664	194,808

Note 28. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by ESV Accounting and Business Advisors, the auditor of the company:

	Consolidated	
	2015 $	2014 $
Audit services - ESV Accounting and Business Advisors		
Audit or review of the financial statements	32,000	48,000
Other services - ESV Accounting and Business Advisors		
Taxation services	6,950	7,800
	38,950	55,800

Note 29. Related party transactions

Parent entity
A1 Investments & Resources Ltd is the parent entity.

Subsidiaries
Interests in subsidiaries are set out in note 31.

Key management personnel
Disclosures relating to key management personnel are set out in note 27 and the remuneration report in the directors' report.

Transactions with related parties
The following transactions occurred with related parties:

	Consolidated	
	2015 $	2014 $
Other income:		
Rent received from NDC Research Australia Pty Limited, a director related entity	-	2,273

Receivable from and payable to related parties
The following balances are outstanding at the reporting date in relation to transactions with related parties:

	Consolidated	
	2015 $	2014 $
Current receivables:		
Loan to Capricorn Minerals Pty Ltd which is a director related entity with Charlie Nakamura and Peter Ashcroft are common directors	-	3,000
Share subscriptions	-	110,000
Loan to Director of HETEC Co. Ltd.	-	15,800
Loan to COTY Guam LLC, an associate	1,117,721	-

Loans to/from related parties
There were no loans to or from related parties at the current and previous reporting date.

Terms and conditions
All transactions were made on normal commercial terms and conditions and at market rates.

Note 30. Parent entity information

Set out below is the supplementary information about the parent entity.

Statement of profit or loss and other comprehensive income

	Parent	
	2015	**2014**
	$	**$**
Loss after income tax	(1,152,274)	(4,302,173)
Total comprehensive income	(1,152,274)	(4,302,173)

Statement of financial position

	Parent	
	2015	**2014**
	$	**$**
Total current assets	2,264,719	443,701
Total assets	3,393,668	1,293,951
Total current liabilities	2,876,346	4,892,896
Total liabilities	2,876,346	4,892,896
Equity		
Issued capital	29,968,956	24,902,072
Available-for-sale reserve	485,175	283,518
Asset revaluation reserve	819,702	819,702
Accumulated losses	(30,756,511)	(29,604,237)
Total equity/(deficiency)	517,322	(3,598,945)

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries
The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2015 and 30 June 2014.

Contingent liabilities
The parent entity had no contingent liabilities as at 30 June 2015 and 30 June 2014.

Capital commitments - Property, plant and equipment
The parent entity had no capital commitments for property, plant and equipment at as 30 June 2015 and 30 June 2014.

Significant accounting policies
The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 2, except for the following:
- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Investments in associates are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

Note 31. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 2:

Name	Principal place of business / Country of incorporation	Ownership interest 2015 %	Ownership interest 2014 %
China Century Capital (HK) Limited	Hong Kong	100.00%	100.00%
Enegain Pty Ltd	Australia	-%	100.00%
Jinji Resources Pty Limited	Australia	-%	100.00%
A1IR Holdings Pte. Ltd.	Singapore	-%	100.00%
HETEC Co. Ltd.	Japan	-%	99.60%

Note 32. Events after the reporting period

Conversion of convertible notes to shares in PAFtec Investment Fund Pty Limited
As at 30 June 2015 the assignment of the PAFtec shares to the noteholders who accepted this option had not been completed. The process has now been completed and all PAFtec shares of the company have been assigned to PAFtec Investment Fund Pty Limited and any outstanding obligation to the noteholders has now ceased.

Acquisition of Tournet Oceania Pty Limited
On 9 July 2015, the consolidated entity acquired 100% of the issued share capital in Tournet Oceania Pty Limited ('Tournet') for $90,000 by way of issue of shares in the company at an issue price of $0.001 per share. Tournet is a long established in-bound tourist business with long term associations with Japanese tourist company wholesalers. Tournet specialises in providing Japanese tourists with local tours including a Sydney night tour, golfing tours and tours to the Blue Mountains. The acquisition shall form the basis for the consolidated entity's investment in the tourism industry in Australia. The fair values of the assets acquired and the liabilities assumed have yet to be determined.

Acquisition of the business of ASA Foods Pty Limited
On 4 August 2015, the consolidated entity acquired all the business of ASA Foods Pty Limited known as Ikkyu for $120,000 by way of issue of shares in the company at an issue price of $0.001 per share. A further performance payment equivalent to $30,000 is to be paid by way of issue of shares in the company at an issue price of $0.001 per share in 12 months subject to the achievement of certain milestones. The primary business of Ikkyu is a Japanese ramen restaurant in Sydney which is run by the award winning chef, Mr. Haru Inukai. Mr. Inukai has been employed by the consolidated entity to manage and operate its new food business. The fair values of the assets acquired and the liabilities assumed have yet to be determined.

Acquisition of Great Voyage Co. Ltd.
On 11 September 2015, the consolidated entity acquired 100% of the issued share capital in Great Voyage Co. Ltd. ('Great Voyage') for $682,000. Great Voyage is a specialised advertising agency headquartered in Tokyo, Japan that has developed a niche advertising business using public transport as a medium for advertising. Great Voyage will continue to operate independently while leveraging the consolidated entity's resources. The fair values of the assets acquired and the liabilities assumed have yet to be determined.

No other matter or circumstance has arisen since 30 June 2015 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Note 33. Reconciliation of loss after income tax to net cash used in operating activities

	Consolidated 2015 $	Consolidated 2014 $
Loss after income tax expense for the year	(1,496,378)	(2,177,467)
Adjustments for:		
Depreciation and amortisation	2,809	15,572
Write off of receivables	121,678	-
Share of net loss of associated entity	-	231,954
Net (gain)/loss on financials assets through profit or loss	(133,083)	(154,101)
Net loss on disposal of subsidiary	338,580	-
Other non-cash items	237,391	5,078
Change in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	(162,026)	740,538
Decrease in other operating assets	-	40,000
Decrease in trade and other payables	(179,255)	(87,405)
Net cash used in operating activities	(1,270,284)	(1,385,831)

Note 34. Earnings per share

	Consolidated 2015 $	Consolidated 2014 $
Earnings per share for loss from continuing operations		
Loss after income tax attributable to the owners of A1 Investments & Resources Ltd	(1,152,274)	(1,577,536)
	Number	**Number**
Weighted average number of ordinary shares used in calculating basic earnings per share	2,969,902,582	956,141,262
Weighted average number of ordinary shares used in calculating diluted earnings per share	2,969,902,582	956,141,262
	Cents	**Cents**
Basic earnings per share	(0.039)	(0.165)
Diluted earnings per share	(0.039)	(0.165)

	Consolidated 2015 $	Consolidated 2014 $
Earnings per share for loss from discontinued operations		
Loss after income tax	(344,104)	(599,931)
Non-controlling interest	(834)	834
Loss after income tax attributable to the owners of A1 Investments & Resources Ltd	(344,938)	(599,097)
	Number	**Number**
Weighted average number of ordinary shares used in calculating basic earnings per share	2,969,902,582	956,141,262
Weighted average number of ordinary shares used in calculating diluted earnings per share	2,969,902,582	956,141,262

Note 34. Earnings per share (continued)

	Cents	Cents
Basic earnings per share	(0.012)	(0.063)
Diluted earnings per share	(0.012)	(0.063)

	Consolidated	
	2015	2014
	$	$
Earnings per share for loss		
Loss after income tax	(1,496,378)	(2,177,467)
Non-controlling interest	(834)	834
Loss after income tax attributable to the owners of A1 Investments & Resources Ltd	(1,497,212)	(2,176,633)

	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	2,969,902,582	956,141,262
Weighted average number of ordinary shares used in calculating diluted earnings per share	2,969,902,582	956,141,262

	Cents	Cents
Basic earnings per share	(0.050)	(0.228)
Diluted earnings per share	(0.050)	(0.228)

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;
- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors

Charlie Nakamura
Director

25 September 2015
Sydney

Independent Audit Report to the Members of A1 Investments & Resources Limited

Report on the Financial Report

We have audited the accompanying financial report of A1 Investments & Resources Limited and its controlled entities ("the Group"), which comprises the statement of financial position as at 30 June 2015, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the Directors' declaration of the Group.

Directors' Responsibility for the Financial Report

The Directors of the Group 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 the Notes to the financial statements, 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 Group'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 Group'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*.

LEVEL 18, CITY CENTRE
55 MARKET STREET
SYDNEY NSW 2000
ESVGROUP.COM.AU

TELEPHONE. +61 2 9283 1666
FACSIMILE. +61 2 9283 1866
ADMIN@ESVGROUP.COM.AU

Independent Audit Report to the Members of A1 Investments & Resources Limited

Opinion

In our opinion:

(a) the financial report of A1 Investments & Resources Limited is in accordance with the *Corporations Act 2001*, including:

(i) giving a true and fair view of the financial position of the Group for the year ended 30 June 2015 and of its performance for the year ended on that date; and

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

(b) the financial report also complies with *International Financial Reporting Standards* as disclosed in the financial statements.

Report on Remuneration Report

We have audited the Remuneration Report included in pages 6 to 9 of the Directors' report for the year ended 30 June 2015. The Directors of the Group 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 A1 Investments & Resources Limited for the year ended 30 June 2015 complies with section 300A of the *Corporations Act 2001*.

Dated at Sydney the 25th day of September 2015.

ESV

ESV Accounting and Business Advisors

Tim Valtwies
Partner

The shareholder information set out below was applicable as at 22 September 2015.

Distribution of equitable securities
Analysis of number of equitable security holders by size of holding:

	Number of holders of ordinary shares	Number of holders of options over ordinary shares
1 to 1,000	35	-
1,001 to 5,000	48	-
5,001 to 10,000	262	-
10,001 to 100,000	444	-
100,001 and over	319	-
	1,108	-
Holding less than a marketable parcel	864	-

Equity security holders

Twenty largest quoted equity security holders
The names of the twenty largest security holders of quoted equity securities are listed below:

	Ordinary shares	
	Number held	% of total shares issued
WIN SINGAPORE HOLDINGS PTE LIMITED	4,850,000,000	45.77
KING FAME GROUP LIMITED	1,625,000,000	15.33
MARVEL GREEN POWER ENERGY PTE LTD	500,000,000	4.72
SOL HOLDINGS CORP	250,000,000	2.36
MR BAO-GUEY LIN	199,394,167	1.88
YAMAGEN SECURITIES CO LTD	179,397,000	1.69
MR MILTON YANNIS	145,647,778	1.37
MUSASHI IN-TECH CORP	126,287,500	1.19
HARUNOBU INUKAI	120,000,000	1.13
JINJI RESOURCES LTD	100,000,000	0.94
MR GABRIEL BERGER	79,796,146	0.75
MS MONICA TING CHANG	79,244,445	0.75
GENESIS CHARITABLE FOUNDATION (GENESIS LIFE FOUNDATION A/C)	72,222,222	0.68
HERAPAKI PTY LTD	66,666,667	0.63
MS NIKKI QIAN	66,666,667	0.63
MINATEK PTY LTD	66,111,111	0.62
MR CHUN-FU CHEN	64,712,917	0.61
DAISUKEI KATO	60,000,000	0.57
MR ANCHIA HUNG + MS SU FEN CHANG (WINKO SUPER FUND A/C)	59,600,000	0.56
MR PIN HSUN HSIANG + MRS JOANNA CUN JIE SHI (JOANNA & PIN SUPER FUND A/C)	55,555,556	0.52
	8,766,302,176	82.70

Unquoted equity securities

	Number on issue	Number of holders
Options	500,000,000	2

Substantial holders
Substantial holders in the company are set out below:

	Ordinary shares	
	Number held	% of total shares issued
WIN SINGAPORE HOLDINGS PTE LIMITED	4,850,000,000	45.77
KING FAME GROUP LIMITED	1,625,000,000	15.33

Voting rights
The voting rights attached to ordinary shares and convertible notes are set out below:

Ordinary shares
On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Convertible notes
There are no voting rights attached to the convertible notes.

There are no other classes of equity securities.