

The background of the entire page is a photograph of modern, multi-story apartment buildings. The central building is a prominent corner unit with a curved facade, featuring large glass windows and balconies with blue railings. It has a modern, architectural design with white and grey panels. To its left is another building with a more traditional rectangular facade and balconies. To its right is a taller building with a similar modern design. The sky is clear and blue. In the foreground, there are some green trees and a few cars parked on a street. The overall image conveys a sense of modern urban living and real estate investment.

HUDSON
INVESTMENT GROUP

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2019 Annual Report

ASX:HGL

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CORPORATE DIRECTORY

Hudson Investment Group Limited

ACN 004 683 729
ABN 25 004 683 729

Registered and Corporate Office

Level 2
Hudson House
131 Macquarie Street
Sydney NSW 2000
Telephone: +61 2 9251 7177
Fax: +61 2 9251 7500
Email: corporate@higl.com.au
Website: www.higl.com.au

Auditors

K.S. Black & Co
Level 1
251 Elizabeth Street
Sydney NSW 2000
Telephone: +61 2 8839 3000

Lawyers

Piper Alderman
Level 23, Governor Macquarie Tower
1 Farrer Place
Sydney NSW 2000
Telephone: +61 2 9253 9999

Bankers

Commonwealth Bank of Australia
Corporate Financial Services
Business & Private Banking
Level 9, Darling Park 1
201 Sussex Street
Sydney NSW 2000
Telephone: +61 2 9118 7031

Australia & New Zealand Banking Group Limited
Level 16, 20 Martin Place
Sydney NSW 2000
Telephone: +61 2 9216 2200

Board of Directors

John W Farey (Non-Executive Chairman)
Alan Beasley (Managing Director)
Wei Huang (Executive Director)
John J Foley
Dr Cheng Fong Han
Warren Wen-Shih Choo (Alternate Director)

Joint Company Secretaries

Henry Kinstlinger
Mona Esapournoori

Chief Financial Officer

Francis Choy

Risk & Compliance

Allan Scadden

Share Registry

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne VIC 3001
Telephone: 1300 850 505 (within Australia)

ASX Code – HGL

Hudson Investment Group Limited shares are listed on the Australian Securities Exchange.

This financial report covers the Consolidated Entity consisting of Hudson Investment Group Limited and its controlled entities.

Hudson Investment Group Limited is a company limited by shares, incorporated and domiciled in Australia.

CHAIRMAN'S REPORT 2019

It is with pleasure that I present to you the Annual Report for Hudson Investment Group Limited (HGL or the Company) for the twelve months to 31 December 2019. We are pleased to report that the Company recorded a consolidated net profit of \$3.15 million for the year ending 31 December 2019.

We are pleased to advise that the improved results from the last financial year are indicative of steady operations from the Company's Warnervale properties, increased valuations commensurate with the improved state of the industrial property market and falling interest rates generally reflecting higher asset values and decreased capitalisation rates.

The acquisition of the Brookes Street Bowen Hills, and 30% interest in 43 Regent Street Woolloongabba QLD properties (both collectively the Brisbane Properties) has allowed HGL to diversify its property portfolio. The acquisition of the Brisbane Properties increased the size of the Company's existing operations and assets of the Company as the properties have appreciating value and development potential. The acquisition was structured in a manner as to not impact on the Company's cash position as it was funded through the issue of new securities and cash received through their issue.


In March 2019 the Company entered a put and call option agreement to purchase the remaining 70% interest in 43 Regent Street Woolloongabba QLD property, which will further strengthen the Company's property investment portfolio.

In May 2019, the Company consolidated its share capital through the conversion of every 10 shares into 1 share. This allowed to bring the Company's share to a level broadly comparable to the Company's peer group of companies, as the total issued capital was reduced from 593,598,683 shares to 59,359,935 shares.

Looking to the future, the focus of the Company to continually develop its property portfolio to achieve its dual objective of capital appreciation and increased revenue, will strengthen the Company's strategic positioning for future ensuing growth.

On behalf of the Board of Directors, I would like to thank both the Company's management team for their continued hard work and dedication and to our shareholders for their continuing support and involvement in the Company.

We look forward to a successful year in 2020.



John W Farey
Non-Executive Chairman
16 March 2020

REVIEW OF OPERATIONS

Hudson Investment Group Limited (**ASX: HGL**) is an ASX-listed company focusing on industrial residential and commercial property development, and currently owns the following properties:

- 171-175 Sparks Road, Halloran, New South Wales
- 59 Mountain Road, Halloran, New South Wales
(both collectively the **Warnervale Properties**);
- 47 Brookes Street, Bowen Hills, Queensland
- 41-43 Brookes Street, Bowen Hills Queensland
(both collectively the **Bowen Hills Properties**); and
- 30% interest in 43 Regent Street, Woolloongabba, Queensland (the **Regent Street Property**)

Highlights

- January 2019 – acquired property at Brookes Street, QLD by way of issuance of share capital at \$0.035 per share and cash consideration
- April 2019 – acquired 30% property at Regent Street, QLD for \$1.2 million
- May 2019 – issued share capital consolidated 10:1 reducing total issued shares to 59,359,935.

Warnervale Property

- Approximately 44.5 hectares of land is strategically located within the Wyong Employment Zone (**WEZ**) and is situated some 12 kilometres by road to the north of the Wyong Town Centre, on the NSW Central Coast
- WEZ encapsulates the Warnervale Industrial Park which includes the Woolworths Distribution Centre, along with freestanding warehouse buildings and small unit estates interspersed
- Valuation of

	\$24.2 million
(a) Western Land	\$17.9 million
(b) Eastern Land	\$6.3 million
- Lease income 31 December 2019 was approximately \$1.03 million



Location of Warnervale Properties – Western and Eastern Lands

Bowen Hills Properties

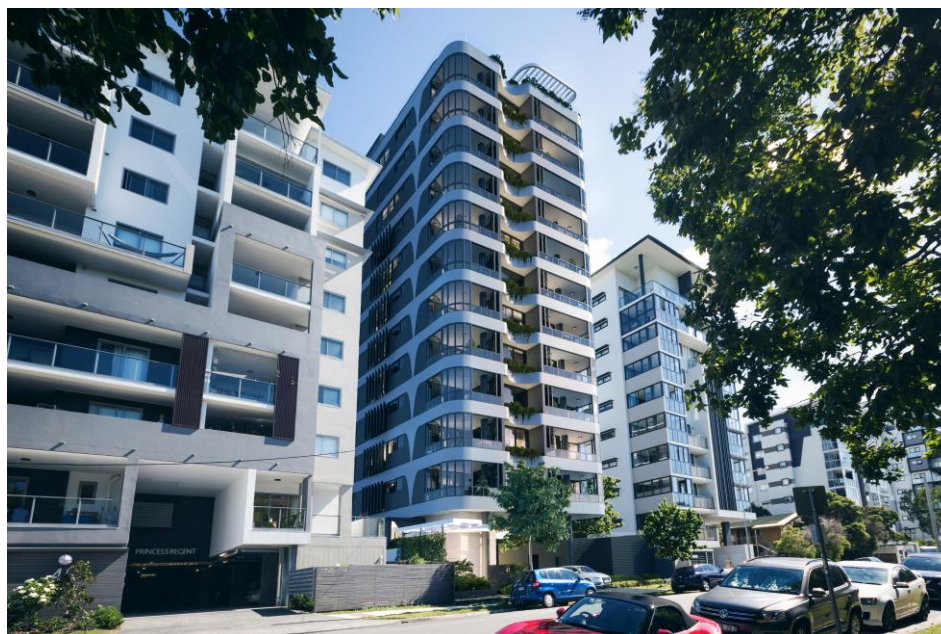
- The site located in the Brisbane CBD fringe suburb of Bowen Hills, approximately 2.4 kilometres north east of the Brisbane General Post Office.
- The site is well services by public transport with the Bowen Hills Train Station located 800 metres to the north east and Fortitude Valley Train Station located 900 metres to the south.
- Major surrounding precincts include the RNA showgrounds to the north west and the Royal Brisbane and Women's Hospital to the west.
- Land size – 2,022m²
- Brookes Street frontage – 40.2 metres approximately
- Exhibition Street – 40.2 metres approximately
- Lease income 31 December 2019 was approximately \$0.32 million
- Valuation 31 December 2019 was \$10.25 million
- In June 2019 the property was rezoned by Economic Development Queensland (**EDQ**) from Residential High Intensity to Mixed Use Zone and this resulted in an increase in the plot ratio from 3.0 to 6.0, and maximum height from 12 storey to 24 storeys
- The Development Application (**DA**) is to be submitted during the 1st quarter of 2020



Bowen Hills Artist Impression – Conceptual Commercial Design

Regent Street Property

- HGL entered into a sale and purchase agreement to acquire 30% of the Regent Property Trust (**the Trust**) that owns the Regent Street Property Development located at 43 Regent Street, Woolloongabba QLD 4102 (**Regent Street Project**) for \$1.2 million.
- HGL also entered into a put and call option agreement to purchase the remaining 70% of the Trust
- The option agreement is exercisable by 30 June 2021.
- Development approval received for the construction of 54 apartments over 11 levels.
- Case Meallin has been appointed the Project Manager for the Regent Street Project.
- Other partners in the project are being assessed for engagement.
- Construction due to commence 2nd quarter 2020.
- Estimated completion 3rd quarter 2021.



Artist's impression of Regent Street Project

Results for 2019

The results for 2019 are reflective of

- steady operations from our Warnervale properties
- increased valuations commensurate with the improved state of the industrial property market
- falling interest rates generally, reflecting higher asset values and decreased capitalisation rates.

Outlook for 2020

- Plans to further develop our Warnervale properties to unlock greater value
- Proceed with the Regent Street Project in Woolloongabba, Brisbane
- Submit a DA for our Brookes Street property in Bowen Hills Brisbane.
- Seek out additional potential property investment opportunities.

Commentary

The improved results from the last financial year reflect our steady operational activities at Warnervale through the leasing of property to 2 tenants who are benefitting from the buoyant activity in their industries. Better Concrete Products (**BCP**) manufacture a significant number of different concrete products from small drainage housings, to mammoth structural supports for road freeways and bridges. The increased government spend in infrastructure, particularly highways and associated infrastructure has seen BCP benefit from increased activity and therefore revenue and profitability. BCP have been ongoing tenants for some 5 years.

Bunnings Frame and Truss business has leased the Warnervale site for some 20 years. While the boom times in house construction has slowed a little in the last 6 months, Bunnings have the products and reputation to maintain their dominance of this sector. Plans are afoot to expand operations and we have sufficient additional land to satisfy their growth ambitions.

The purchase of the Brisbane properties has been a good strategic move to diversify HGL in the property market sectors, rather than being wholly dependent on the industrial sector, we are now engaged in the residential and commercial market sectors. Additionally, we are now diversified geographically as well entering the Brisbane market for residential and commercial property development activities.

We see the Brisbane market being an ideal sector in which to invest going forward as the demographic research shows Brisbane is growing at a faster rate than other capital cities in Australia, it is priced significantly lower than Sydney and Melbourne equivalent market sectors and additional Government and corporate spending on infrastructure and developments will improve this property market for demand and value going forward.

Our Regent Street property is strategically located near hospitals, universities, new light rail projects, and close to the Brisbane CBD. Our Bowen Hills properties have already benefitted in value from a rezoning from 12 to 24 levels and a plot ratio increase from 3:1 to 6:1, since we acquired the property. The almost \$3 billion redevelopment projects being undertaken by Lend lease in the Bowen Hills area adjacent to our Brookes St site we believe will also benefit our property values going forward.

Generally, we are happy with the activities and results for the 2019 year and quietly confident of a good year in 2020, as we continue to look for additional projects for the future years.



Alan Beasley
Managing Director
16 March 2020

DIRECTORS' REPORT

Your Directors present their report together with the financial statements on the consolidated entity (referred to hereafter as the **Group**) consisting of Hudson Investment Group Limited (the **Company**) and the entities it controlled at the end of or during the year ended 31 December 2019.

Principal activities	The principal activities of the Group during the financial year were investment and development of properties in Australia
Operating results	<p>The consolidated net profit after tax for the financial year ended 31 December 2019 was \$3.15 million compared to a net profit after tax of \$1.23 million for the previous corresponding financial year.</p> <p>Total Shareholders' Funds as at 31 December 2019 were \$24.8 million (2018: \$11.35 million) and the Net Tangible Asset per share is 41.78 cents (2018: 3.88 cents).</p>
Review of Operations	Information on the operations of the Group and its business strategies and prospects is disclosed in both the Chairman's Report and the Review of Operations contained on pages 5 to 7 of this Annual Report.
Dividends	The Directors of the Company do not recommend that any amount be paid by way of dividend (2018: nil).
Meetings of Directors	The number of Directors' Meetings and Directors' Committee Meetings held, and the number of these meetings attended by each of the directors of the Company during the financial year were:

Director	Directors Meetings		Remuneration Committee Meetings		Audit Committee Meetings	
	Attended	Held Whilst in Office	Attended	Held Whilst in Office	Attended	Held Whilst in Office
A Beasley	8	8	1	1	1	1
J Farey	8	8	1	1	1	1
Wei Huang*	2	2	1	1	1	1
J Foley	8	8	1	1	1	1
Dr Cheng Fong Han	8	8	1	1	1	1

* Mr Wei Huang was appointed as director on 4 June 2019

INFORMATION ON DIRECTORS AND MANAGEMENT

DIRECTORS

The following persons held office as Directors of the Company at any time during or since the end of the financial year:

John W Farey	Non-Executive Chairman	
Alan P Beasley	Managing Director	
Wei Huang	Executive Director	Appointed 4 June 2019
John J Foley	Non-Executive Director	
Dr Cheng Fong Han	Non-Executive Director	

All Directors have been in office since the commencement of the financial year unless otherwise stated.

John Farey, B. Com, FAIM, FAICD

Non-Executive Chairman - appointed on 1 February 2002

Experience and Expertise	John W Farey has over 45 years' experience in financial services including merchant and investment banking.
Other Current Directorships of Listed Companies	Nil
Former Directorships in the Last Three Years of Listed Companies	Raffles Capital Limited (ASX: RAF)
Special Responsibilities	Chairman of the Board Member of the Audit Committee
Interests in Shares and Options	Direct interest in 1,000 shares

Alan Beasley, B.Ec, CPA, FGIA, FAICD

Managing Director - appointed on 19 January 2015

Experience and Expertise	Mr Beasley is a Non-Executive Director and former Director of a number of publicly listed and unlisted companies. Mr Beasley was educated at the University of New England (BEc) and Stanford Graduate Business School, USA.
Other Current Directorships of Listed Companies	AFT Corporation Ltd (ASX: AFT) THC Global Group Limited (ASX: THC)
Former Directorships in the Last Three Years of Listed Companies	Raffles Capital Limited (ASX: RAF) Esperance Minerals Limited (ASX: ESM)
Special Responsibilities	Managing Director
Interests in Shares and Options	Direct interest in 160,000 shares.

Wei Huang, B.Ec, MComm

Executive Director - appointed on 4 June 2019

Experience and Expertise	Wei Huang graduated with Bachelor of Economics from Macquarie University and a Master of Commerce from the University of New South Wales. He is a member of CPA Australia and has experience in financial control, new business start-ups and development within the textile, retail, financial services, construction and mining sectors in Australia and internationally.
Other Current Directorships of Listed Companies	
Former Directorships in the Last Three Years of Listed Companies	
Special Responsibilities	
Interests in Shares and Options	Indirect interest in 6,000,000 shares

John Foley BD LLB BL (Dub) MAICD**Non-Executive Director - appointed on 6 August 2014**

Experience and Expertise	Mr Foley has wide-ranging experience in resources, industrial, manufacturing, legal, financial and investment related industries. His commercial and legal background provides knowledge and experience to the Company.
Other Current Directorships of Listed Companies	Citigold Corporation Limited
Former Directorships in the Last Three Years of Listed Companies	Nil
Special Responsibilities	Member of Audit Committee Chair of the Remuneration Committee
Interests in Shares and Options	Nil

Dr Cheng Fong Han BSc. PhD.**Non-Executive Director - appointed on 1 June 2017**

Experience and Expertise	Dr Han is the current Executive Chairman of Hua Xia International Investments Ltd. He has previously held appointments as Group CEO and Managing Director of Fraser and Neave Limited and DBS Land Limited, Deputy Managing Director of Petrochemical Corporation of Singapore, and Chairman of Australand Holdings Ltd (1996-2000). Dr Han has also served as Permanent Secretary to the Ministry of Manpower (Singapore) (1978-1984).
Other Current Directorships of Listed Companies	Nil
Former Directorships in the Last Three Years of Listed Companies	Nil
Special Responsibilities	Nil
Interests in Shares and Options	Nil

Mr Warren Wen-Shih Choo BSc.**Alternate Director to Dr Cheng Fong Han – appointed on 1 June 2017**

Experience and Expertise	Mr Choo currently serves as Assistant General Manager of Tridex Pte Ltd and Alternate Director at Transmex Systems International Pte Ltd. Mr Choo has a background in engineering.
Other Current Directorships of Listed Companies	Nil
Former Directorships in the Last Three Years of Listed Companies	Nil
Special Responsibilities	Nil
Interests in Shares and Options	Nil

MANAGEMENT**Henry Kinstlinger****Joint Company Secretary – Appointed 16 March 2016****Experience and Expertise**

Henry Kinstlinger has, for the past thirty years, been actively involved in the financial and corporate management of a number of public companies and non-governmental organisations. He is currently the Company Secretary of Australian Bauxite Limited, Frontier Capital Group Limited, THC Global Group Limited and Jayride Group Limited. He is a corporate consultant with broad experience in investor and community relations and corporate and statutory compliance.

Mona Esapournoori**Joint Company Secretary – appointed 5 June 2018****Experience and Expertise**

Mona Esapournoori holds a Bachelor of Law from University of Western Sydney. She is admitted as a solicitor with the Law Society of New South Wales.

Francis Choy MCom MBA FCPA (HK) FCPA CA**Chief Financial Officer****Experience and Expertise**

Francis Choy has held a number of senior positions in corporate financial management roles throughout Australia and South East Asia. He has extensive experience in project finance, compliance, acquisition and investment appraisals.

He has been involved in project finance, financial management of property development and telecommunication projects in South East Asia.

He held senior financial roles for numerous public listed companies both in Hong Kong and Australia.

LIKELY DEVELOPMENTS

Information on likely developments in the operations of the Group, known at the date of this report has been covered generally within the report. In the opinion of the Directors providing further information would prejudice the interests of the Group.

RISK MANAGEMENT

The Board is responsible for ensuring that risks, and also opportunities, are identified on a timely basis and that activities are aligned with the risks and opportunities identified by the Board.

The Company believes that it is crucial for all Board members to be a part of this process, and as such the Board has not established a separate risk management committee.

The Board has a number of mechanisms in place to ensure that management's objectives and activities are aligned with the risks identified by the Board. These include the following:

- Board approval of a strategic plan, which encompasses strategy statements designed to meet stakeholders' needs and manage business risk.
- Implementation of Board approved operating plans and budgets and Board monitoring of progress against these budgets.

LITIGATION

Halloran Properties 1 Pty Ltd (Halloran Properties), a wholly owned subsidiary of Hudson Investment Group Limited commenced proceedings in the Supreme Court of NSW for the return of the deposit of \$675,000 paid for Lot 3, which is located at 143 Sparks Road, Warnervale. The defendants to these proceedings have filed a crossclaim against Halloran Properties 1 Pty Ltd.

MATTERS SUBSEQUENT TO BALANCE DATE

At the date of this report there are no other matters or circumstances that have arisen since 31 December 2019 that have significantly affected or may significantly affect:

- The operations, in financial years subsequent to 31 December 2019 of the Group;
- The results of those operations; or
- The state of affairs, in financial years subsequent to 31 December 2019 of the Group.

ENVIRONMENTAL REGULATIONS

There has been no breach of environmental regulations during the financial year or in the period subsequent to the end of the financial year and up to the date of this report.

The Company aims to ensure that the highest standard of environmental care is achieved, and that it complies with all relevant environmental legislation. The Directors are mindful of the regulatory regime in relation to the impact of the Company's activities on the environment.

To the best of the Directors' knowledge, the Group has adequate systems in place to ensure compliance with the requirements of all environmental legislation described above and is not aware of any breach of those requirements during the financial year and up to the date of the Directors' Report.

REMUNERATION REPORT - AUDITED

The information provided in this Remuneration Report has been audited as required by Section 308 (3c) of the *Corporations Act 2001*.

This report outlines the remuneration arrangements in place for Directors and Executives of the Company.

REMUNERATION COMMITTEE

The Remuneration Committee reviews and approves policy for determining Executives' remuneration and any amendments to that policy.

The whole board sits as the Remuneration Committee which makes recommendations to the Board on the remuneration of Executive Directors (including base salary, incentive payments, equity awards and service contracts) and remuneration issues for Non-Executive Directors.

The Committee meets as often as required but not less than once per year.

The Committee met once during the period and Committee members attendance record is disclosed in the table of Directors Meetings shown on page 8.

Options granted to directors and key management personnel do not have performance conditions. As such the Group does not have a policy for directors and key management personnel removing the "at risk" aspect of options granted to them as part of their remuneration.

DIRECTORS' AND OTHER KEY MANAGEMENT PERSONNEL REMUNERATION

The following persons were Directors of the Company during the financial year unless otherwise stated:

- | | | |
|---------------------|------------------------|-----------------------|
| • John W Farey | Non-Executive Chairman | |
| • Alan P Beasley | Managing Director | |
| • Wei Huang | Executive Director | Appointed 4 June 2019 |
| • John J Foley | Non-Executive Director | |
| • Dr Cheng Fong Han | Non-Executive Director | |

The following persons were other key management personnel of Hudson Investment Group Limited during the financial year:

- | | |
|---------------------|-------------------------|
| • Henry Kinstlinger | Joint Company Secretary |
| • Mona Esapournoori | Joint Company Secretary |
| • Francis Choy | Chief Financial Officer |

Executives' remuneration and other terms of employment are reviewed annually having regard to relevant comparative information and independent expert advice. As well as basic salary, remuneration packages include superannuation. Directors are also able to participate in an Employee Share Plan.

Remuneration packages are set at levels that are intended to attract and retain executives capable of managing the Group's operations. Consideration is also given to reasonableness, acceptability to shareholders and appropriateness for the current level of operations.

Remuneration of Non-Executive Directors is determined by the Board based on recommendations from the Remuneration Committee and the maximum amount approved by shareholders from time to time.

PERFORMANCE CONDITIONS

The elements of remuneration as detailed within the Remuneration Report are dependent on the satisfaction of the individual's performance and Hudson Investment Group's financial performance.

The Board undertakes an annual review of its performance and the performance of the Board Committees.

Details of the nature and amount of each element of the remuneration of each Director of the Company and each specified executive of the Company are set out in the following tables. The remuneration amounts are the same for the Company and the Group.

Directors and Other Key Management Personnel of Hudson Investment Group Limited

	Short Term Employee Benefits		Post-Employment Benefits	Long Term Benefits	Total
	Salary and other fees	Non-Monetary Benefits	Superannuation	Long Service Leave	
	\$	\$	\$	\$	\$
Consolidated 2019					
Directors					
Alan P Beasley	210,000	-	-	-	210,000
John W Farey	22,000	-	-	-	22,000
Wei Huang	127,500	-	-	-	127,500
John J Foley	-	-	-	-	-
Dr Cheng Fong Han	-	-	-	-	-
Director - Total	359,500	-	-	-	359,500
Henry Kinstlinger	-	-	-	-	-
Mona Esapournoori	-	-	-	-	-
Francis Choy	-	-	-	-	-
KMP - Total	-	-	-	-	-
2018					
Directors					
Alan P Beasley	220,000	-	-	-	220,000
John W Farey	15,000	-	-	-	15,000
John J Foley	-	-	-	-	-
Dr Cheng Fong Han	-	-	-	-	-
Director - Total	235,000	-	-	-	235,000
KMP					
Henry Kinstlinger	-	-	-	-	-
Gananatha Minithantri	-	-	-	-	-
Mona Esapournoori	5,000	-	-	-	5,000
Francis Choy	20,000	-	-	-	20,000
KMP - Total	25,000	-	-	-	25,000

The amounts reported represent the total remuneration paid by entities in the Group in relation to managing the affairs of all the entities within the Group. The remuneration has not been allocated between the individual entities within the Group as this would not be practicable.

There is no performance conditions related to any of the above payments.

There is no other element of Directors and other Key Management Personnel remuneration.

EXECUTIVE SERVICE AGREEMENTS

There was one service agreement in place formalising the terms of remuneration of Mr Beasley. The agreement has no specific term and may be terminated by either party upon reasonable notice. The Company may terminate the agreement in the event of serious misconduct by either party without any compensatory payment.

CORPORATE SERVICE AGREEMENTS

The Company has entered into a Corporate Service Agreement with Hudson Asset Management Pty Limited pursuant to which Hudson Asset Management Pty Limited has agreed to provide its management, registered office, administrative, accounting and secretarial services.

The term of the Corporate Services Agreement has no fixed expiry term and the fee payable is that amount agreed between the parties from time to time. The terms of the Corporate Services Agreement provide that Hudson Asset Management Pty Limited shall act in accordance with the directions of the Board.

SHARE OPTIONS GRANTED TO DIRECTORS AND OTHER KEY MANAGEMENT PERSONNEL

There were no options granted during or since the end of the financial year to any of the Directors or other Key Management Personnel of the Company and the Group as part of their remuneration. At the date of this report there were no unissued shares under option to Directors or other Key Management Personnel of the Company.

End of Remuneration Report

DIRECTORS' INTEREST

The relevant interest of each Director in the share capital of the Company as shown in the Register of Directors' Shareholdings as at the date of this report is:

Directors' Interest in shares and options of the Company and related bodies corporate

Ordinary Shares (Number)	Direct Interest	Employee Share Plan	Indirect Interest	Total
Director				
John Farey	1,000	-	-	1,000
Alan Beasley	160,000	-	-	160,000
Wei Huang	-	-	6,000,000	6,000,000
John J Foley	-	-	-	-
Dr Cheng Fong Han	-	-	-	-

Please refer to Note 25 of the financial statements for details.

SHARES UNDER OPTION

No options over issued shares or interests in the Company were granted during or since the end of the financial year and there were no options outstanding at the date of this report.

LOANS TO DIRECTORS AND OTHER KEY MANAGEMENT PERSONNEL

No loans were made to Directors or specified Executives of the Company and the Group under the Employee Share Plan during the financial year. Please refer to Note 25 for details.

DIRECTORS' AND OFFICERS' INDEMNITIES AND INSURANCE

During the financial year the Company paid an insurance premium, insuring the Company's Directors, (as named in this report), Company Secretary, Executive officers and employees against liabilities not prohibited from insurance by the *Corporations Act 2001*.

A confidentiality clause in the insurance contract prohibits disclosure of the amount of the premium and the nature of insured liabilities.

PROCEEDINGS ON BEHALF OF THE COMPANY

Other than the matter referred to in the Directors' Report 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 purposes of taking responsibility on behalf of the Company for all or part of those proceedings.

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

ROUNDING OF AMOUNTS

The Company is of a kind referred to in Class Order 98/0100, issued by the Australian Securities & Investments Commission, relating to the "rounding off" of amounts in the Directors' Report. Amounts in the Directors' Report have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, to the nearest dollar.

AUDITOR'S INDEPENDENCE DECLARATION

The Auditor's Independence Declaration as required under Section 307C of the *Corporations Act 2001* has been received and is set out on page 18.

NON-AUDIT SERVICES

The Company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Group are important.

Details of the amounts paid or payable to the auditor K.S. Black & Co for audit and non-audit services provided during the year are set out below.

The Board of Directors has considered the position and, in accordance with advice received from the audit committee, is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*.

The directors are satisfied that the provision of non-audit services by the auditor, as set out below, did not compromise the auditor's independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services have been reviewed by the audit committee to ensure they do not impact the impartiality and objectivity of the auditor.
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professional Accountants*.

AUDITOR'S REMUNERATION

During the year the following fees were paid or payable for services provided by the Auditor of the parent entity, its related practices and non-related audit firms:

	Consolidated	
	2019	2018
	\$	\$
Audit services:		
Amounts paid or payable to auditors for audit and review of the financial report for the entity or any entity in the Group		
 Audit and review services fees	25,620	27,945
Taxation and other advisory services:		
Amounts paid or payable to the Auditor for non-audit taxation services for the entity or any entity in the Group		
 Taxation services	4,665	1,695
Advisory services	-	22,500
Total	30,285	52,140

AUDITOR

K.S. Black & Co continues in office in accordance with Section 327 of the *Corporations Act 2001*.

This Directors' Report, incorporating the Remuneration Report, is signed in accordance with a Resolution of the Board of Directors.



Wei Huang
Executive Director

Signed at Sydney
16 March 2020



Alan Beasley
Managing Director

Level 3
350 Kent Street
SYDNEY NSW 2000

75 Lyons Road
DRUMMOYNE NSW 2047

K.S. Black & Co.

ABN 48 117 520 555

20 Grose Street
North Parramatta NSW 2151

PO Box 2210
North Parramatta NSW 1750

Lead Auditors' Independence Declaration under Section 307C of the Corporations Act 2001

To the Members of Hudson Investment Group Limited

I declare that, to the best of my knowledge and belief, during the year ended 31 December 2019 there has been:

- i. no contraventions of the auditor 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.

The entities are in respect of Hudson Investment Group Limited and the entities it controlled during the period.

KS Black & Co
Chartered Accountants



Scott Bennison
Partner

Dated in Sydney on this 16 day of March 2020

For personal use only

CORPORATE GOVERNANCE STATEMENT

Corporate Governance Plan

The Company has adopted this Corporate Governance Plan, which forms the basis of a comprehensive system of control and accountability for the administration of corporate governance. The Board is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

To the extent they are applicable to the Company, the Board has adopted the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 3rd Edition ("Principles and Recommendations").

In light of the Company's size and nature, the Board considers that the current board is a cost effective and practical method of directing and managing the Company. As the Company's activities develop in size and scope, the size of the board and the implementation of additional corporate governance policies and structures will be reviewed.

a) Board Responsibilities

The Board is responsible for corporate governance of the Company. The Board develops strategies for the Company, reviews strategic objectives and monitors performance against those objectives. The goals of the corporate governance processes are to:

1. maintain and increase Shareholder value;
2. ensure a prudential and ethical basis for the Company's conduct and activities;
3. ensure compliance with the Company's legal and regulatory objectives consistent with these goals, and to achieve this the Board assumes the following responsibilities:
4. developing initiatives for profit and asset growth;
 - i. reviewing the corporate, commercial and financial performance of the Company on a regular basis;
 - ii. acting on behalf of, and being accountable to, the Shareholders; and
 - iii. identifying business risks and implementing actions to manage those risks and corporate systems to assure quality.

The Company is committed to the circulating of relevant materials to Directors in a timely manner to facilitate Directors' participation in the Board discussions on a fully-informed basis.

b) Composition of the Board

Election of Board members is substantially the province of the Shareholders in general meeting.

However, subject thereto, the Company is committed to the following principles:

1. the Board is to comprise persons with a blend of skills, experience and attributes appropriate for the Company and its businesses; and
2. the principal criteria for the appointment of new Directors are their ability to add value to the Company and its business. All incumbent Directors bring an independent judgement to bear in deliberations and the current representation is considered adequate given the stage of the Company's development. The names, qualifications and relevant experience of each Director will be set out in the Annual Reports of the Company.

c) Code of Conduct

As part of its commitment to recognising the legitimate expectations of stakeholders and promoting practices necessary to maintain confidence in the Company's integrity, the Company has an established Code of Conduct (**the Code**) to guide compliance with legal, ethical and other obligations to legitimate stakeholders and the responsibility and accountability required of the Company's personnel for reporting and investigating unethical practices or circumstances where there are breaches of the Code.

These stakeholders include employees, clients, customers, government authorities, creditors and the community as a whole. This Code governs all of the Company's commercial operations and the conduct of Directors, employees, consultants, contractors and all other people when they represent the Company. This Code also governs the responsibility and accountability required of the Company's personnel for reporting and investigating unethical practices.

The Board, management and all employees of the Company are committed to implementing this Code and each individual is accountable for such compliance. A copy of the Code is given to all employees, contractors and relevant personnel, including directors.

d) Diversity Policy

The Board has adopted a diversity policy which provides a framework for the Company to achieve, among other things, a diverse and skilled workforce, a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff, improved employment and career development opportunities for women and a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives.

e) Continuous Disclosure

The Board has adopted a diversity policy which provides a framework for the Company to achieve, among other things, a diverse and skilled workforce, a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff, improved employment and career development opportunities for women and a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives.

f) Whistle-blower policy

HGL is committed to the highest standards of conduct and ethical behaviour in all of our business activities, and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

HGL encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving HGL's businesses, and will ensure that those persons who make a report shall do so without fear of intimidation, disadvantage or reprisal.

g) Anti-bribery and corruption policy

HGL has zero tolerance for bribery and corruption and are committed to identifying and preventing bribery and corruption. Any breach will be treated seriously and may result in disciplinary action, dismissal or termination of contract.

h) Audit Committee and Management of Risk

The Board has established an Audit and Risk Committee comprised of the full board. the Company is not of a size that justifies having a separate committee to oversee risk, so matters typically considered by such a committee are dealt with by the full Board.

The Board has established an Audit and Risk Committee Charter governing the Audit and Risk Committee which is available on the Company's website (under "Corporate Governance").

i) Remuneration Arrangements

The Board will decide the remuneration of an executive Director, without the affected executive Director participating in that decision-making process.

The constitution of the Company provides that Directors are entitled to remuneration as the Directors determine, but the remuneration of the non-executive Directors must not exceed, in aggregate, a maximum amount fixed by the Company in general meeting of Shareholders for that purpose. This amount has been set at \$200,000.

A Director may be paid fees or other amounts (subject to any necessary Shareholder approval) (for example, non-cash performance incentives such as Options) as determined by the Board where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director.

Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors. The Board reviews and approves the remuneration policy to enable the Company to attract and retain executives and Directors who will create value for Shareholders having consideration to the amount considered to be commensurate for a company of its size and level of activity as well as the relevant Directors' time, commitment and responsibility. The Board is also responsible for reviewing any employee incentive and equity-based plans including the appropriateness of performance hurdles and total payments proposed.

j) Shareholder Communications

The Board strives to ensure that Shareholders are provided with sufficient information to assess the performance of the Company and its Directors and to make well-informed investment decisions. Information is communicated to Shareholders through:

1. annual and half-yearly financial reports and quarterly reports;
2. annual and other general meetings convened for Shareholder review and approval of Board proposals;
3. continuous disclosure of material changes to ASX for open access to the public; and
4. the Company maintains a website where all ASX announcements, notices and financial reports are published as soon as possible after release to ASX.

The auditor is invited to attend the annual general meeting of Shareholders. The Chairman will permit Shareholders to ask questions about the conduct of the audit and the preparation and content of the audit report.

g) Trading in HGL Shares

The Company's Share Trading Policy prohibits Directors from taking advantage of their position or information acquired, in the course of their duties, and the misuse of information for personal gain or to cause detriment to the Company.

Directors, senior executives and employees are required to advise the Company Secretary of their intentions prior to undertaking any transaction in the Company's securities.

If an employee, officer or director is considered to possess material non-public information, they will be precluded from making a security transaction until after the time of public release of that information.

A copy of the Company's Share Trading Policy is available on the Company's website (under "Corporate Governance").

h) Corporate Social Responsibility

The Company is committed to conducting its operations and activities in harmony with the environment and society, and wherever practicable to work in collaboration with communities and government institutions in decision-making and activities for effective, efficient and sustainable solutions.

A copy of the Company's Environmental and Social Charter is available on the Company's website (under "Corporate Governance").

i) Departures from Recommendations

The Company is required to report any departures from the recommendations in its annual financial report.

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ASX Corporate Governance Council's Corporate Governance Principles and Recommendations

PRINCIPLE	Response
PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT	
Recommendation 1.1	
The entity should have and disclose a charter, which sets out the the respective roles and responsibilities of the board, the Chair and management; and includes a description of those matters expressly reserved to the board and those delegated to management	<p>Complies.</p> <p>The Company's Corporate Governance Plan includes a Board Charter, which discloses the specific responsibilities of the Board. The responsibilities delegated to the senior management team are set out in the Board Charter.</p> <p>The Board Charter can be viewed at the Company's website http://www.higl.com.au</p>
Recommendation 1.2	
<p>The entity should undertake appropriate checks before appointing a person or putting forward to security holders a candidate for election, as a director.</p> <p>The entity should provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	<p>Complies.</p> <p>The Company has conducted appropriate checks for all current Directors.</p> <p>The Company will undertake appropriate checks described in Guidance Note 1, paragraph 3.15 issued by the ASX before appointing a person, or putting forward to Shareholders a candidate for election, as a Director.</p>
Recommendation 1.3	
The entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Complies.
Recommendation 1.4	
The company secretary of the entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<p>Complies.</p> <p>The Joint Company Secretaries have been appointed and are accountable directly to the Board, through the Chairperson, on all matters to do with the proper functioning of the Board.</p>
Recommendation 1.5	
The entity should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measurable objectives for achieving gender diversity for the board to assess annually both the objectives and the progress in achieving them.	<p>Complies.</p> <p>The Board has established a Diversity Policy.</p>
The entity should disclose in its annual report the measureable objectives for achieving gender diversity set by the board in accordance with the diversity policy and its progress towards achieving them.	The Diversity Policy is disclosed on the Company's website.

The entity should disclose in its annual report the proportion of women employees in the whole organisation, women in senior executive positions and women on the board.	Details of the Company's measurable objectives for achieving gender diversity and its progress towards achieving them and the entity's gender diversity figures are set out in the Company's annual report.
Recommendation 1.6	
The entity should have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors and disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Will comply. The Company will disclose the process for evaluating the performance of the Board, its committees and individual directors in its future annual reports. Details of the performance evaluations undertaken will be set out in future annual reports.
Recommendation 1.7	
The entity should have and disclose a process for periodically evaluating the performance of its senior executives; and disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process	Complies. Senior executive key performance indicators are set annually, with performance appraised by the Board, and reviewed in detail by the Board. The internal review is to be conducted on an annual basis and if deemed necessary an independent third party will facilitate this internal review. Details of the performance evaluations undertaken will be set out in future annual reports.
PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE	
Recommendation 2.1	
The entity's board should have a nomination committee which has at least three members, a majority of whom are independent directors; and is chaired by an independent director.	Does not comply. The Company does not have a nomination committee
The entity should disclose the charter of the committee, the members of the committee; and as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings.	Currently the role of the nomination committee is undertaken by the full Board. The Company intends to establish a nomination committee once the Company's operations are of sufficient magnitude.
If the entity does not have a nomination committee, it should disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	The Company does not have a nomination committee. The Board evaluates the skills, experience of its members and then determines whether additional members should be invited to the Board to complement or replace the existing members.
Recommendation 2.2	
The entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	Does not yet comply. The Company intends to develop a board skill matrix setting out the mix of skills and diversity the Board has and requires. The skill matrix will be available at the Company's website once finalised.

Recommendation 2.3	
The entity should disclose the names of the directors considered by the board to be independent directors and the length of service of each director.	Complies. John Farey, John Foley and Dr Cheng Fong Han are the independent directors.
The entity should disclose if a director has an interest, position, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendation (3 rd edition) but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion	The independence of the directors and length of service of each director are set out in the Company's annual report. Details of any relevant interest, position, association or relationship impacting upon a director's independence are set out in the Company's annual report.
Recommendation 2.4	
A majority of the board of the entity should be independent directors.	Complies The Company has four directors. Three of these directors are independent directors.
Recommendation 2.5	
The chair of the board of the entity should be an independent director and, in particular, should not be the same person as the CEO / Managing Director of the entity.	Complies The Chairman is independent and is not the Managing Director. The Company does have a separate CEO/managing director.
Recommendation 2.6	
The entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	Does not yet comply. Currently the induction of new directors and plan for professional development is managed informally by the full Board. The Company intends to develop a formal program for inducting new directors and providing appropriate professional development opportunities consistent with the development of the Company.
PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY	
Recommendation 3.1	
The entity should establish articulate and disclose its values	Complies. The Board has a Code of Conduct to guide compliance with legal, ethical and other obligations to legitimate stakeholders and the responsibility and accountability required of the Group's personnel for reporting and investigating unethical practices or circumstances where there are breaches of the Code. The Code of Conduct is available on the Company's website.

Recommendation 3.2	
<p>A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code by a director or senior executive; and</p> <p>(2) any other material breaches of that code that call into question the culture of the organisation.</p>	<p>Complies.</p> <p>The Company's Corporate Governance Plan includes a Code of Conduct, which discloses the specific responsibility and accountability of HGL directors, senior executives and employees</p> <p>The Code of Conduct can be viewed at the Company's website http://www.higl.com.au</p>
Recommendation 3.3	
<p>A listed entity should have and disclose a whistleblower policy and ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	<p>Complies.</p> <p>The Company's Corporate Governance Plan includes a whistleblower policy, which encourages promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.</p> <p>The whistleblower policy can be viewed at the Company's website http://www.higl.com.au</p>
Recommendation 3.4	
<p>A listed entity should have and disclose an anti-bribery and corruption policy and ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	<p>Complies.</p> <p>The Company's Corporate Governance Plan includes a anti-bribery and corruption policy, which outlines the Company's commitment to comply with the laws and regulations and acting in an ethical manner, consistent with the principles of honesty, integrity, fairness and respect.</p> <p>The anti-bribery and corruption policy can be viewed at the Company's website http://www.higl.com.au</p>
PRINCIPLE 4: SAFEGUARD INTEGRITY IN FINANCIAL REPORTING	
Recommendation 4.1	
<p>The board of the entity should have an audit committee, which consists only of non-executive directors, a majority of which are independent directors and is chaired by an independent chair that is not the chair of the board.</p> <p>The entity should disclose the charter of the committee, the members of the committee and as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings.</p>	<p>Partially complies.</p> <p>The board has established an audit and risk committee Charter.</p> <p>Members of the committee comprise the whole board of directors who have appropriate and relevant financial experience to act in this capacity.</p> <p>A summary of the charter and details of the number of times the audit and risk committee met throughout the period and the individual attendances of the members at those meetings are set out in the Company's annual report.</p> <p>The full audit and risk committee charter is available on the Company's website</p>

Recommendation 4.2	
The board should disclose whether it has, before approving the entity's financial statements for the financial period receive assurance from its Chief Executive Officer (or equivalent) and the Chief Financial Officer (or equivalent) a declaration that the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively in all material respects in relation to financial reporting risks.	<p>Complies.</p> <p>The Board requires the Managing Director and Chief Financial Officer to provide such a statement before approving the entity's financial statements for a financial period.</p>
Recommendation 4.3	
A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	<p>Complies.</p> <p>The Company goes through external auditor approval for its corporate reports. External auditor attends AGMs and is available to answer questions from Security Holders relevant to the audit.</p>
PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE	
Recommendation 5.1	
The entity should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at senior executive level for that compliance and disclose those policies or a summary of those policies.	<p>Complies.</p> <p>The Company has a written policy on information disclosure. The focus of these policies and procedures is continuous disclosure and improving access to information for investors.</p> <p>The Company's continuous disclosure policy can be viewed at the Company's website.</p>
Recommendation 5.2	
A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Complies.
Recommendation 5.3	
A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Complies.

PRINCIPLE 6: RESPECT THE RIGHTS OF SHAREHOLDERS

Recommendation 6.1	
The entity should provide information about itself and its governance to investors via its website.	<p>Complies.</p> <p>The Company has provided specific information about itself and its key personnel and has developed a comprehensive Corporate Governance Plan.</p> <p>Details can be found at the Company's website.</p>

Recommendation 6.2	
The entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	<p>Complies.</p> <p>The Company has established a Shareholder's Communication Policy. The Company recognises the importance of forthright communications and aims to ensure that the shareholders are informed of all major developments affecting the Company.</p> <p>Details of the Shareholder's Communication Policy can be found on the Company's website.</p>
Recommendation 6.3	
The entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	<p>Complies.</p> <p>The Shareholder's Communication Policy is available on the Company's website and details are set out in the Company's annual report.</p>
Recommendation 6.4	
A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Will comply at the next relevant meeting
Recommendation 6.5	
A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Complies.
PRINCIPLE 7: RECOGNISE AND MANAGE RISK	
Recommendation 7.1	
<p>The board of a listed entity should have a committee or committees to oversee risk, each of which has at least three members, a majority of whom are independent directors and is chaired by an independent director.</p> <p>The entity should disclose the charter of the committee, the members of the committee and at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings.</p>	<p>Complies.</p> <p>The Board has established an audit and risk committee to oversee risk which is comprised of the whole Board.</p> <p>Complies</p> <p>The Company's charter for the audit and risk committee is available at the Company's website and the details of the number of times the committee met and the individual attendances is set out in the Company's annual report.</p>

Recommendation 7.2	
The board or board committee should review the entity's risk management framework at least annually to satisfy itself that it continues to be sound, to determine whether there have been any changes in the material business risk the entity faces and to ensure that they remain with the risk appetite set by the board.	Complies.
The entity should also disclose in relation to each reporting period, whether such a review has taken place	<p>The Company's Corporate Governance Plan includes a Risk Management Review Procedure and Compliance and Control policy.</p> <p>The Board determines the Company's "risk profile" and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control.</p> <p>The Board has delegated to the audit and risk committee the responsibility for implementing the risk management system.</p> <p>Details of the number of times the committee conducted a risk management review in relation to each reporting period will be disclosed in its annual reports.</p>
Recommendation 7.3	
The entity should disclose if it has an internal audit function, how the function is structured and what role it performs. If the entity does not have an internal audit function, the entity should disclose that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	<p>Does not yet comply.</p> <p>The Board has delegated the internal audit function to the audit and risk committee and intends to establish and implement the structure and role of the internal audit function.</p> <p>The Company will disclose the details of the internal audit function in its future annual reports.</p>
Recommendation 7.4	
The entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	<p>Complies.</p> <p>The Company has an Audit and Risk committee appointed to manage economic sustainability and risk.</p>

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY	
Recommendation 8.1	
The board should establish a remuneration committee which has at least three members, a majority of whom are independent directors and is chaired by an independent director.	Does not yet comply due to the size of the Company. The entire board undertakes the functions normally delegated to a Remuneration Committee.
If the entity does not have a remuneration committee, the entity should disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	<p>The Board has adopted a Remuneration Committee Charter.</p> <p>However, the Company is not of a size that justifies having a separate Remuneration Committee so matters typically considered by such a committee are dealt with by the full Board.</p> <p>The Board has reviewed, through independent sources, the level and composition of remuneration for Directors and senior executives to ensure that such remuneration is appropriate and not excessive.</p>
Recommendation 8.2	
The entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p>Complies.</p> <p>The Company distinguishes the structure of Non-executive Directors' remuneration from Executive Directors and senior executives.</p> <p>Details of the policies and practices regarding remuneration are set out in the Company's annual report.</p> <p>The Remuneration Committee Charter is disclosed on the Company's website.</p>
Recommendation 8.3	
If the entity has an equity-based remuneration scheme it should have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and disclose that policy or a summary of it.	<p>Complies.</p> <p>The Company's Share Trading Policy prohibits executive staff from undertaking hedging or other strategies that could limit the economic risk associated with Company Securities issued under any equity-based remuneration scheme.</p> <p>The Share Trading Policy can be viewed on the Company's website</p>
PRINCIPLE 9: ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES	
Recommendation 9.1	
A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	We do not have a director in this position and therefore this recommendation is not applicable.

Recommendation 9.2	
A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	We do not have a director in this position and therefore this recommendation is not applicable.
Recommendation 9.3	
A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	We do not have a director in this position and therefore this recommendation is not applicable.

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**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER
COMPREHENSIVE INCOME**
FOR THE YEAR ENDED 31 DECEMBER 2019

	Notes	Consolidated 2019 \$'000	2018 \$'000
Revenue	4	1,660	1,044
Cost of services		(457)	(118)
Other income and expenses	5	3,067	1,443
Cost of providing services and administration expenses	6a	(735)	(701)
Finance income	6b	33	4
Finance expenses	6c	(418)	(440)
PROFIT BEFORE INCOME TAX		3,150	1,232
Income tax	7	-	-
PROFIT AFTER TAX FOR THE YEAR		3,150	1,232
OTHER COMPREHENSIVE INCOME			
Other comprehensive income		-	-
Tax expenses		-	-
Other comprehensive income after tax		-	-
Total comprehensive income		3,150	1,232
Profit attributable to non-controlling interests		-	-
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO MEMBERS OF THE PARENT ENTITY		3,150	1,232
Earnings per shares		Cents	Cents
Basic earnings per share (cents)	18	5.31	0.42
Diluted earnings per share (cents)	18	5.31	0.42

The above Statement should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION**AS AT 31 DECEMBER 2019**

		Consolidated	
		2019	2018
	Notes	\$'000	\$'000
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	8	245	150
Trade and other receivables	9	52	9
Other current assets	11	120	30
TOTAL CURRENT ASSETS		417	189
NON-CURRENT ASSETS			
Investment properties	12	33,843	19,723
Investment		2,082	-
Other assets	10	2	2
TOTAL NON-CURRENT ASSETS		35,927	19,725
TOTAL ASSETS		36,344	19,914
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	13	181	44
Accrued payable		10	-
TOTAL CURRENT LIABILITIES		191	44
NON-CURRENT LIABILITIES			
Financial liabilities	14	11,350	8,000
Deferred tax liability	7	-	-
Convertible Notes	15	-	520
TOTAL NON-CURRENT LIABILITIES		11,350	8,520
TOTAL LIABILITIES		11,541	8,564
NET ASSETS		24,803	11,350
EQUITY			
Issued Capital	16	63,397	53,094
Reserves	17	5,626	5,626
Accumulated losses	17	(44,220)	(47,370)
Total equity attributable to equity holders of the parent entity		24,803	11,350
Non-controlling interest		-	-
TOTAL EQUITY		24,803	11,350

The above Statement should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2019

Consolidated	Notes	Issued Capital	Reserves	Accumulated Losses	Total Equity
		\$'000	\$'000	\$'000	\$'000
Balance at 1 January 2019	16	53,094	5,626	(47,370)	11,350
Share issued		10,325	-	-	10,325
Share issuing costs		(22)	-	-	(22)
Profit for the year		-	-	3,150	3,150
Balance at 31 December 2019	16	63,397	5,626	(44,220)	24,803
Balance at 1 January 2018		52,598	5,626	(48,602)	9,622
Share issued		500	-	-	500
Share issuing costs		(4)	-	-	(4)
Profit for the year		-	-	1,232	1,232
Balance at 31 December 2018	16	53,094	5,626	(47,370)	11,350

The above Statement should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASHFLOWS

FOR THE YEAR ENDED 31 DECEMBER 2019

	Notes	Consolidated 2019 \$'000	2018 \$'000
Cash flows from operating activities			
Receipts from customers		1,609	993
Payments to suppliers, employees and service providers		(1,146)	(914)
Interest received		11	4
Interest paid		(371)	(393)
Net cash provided by/(used in) operating activities	20a	103	(310)
Cash flows from investing activities			
Payments for investment properties improvements		(451)	(48)
Payments for purchases of investments		(2,060)	(696)
Payments for property, plant and equipment		(10,630)	-
Repayment from/advance (to) other parties		-	106
Net cash (used in)/ provided by investing activities		(13,141)	(638)
Cash flows from financing activities			
Proceeds from issuing share		10,325	-
Share issuing cost		(22)	(4)
Issued /(retired) convertible notes		(520)	520
Bank borrowings		3,350	500
Net cash provided by /(used in) financing activities		13,133	1,016
Net increase/(decrease) in cash and cash equivalents		95	68
Cash and cash equivalents at the beginning of the year		150	82
Cash and cash equivalents at the end of the year	8	245	150

The above Statement should be read in conjunction with the accompanying notes.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019

1. CORPORATE INFORMATION

The consolidated financial statements and notes of the Company for the year ended 31 December 2019 were authorised for issue in accordance with a resolution of the directors and covers Hudson Investment Group Limited (the **Company**) as the parent entity as well as the group consisting of Hudson Investment Group Limited and its subsidiaries as required by the *Corporations Act 2001* (the **Group**).

The consolidated financial statements and notes are presented in Australian currency.

Hudson Investment Group Limited is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange.

2. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

a. Basis of preparation

This general-purpose financial report has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accountancy Standards Board and the *Corporations Act 2001*.

Statement of Compliance

Australian Accounting Standards ('AASBs') include Australian equivalents to International Financial Reporting Standards (**AIFRS**). Compliance with AIFRS ensures that the financial report of Hudson Investment Group Limited also complies with International Financial Reporting Standards.

Critical accounting estimates and judgements

Details of critical accounting estimates and assumptions about the future made by management at reporting date are set out below:

— Impairment of assets

The Company assesses impairment at each reporting date by evaluating conditions specific to the Group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. Calculations performed in assessing recoverable amounts incorporate a number of key estimates.

Critical judgements

Management have made the following judgements when applying the Group's accounting policies:

— Recognition of deferred tax assets

In line with the Group's accounting policy (Note 2f) and as disclosed in Note 7, deferred tax assets have not been recognised.

Going Concern

This financial report has been prepared on a going concern basis, which contemplates the continuity of business activities and the realisation of assets and payments of liabilities in the normal course of business.

The directors believe the Company will be able to pay its debts as and when they fall due and to fund near term anticipated activities.

2. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES continued

Historical cost convention

These financial statements have been prepared on an accruals basis and are based on the historical cost convention except for where noted in these accounting policies.

Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless otherwise stated.

ASIC Class Order 98/100

The Company is of a kind referred to in ASIC Class Order 98/100, issued by the Australian Securities and Investments Commission, relating to the 'rounding off' of amounts in the financial report. Amounts in the financial report have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, the nearest dollar.

b. Principles of consolidation

Subsidiaries

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Hudson Investment Group Limited ("**the parent entity**") as at the reporting date and the results of all subsidiaries for the year then ended. Hudson Investment Group Limited and its subsidiaries together are referred to in this financial report as the Group.

Subsidiaries are all those entities over which the Group has the power to govern the financial and operating policies so as to obtain benefits from the entity's activities, generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases. The financial performance of those entities is included only for the period of the year that they were controlled.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group.

Intercompany transactions, balances and unrealised gains on transactions between Group companies 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 Group.

Minority interests in the results and equity of subsidiaries are shown separately in the consolidated Statement of Profit or Loss and Other Comprehensive Income and Statement of Financial Position respectively.

Investments in subsidiaries are accounted for at cost in the individual financial statements of Hudson Investment Group Limited.

c. Segment reporting

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different to those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment and is subject to risks and returns that are different from those of segments operating in other economic environments. Reporting to management by segments is on this basis.

2. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES continued

d. Foreign currency transactions and balances

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Australian dollars, which is Hudson Investment Group Limited's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency 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 year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Profit or Loss and Other Comprehensive Income.

(iii) Group companies

The results and financial position of all the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each Statement of Financial Position presented are translated at the closing rate at the date of that Statement of Financial Position;
- income and expenses for each Statement of Profit or Loss and Other Comprehensive Income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions);
- retained earnings are translated at the exchange rates prevailing at the date of transactions; and
- all resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is sold, or borrowings repaid a proportionate share of such exchange differences are recognised in the Statement of Profit or Loss and Other Comprehensive Income as part of the gain or loss on the sale where applicable.

e. Revenue recognition

Revenue is recognised at the fair value of consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances and duties and taxes paid. The following specific recognition criteria must also be met before revenue is recognised:

Sale of Goods

Revenue from sale of goods is recognised when the significant risks and rewards of ownership have passed to the buyer and can be reliably measured. Risks and rewards are considered passed to buyer when goods have been delivered to the customer.

Interest

Interest revenue is recognised as it accrues taking into account the effective yield on the financial asset.

Rental Income

Rental income on investment properties is accounted for on a straight-line basis over the lease term. Contingent rentals are recognised as income in the periods when they are earned.

All revenue is stated net of the amount of goods and services tax (GST).

2. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES continued**f. Income tax**

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

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

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

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

The Company and its wholly owned entities are part of a tax-consolidated group under Australian taxation law. Hudson Investment Group Limited is the head entity in the tax-consolidated group. Tax expense/income, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax-consolidated group are recognised in the separate financial statements of the members of the tax-consolidated group using the 'separate taxpayer within group' approach. Current tax liabilities and assets and deferred tax assets arising from unused tax losses and tax credits of the members of the tax-consolidated group are recognised by the Company (as head entity in the tax-consolidated group).

The amounts receivable/payable under tax funding arrangements are due upon notification by the entity which is issued soon after the end of each financial year. Interim funding notices may also be issued by the head entity to its wholly owned subsidiaries. These amounts are recognised as current inter-company receivables or payables.

g. Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST except:

- where the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the Statement of Financial Position.

Cash flows are included in Statement of Cash Flows on a gross basis except for the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority, are classified as operating cash flows.

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

2. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES continued**h. Cash and cash equivalents**

For the purposes of the Statement of Cash Flows, cash includes cash and cash equivalents on hand and at call deposits with banks or financial institutions, investment in money market instruments maturing within less than 3 months, net of bank overdrafts.

i. Trade and other receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for doubtful debts. Trade receivables are due for settlement no more than 60 days from the date of recognition.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. A provision for doubtful receivables is established when there is objective evidence that entities in the Group will not be able to collect all amounts due according to the original terms of receivables.

j. Inventories

Inventories include raw materials, work in progress and finished goods.

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs are assigned to individual items of inventory on the basis of weighted average costs. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

k. Impairment of assets

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. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units).

Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at each reporting period.

l. Financial instruments*Recognition and initial measurement*

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

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

Classification and subsequent measurement

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

2. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES continued

Amortised cost is calculated as:

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

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

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

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

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

(ii) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost.

Loans and receivables are included in current assets, except for those which are not expected to mature within 12 months after reporting date. (All other loans and receivables are classified as non-current assets.)

(iii) *Held-to-maturity investments*

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

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

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

2. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES continued

(iv) *Available-for-sale financial assets*

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

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

(v) *Financial Liabilities*

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

Fair value

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

Impairment

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

De-recognition

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

m. Fair value estimation

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

The fair value of financial instruments traded in active markets is based on quoted market prices at the Statement of Financial Position date. The quoted market price used for financial assets held by entities in the Group is the current bid price; the appropriate quoted market price for financial liabilities is the current ask price.

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. Entities in the Group use a variety of methods and make assumptions that are based on market conditions existing at each balance date. Quoted market prices or dealer quotes for similar instruments are used for long-term debt instruments held. Other techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments.

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to entities in the Group for similar financial instruments.

2. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES continued

n. Property, plant and equipment

Land and buildings are shown at fair value, based on periodic valuations by external independent valuers, less subsequent depreciation for buildings. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the re-valued amount of the asset. All other plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Comprehensive Income during the financial period in which they are incurred.

Increases in the carrying amounts arising on revaluation of land and buildings are credited to the asset revaluation reserve in equity. A revaluation surplus is credited to the asset revaluation reserve included within shareholder's equity unless it reverses a revaluation decrease on the same asset previously recognised in the Statement of Profit or Loss and Other Comprehensive Income. A revaluation deficit is recognised in the Statement of Profit or Loss and Other Comprehensive Income unless it directly offsets a previous revaluation surplus on the same asset in the asset revaluation reserve. On disposal, any revaluation reserve relating to sold assets is transferred to retained earnings. Independent valuations are performed regularly to ensure the carrying amounts of land and buildings do not differ materially from the fair value at the Statement of Financial Position date.

Land is not depreciated. Depreciation on other assets is calculated using the straight line, over their estimated useful lives, as follows:

- Plant and equipment 10 years (depreciation rate 10%)
- Buildings 30 years (depreciation rate 3.4%)

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each Statement of Financial Position date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 2 (m)).

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit or Loss and Other Comprehensive Income.

o. Investment property

Investment property is held for long-term rental yields and is not occupied by the Group. Investment property is carried at fair value, which is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If this information is not available, the Group uses alternative valuation methods such as recent prices in less active markets or discounted cash flow projections. These valuations are reviewed annually. Changes in fair values are recorded in the Statement of Profit or Loss and Other Comprehensive Income as part of other income.

p. Leases

Company as lessee

Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership but not the legal ownership are classified as finance leases and capitalised at inception of the lease at the fair value of the leased property, or if lower, at the present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged to the Statement of Profit or Loss and Other Comprehensive Income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

2. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES continued

Capitalised leased assets are depreciated on a straight-line basis over the shorter of the estimated useful life of the asset or the lease term.

Leases where the lessor retains substantially all the risks and rewards of ownership of the net asset are classified as operating leases. Payments made under operating leases (net of incentives received from the lessor) are charged to the Statement of Profit or Loss and Other Comprehensive Income on a straight-line basis over the period of the lease.

Lease incentives under operating leases are recognised as a liability and amortised on a straight-line basis over the life of the lease term.

Company as lessor

Lease income from operating leases is recognised in the Statement of Profit or Loss and Other Comprehensive Income on a straight-line basis over the lease term. Initial direct costs incurred in negotiating operating leases are added to the carrying value of the leased asset and recognised as an expense over the lease term on the same bases as the lease income.

q. Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

r. Provisions

Provisions are recognised when the group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and the outflow can be reliably measured.

Provisions are measured using the best estimate of the amounts required to settle the obligation at the end of the reporting period.

s. Other liabilities

Other liabilities comprise non-current amounts due to related parties that do not bear interest and are repayable within one year of Statement of Financial Position date.

t. Employee benefits

Wages, Salaries and Annual Leave

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled within one year of Statement of Financial Position date are recognised in other liabilities in respect of employees' services rendered up to Statement of Financial Position date and are measured at amounts expected to be paid when the liabilities are settled.

Long Service Leave

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date.

In determining the liability, consideration is given to employee wage increases and the probability that the employee may satisfy resting requirements. Those cash flows are discounted using market yields on national government bonds with terms to maturity that match the expected timing of cash flows.

2. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES continued**u. Issued capital**

Ordinary shares are classified as equity.

Costs directly attributable to the issue of new shares or options are shown as a deduction from the equity proceeds, net of any income tax benefit.

v. Share-based payments

Ownership-based remuneration is provided to employees via an employee share option plan and employee share plan.

Share-based compensation is recognised as an expense in respect of the services received, measured on a fair value basis.

The fair value of the options at grant date is independently determined using a Black Scholes option pricing model that takes into account the exercise price, the term of the option, the vesting and performance criteria, the impact of dilution, the non-tradeable nature of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option.

The fair value of the options granted excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At each Statement of Financial Position date, the Group revises its estimate of the number of options that are expected to become exercisable. The employee benefit expense recognised each period takes into account the most recent estimate.

Upon the exercise of options, the balance of the share-based payments reserve relating to those options is transferred to share capital.

w. Earnings per share (EPS)

Basic EPS is calculated as net profit attributable to members, adjusted to exclude costs of servicing equity (other than dividends), divided by the weighted average number of ordinary shares, adjusted for any bonus element.

Diluted EPS is calculated as net profit attributable to members, adjusted for costs of servicing equity (other than dividends), the after tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses; and other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares; divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

x. New Accounting Standards for Application

The AASB has issued new and amended accounting standards and interpretations that have mandatory application dates for future reporting periods. The group has decided against early adoption of these standards. We have reviewed these standards and interpretations and there are none having any material effect.

y. Discontinued operations

The trading results for business operations disposed during the year are disclosed separately as discontinued operations in the statement of profit or loss and other comprehensive income. The amount disclosed includes any related impairment losses recognised and any gains or losses arising on disposal.

3. FINANCIAL RISK MANAGEMENT

a. General objectives, policies and processes

In common with all other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

The Board has overall responsibility for the determination of the Group's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group's finance function. The Groups' risk management policies and objectives are therefore designed to minimise the potential impacts of these risks on the results of the Group where such impacts may be material. The Board receives reports from the Chief Financial Officer through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets. The Group's finance function also reviews the risk management policies and processes and report their findings to the Audit Committee.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility.

Further details regarding these policies are set out below.

The Group and the parent entity hold the following financial instruments:

	Consolidated	
	2019	2018
	\$'000	\$'000
Financial assets		
Current		
Cash and cash equivalents	245	150
Trade and other receivables	52	9
	297	159
Financial liabilities		
Current		
Trade and other payables	181	44
Convertible notes	-	520
Non-current		
Financial liabilities	11,350	8,000
	11,531	8,564

3. FINANCIAL RISK MANAGEMENT continued

b. Credit risk

Credit risk is the risk that the other party to a financial instrument will fail to discharge their obligation resulting in the Group incurring a financial loss. This usually occurs when debtors or counterparties to derivative contracts fail to settle their obligations owing to the Group excluding the available for sale financial assets.

The maximum exposure to credit risk at balance date is the carrying amount of the financial assets, excluding the available for sale financial assets, as summarised under note(a) above.

For banks and financial institutions, only independently rated parties are accepted and each deposit account is kept to under \$1 million to ensure that it is covered by the Governments bank deposit guarantee scheme.

The maximum exposure to credit risk at balance date by country is as follows:

	Consolidated 2019 \$'000	2018 \$'000
Australia	52	9
	52	9

c. Liquidity risk

Liquidity risk is the risk that the Group may encounter difficulties raising funds to meet commitments associated with financial instruments that is, borrowing repayments. Bank loans are detailed below. The funds were provided by bankers for the Group and the Parent Company. It is the policy of the Board of Directors that treasury reviews and maintains adequate committed credit facilities and the ability to close-out market positions.

Maturity Analysis of financial assets

	Carrying Amount \$'000	Contractual Cash flows \$'000	< 6 mths \$'000	6- 12 mths \$'000	1-3 years \$'000	> 3 years \$'000
Consolidated 2019						
Current						
Cash and cash equivalent	245	245	245	-	-	-
Trade and other receivables	52	52	-	52	-	-
Total financial assets	297	297	245	52	-	-
2018						
Current						
Cash and cash equivalent	150	150	150	-	-	-
Trade and other receivables	9	9	9	-	-	-
Total financial assets	159	159	159	-	-	-

Maturity Analysis of financial liabilities

	Carrying Amount \$'000	Contractual Cash flows \$'000	< 6 mths \$'000	6- 12 mths \$'000	1-3 years \$'000	> 3 years \$'000
Consolidated 2019						
Current						
Trade and other payables	181	181	181	-	-	-
Non-current						
Financial Liabilities	11,350	11,350	-	-	11,350	-
Total financial liabilities at amortised cost	11,531	11,531	181	-	11,350	-
2018						
Current						
Trade and other payables	44	44	44	-	-	-
Convertible notes	520	520	520	-	-	-
Financial Liabilities	-	-	-	-	-	-
Non-current						
Financial Liabilities	8,000	8,000	-	-	8,000	-
Total financial liabilities at amortised cost	8,564	8,564	564	-	8,000	-

3. FINANCIAL RISK MANAGEMENT continued

d. Market risk

Market risk arises from the use of interest bearing, tradable and foreign currency financial instruments. It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk), foreign exchange rates (currency risk) or other market factors (other price risk).

(i) Interest rate risk

The Group does not apply hedge accounting.

The Group is constantly monitoring its exposure to trends and fluctuations in interest rates in order to manage interest rate risk.

For further details of exposure to interest rate risk refer Note 14 Financial Liabilities.

Sensitivity Analysis

The following tables demonstrate the sensitivity to reasonably possible changes in interest rates, with all other variables held constant, of the Group's profit after tax (through the impact on floating rate borrowings). There is no impact on the Group's equity.

	Carrying Amount \$'000	+1% Interest Rate \$'000	-1% Interest Rate \$'000
Consolidated 2019			
Financial Liabilities	11,350	(114)	114
Tax charge of 27.5%	-	31	(31)
After tax increase/(decrease)	<u>11,350</u>	<u>(83)</u>	<u>83</u>
2018			
Financial Liabilities	8,520	(85)	85
Tax charge of 27.5%	-	23	(23)
After tax increase/(decrease)	<u>8,520</u>	<u>(62)</u>	<u>62</u>

(ii) Currency risk

The Group's policy is, where possible, to allow group entities to settle liabilities denominated in their functional currency (AUD) with the cash generated from their own operations in that currency. Where group entities have liabilities denominated in a currency other than their functional currency (and have insufficient reserves of that currency to settle them) cash already denominated in that currency will, where possible, be transferred from elsewhere within the Group.

In order to monitor the continuing effectiveness of this policy, the Group receives forecast, analysed by the major currencies held by the Group, of liabilities due for settlement and expected cash reserve.

There is no foreign currency loan as at reporting date (2018: Nil).

3. FINANCIAL RISK MANAGEMENT continued

Capital risk management

In managing its capital, the Group's primary objectives are to pay dividends and maintain liquidity. These objectives dictate any adjustments to capital structure. Rather than set policies, advice is taken from professional advisors as to how to achieve these objectives. There has been no change in either of these objectives, or what is considered capital in the year.

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

Consistently with others in the industry, the Group and the parent entity monitor capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including 'Financial liabilities' and 'trade and other payables' as shown in the Statement of Financial Position) less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the Statement of Financial Position (including minority interest) plus net debt.

It is the Group's policy to maintain its gearing ratio at a healthy and manageable level. The Group's gearing ratio at the Statement of Financial Position date is as follows:

Gearing ratios	Consolidated	
	2019 \$'000	2018 \$'000
Total borrowings	11,350	8,520
Less: cash and cash equivalents	(245)	(150)
Net debt	11,105	8,370
Total equity	24,803	11,350
Total capital	35,908	19,720
Gearing Ratio	31%	43%

There have been no other significant changes to the Group's capital management objectives, policies and processes in the year nor has there been any change in what the Group considers to be its capital.

4. REVENUE

	Consolidated	
	2019	2018
	\$'000	\$'000
Rental Income	1,531	1,044
Fee Income	129	-
	1,660	1,044

5. OTHER INCOME AND EXPENSES

Change in fair value of investment property (Note)	3,039	2,826
Change in fair value of investment project	-	(1,385)
Others	28	2
	3,067	1,443

Note: Please refer to Note 12 for further detail

6. EXPENSES

The profit/(loss) before income tax is arrived after (charging)/crediting the following specific amounts:

	Consolidated	
	2019	2018
	\$'000	\$'000
a. Cost of providing services and administration expenses		
Consulting and professional expenses	(118)	(183)
Director and Employee on costs	(202)	(153)
Legal expenses	(44)	(58)
Other administration expenses	(371)	(307)
	(735)	(701)
b. Finance income		
Interest received	33	4
c. Finance expenses		
Interest paid – bank loan	(385)	(382)
Interest paid – Others	(8)	(9)
Others	(25)	(49)
	(418)	(440)

7. INCOME TAX**a. Income tax expense**

	Consolidated	
	2019	2018
	\$'000	\$'000
Income tax expense		
Current tax expense	-	-
Deferred tax expense	-	-
Total income tax expense/(benefit)	-	-
Deferred tax expense		
Increase in deferred tax expense/(benefit)	-	-

b. Numerical reconciliation of income tax to prima facie tax payable

Profit/(loss) from continuing operations before income tax expense	3,150	1,232
Income tax expense (benefit) calculated @ 27.5% (2018:27.5%)	866	339
Deferred tax expenses relating to partly owned subsidiaries outside of the tax consolidated group		
Tax losses not brought to account		
Temporary differences not brought to account	(864)	(426)
Tax losses not brought to account	-	87
Recoupment of prior year tax losses not previously brought to account	(2)	-
Income tax expense/(benefit) at effective tax rate of 27.5% (2018: 27.5%)	-	-

c. Amounts recognised directly in equity

Aggregate current and deferred tax arising during the reporting period and not recognised in profit and loss but directly debited or credited to equity:

Current income tax

Current income tax on transaction costs of issuing equity instruments

-	-
-	-

7. INCOME TAX continued**d. Unrecognised deferred tax assets and liabilities**

The unrecognised deferred tax assets of the Group include \$3,971,185 (2018: \$3,983,969) in relation to carried forward tax losses and \$6,013,210 (2018: \$6,013,210) in relation to carried forward capital losses.

Deferred tax assets and liabilities have not been recognised in the statement of financial position for the following items:

Prior year unrecognised tax losses now ineligible due to change in tax consolidation group

Other deductible temporary differences/permanent differences and tax losses

Potential benefit/(expense) at 27.5% (2018: 27.5%)

Consolidated

2019 2018
\$'000 \$'000

-	-
(3,142)	(1,548)
(3,142)	(1,548)
(864)	(426)

e. Deferred tax assets

Deferred tax assets comprise temporary differences attributable to:

Amounts recognised in profit and loss

Tax losses

Amounts recognised directly in equity

Share issue expenses

-	-
-	-
-	-
-	-

f. Deferred tax liabilities

Deferred tax liabilities comprise temporary differences attributable to:

Amounts recognised directly in equity

Revaluations of land and buildings

Amounts recognised in profit and loss

Capitalised development costs

-	-
-	-
-	-
-	-

8. CASH & CASH EQUIVALENTS

	Consolidated	
	2019	2018
	\$'000	\$'000
Cash at bank and on hand	195	150
Cash held in trust accounts	50	-
	245	150
Weighted average interest rates	0.00%	0.00%

9. TRADE AND OTHER RECEIVABLES

	Consolidated	
	2019	2018
	\$'000	\$'000
Current		
Trade receivables (note a)	10	(40)
Less: Provision for doubtful debts	-	-
	10	(40)
Deposit	-	-
Other receivables (note b)	42	49
	52	9

a. Trade receivables past due but not impaired

	Consolidated	
	2019	2018
	\$'000	\$'000
Up to 3 months	21	-
3 to 6 months	48	-
	69	-

b. Other receivables

These amounts relate to receivables for GST and deposit paid.

c. Advances to controlled entities

There are no advances to controlled entities that are past due but not impaired as measurement is tied to recoverability. The advances are non-interest bearing and with no securities.

d. Fair value and credit risk*Current trade and other receivables*

Due to the short-term nature of these receivables their carrying amount is assumed to approximate their fair value.

The maximum exposure to credit risk at the reporting date is the carrying amount of each class of receivables mentioned above.

10. OTHER ASSETS

	Consolidated	
	2019	2018
	\$'000	\$'000
Non-Current		
Development cost - investment in acquiring one property and related costs	1,387	1,387
Provision for diminution in value	(1,385)	(1,385)
	2	2

11. OTHER CURRENT ASSETS

Prepayments	120	30
Others	-	-
	120	30

12. INVESTMENT PROPERTIES

	Consolidated	
	2019	2018
	\$'000	\$'000
Non-current		
Investment properties at fair value	33,843	19,723
	33,843	19,723

a. Valuation basis

The basis of the valuation of investment properties is fair value being the amounts for which the properties could be exchanged between willing parties in an arm's length transaction, based on current prices in an active market for similar properties in the same location and condition and subject to similar leases. The revaluations were based on a combination of independent assessments made by a member of the Australian Property Institute and directors' valuations.

	Consolidated	
	2019	2018
	\$'000	\$'000
Investment properties at fair value		
Independent valuation	34,475	14,200
Director's valuation	-	5,476
Capital works and improvements	-	47
Accumulated depreciation and impairment	(632)	-
	33,843	19,723

b. Reconciliation

A reconciliation of the carrying amount of investment properties at the beginning and end of the current financial year is set out below:

	Consolidated	
	2019	2018
	\$'000	\$'000
At fair value		
Balance at beginning of year	19,723	16,821
Acquisition of land and building	10,630	-
Capital Works and improvement	451	48
Change in fair value	3,039	1,771
Change in fair value – director valuation	-	1,083
Carrying amount at end of the year	33,843	19,723

c. Amounts recognised in Income Statement for investment properties

	Consolidated	
	2019	2018
	\$'000	\$'000
Rental and services income	1,531	1,044
Property running expenses	457	118

d. Non-current assets pledged as security

Refer to Note 14 for information on non-current assets pledged as security by the parent entity or its controlled entities.

13. TRADE AND OTHER PAYABLES

	Consolidated	
	2019	2018
	\$'000	\$'000
Current		
Unsecured		
Trade and other creditors	161	35
Other payables	20	9
	181	44

14. FINANCIAL LIABILITIES

	Consolidated	
	2019	2018
	\$'000	\$'000
Non-Current		
Secured		
Lease and hire purchase liabilities	-	-
Bank loan	<u>11,350</u>	<u>8,000</u>
Total Non-Current	<u>11,350</u>	<u>8,000</u>

Security for borrowings

Bank loan is secured by first mortgages over the Group's land and properties and fixed charges over assets of the Group. The loans are repayable in 2021. The interest rate is fixed at 4.11% (2018: 5.24%).

The facilities are subject to an annual review and compliance of financial covenants.

Assets pledged as security

The carrying amounts of non-current assets pledged as security are:

	Consolidated	
	2019	2018
	\$'000	\$'000
Land and Investment Properties	<u>33,843</u>	<u>19,723</u>
	<u>33,843</u>	<u>19,723</u>

The fair value of borrowings is equivalent to the carrying amounts of loans liabilities.

Risk exposure

Information about the Group's exposure to interest rate changes is provided in Note 3.

15. OTHER LIABILITIES

	Consolidated	
	2019	2018
	\$'000	\$'000
Non-Current		
Loan Note	<u>-</u>	<u>520</u>
	<u>-</u>	<u>520</u>

Secured loan note \$nil million (2018: 0.52 million) was retired during the year.

16. ISSUED CAPITAL

	Consolidated and Parent Entity		Consolidated and Parent Entity	
	2019 Shares Number	2018 Shares Number	2019 \$'000	2018 \$'000
Share capital				
Ordinary shares	59,359,935	298,598,683	63,397	53,094
a. Movement during the year				
Balance at beginning of the year	298,598,683	280,416,865	53,094	52,598
Convertible note conversion	-	18,181,818	-	500
Share issued	295,000,000	-	10,325	-
Share consolidation 10 to 1	(534,238,748)	-	-	-
Share issuing cost	-	-	(22)	(4)
Balance at the end of the year	59,359,935	298,598,683	63,397	53,094

b. Terms and conditions

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of and amounts paid on the shares held. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

c. Options

There are no unissued ordinary shares of the Company under option at the date of this report.

d. Performance Options

No options were granted and issued during this year.

17. RESERVES AND ACCUMULATED LOSSES**a. Reserves**

	Consolidated	
	2019	2018
	\$'000	\$'000
Asset revaluation reserve	1,141	1,141
Capital reserve	5,751	5,751
Foreign currency translation reserve	(1,266)	(1,266)
	5,626	5,626
Movements in reserves		
<i>Asset revaluation reserve</i>		
Balance at start of period	1,141	1,141
Business combination movement	-	-
Balance at the end of period	1,141	1,141
<i>Capital Profits Reserve</i>		
Balance at start of period	5,751	5,751
Business combination movement	-	-
Balance at the end of period	5,751	5,751
<i>Foreign currency translation reserve</i>		
Balance at start of period	(1,266)	(1,266)
Currency translation differences	-	-
Balance at the end of period	(1,266)	(1,266)

The asset revaluation reserve records increments and decrements on the revaluation of individual parcels of land and buildings. The balance standing to the credit of the reserve may be used to satisfy the distribution of bonus shares to shareholders and is only available for the payment of cash dividends in limited circumstances as permitted by law, net of capital gains tax payable.

The foreign currency translation reserve is used to record exchange differences on translation of foreign controlled subsidiaries. The reserve is recognised in the Statement of Profit or Loss and Other Comprehensive Income when the investment is disposed of.

b. Accumulated losses

	Consolidated	
	2019	2018
	\$'000	\$'000
Balance at the beginning of the year	(47,370)	(48,602)
Profit for the year	3,150	1,232
Balance at the end of the year	(44,220)	(47,370)

18. EARNINGS / (LOSS) PER SHARE

	2019	2018
	Cents	Cents
Basic earnings/(loss) per share	5.31	0.42
Diluted earnings/(loss) per share	5.31	0.42
	2019	2018
	\$'000	\$'000
Profit/(Loss) used in calculating basic and diluted earnings/(loss) per share	3,150	1,232
	2019	2018
	Shares	Shares
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	59,359,935	292,538,077
Adjustments for calculation of diluted earnings per share	-	-
Weighted average number of ordinary shares used as the denominator in calculating diluted earnings per share.	59,359,935	292,538,077

19. OPERATING SEGMENTS

The Consolidated Entity's primary reporting format is business segments and its secondary reporting format is geographical segments.

Business segments

The Consolidated entity is organised into the following divisions by product and service type.

Property investment & development

Development and administration of industrial property in eastern Australia.

Geographical segments

All business segments operate principally within Australia.

Accounting policies

Segment revenues and expenses are those directly attributable to the segments and include any joint revenue and expenses where a reasonable basis of allocation exists. Segment assets include all assets used by a segment and consist principally of cash, receivables, inventories, intangibles and property, plant and equipment, net of allowances and accumulated depreciation and amortisation. While most assets can be directly attributed to individual segments, the carrying amount of certain assets used jointly by two or more segments is allocated to segments on a reasonable basis. Segment liabilities consist principally of payables, employee benefits, accrued expenses, provisions and borrowings.

Inter-segment transfers

Segment revenues, expenses and results include transfers between segments. All other intersegment transfers are priced on an "arm's-length" basis and are eliminated on consolidation.

19. OPERATING SEGMENTS continued**Primary reporting – business segments**

	Property investment & development	Investment Services	Intersegment eliminations/ unallocated	Consolidated
	\$'000	\$'000	\$'000	\$'000
2019				
Sales to external customers	1,660	-	-	1,660
Intersegment sales	-	-	-	-
Total sales revenue	1,660	-	-	1,660
Other revenue	-	-	-	-
Total segment revenue	1,660	-	-	1,660
Segment result				
Profit/(loss) before income tax expense	3,150	-	-	3,150
-	-	-	-	-
Net profit/(loss)	3,150	-	-	3,150
Segment assets	36,344	-	-	36,344
Segment liabilities	11,541	-	-	11,541
Acquisition of non-current assets	11,508	-	-	11,508
Depreciation and amortisation expense	-	-	-	-
2018				
Sales to external customers	1,044	-	-	1,044
Intersegment sales	-	-	-	-
Total sales revenue	1,044	-	-	1,044
Other revenue	4	-	-	4
Total segment revenue	1,048	-	-	1,048
Segment result				
Profit/(loss) before income tax expense	1,232	-	-	1,232
Income tax expense	-	-	-	-
Net profit/(loss)	1,232	-	-	1,232
Segment assets	19,914	-	-	19,914
Segment liabilities	8,564	-	-	8,564
Acquisition of non-current assets	47	-	-	47
Depreciation and amortisation expense	-	-	-	-

20. CASH FLOW INFORMATION**a. Reconciliation of net cash provided by/(used in) from operating activities**

	Consolidated	
	2019	2018
	\$'000	\$'000
Profit/(Loss) for the year	3,150	1,232
Change in fair value of investment properties	(3,039)	(2,854)
Change in fair value of investment project	-	1,413
Change in operating assets and liabilities:		
(Increase)/decrease in trade and other receivables	(66)	(74)
(Increase)/decrease in other current assets	(90)	(3)
Increase/(decrease) in trade and other creditors	148	(24)
(Increase) in deferred tax assets	-	-
Increase in deferred tax liabilities	-	-
Net cash provided by/(used in) operating activities	103	(310)

b. Significant non-cash transactions

No other significant non-cash transactions occurred during the year.

21. CONTROLLED ENTITIES

Name of entity	Class of Share	Equity Holding		Country of formation or incorporation
		2019	2018	
		%	%	
HTH Holdings Pty Limited	Ordinary	100	100	Australia
Hudson Property Group Limited	Ordinary	100	100	Australia
HSC Property Pty Limited	Ordinary	100	100	Australia
Hudson Land Pty Limited	Ordinary	100	100	Australia
Halloran Properties Pty Ltd	Ordinary	100	100	Australia
Hudson Bowen Hill Pty Ltd	Ordinary	100	100	Australia
HSC Property 1 Pty Ltd	Ordinary	100	100	Australia
Halloran Property 1 Pty Ltd	Ordinary	100	100	Australia
Halloran Properties Unit Trust		100	100	Australia
Halloran Properties 1 Unit Trust		100	100	Australia

22. CONTINGENT ASSETS AND LIABILITIES

Deed of Cross Guarantee

As at 31 December 2019, Hudson Investment Group Limited, HTH Holdings Pty Ltd, Hudson Property Group Limited, HSC Property Pty Limited, Hudson Land Pty Ltd entered a Deed of Cross Guarantee under which each Company guarantees the debts of the others.

By entering into the deed, the wholly owned entities have been relieved from the requirement to prepare a financial report and Directors' report under Class Order 98/1418 (as amended by Class Order 98/2017) issued by the Australian Securities & Investments Commission.

The above companies represent a 'Closed Group' for the purposes of the Class Order, and as there are no other parties to the Deed of Cross Guarantee that are controlled by Hudson Investment Group Limited, they also represent the 'Extended Closed Group'. These consolidated financial statements for the year ended 31 December 2019 represent those of the "Closed Group".

23. EVENTS OCCURRING AFTER BALANCE DATE

At the date of this report there are no other matters or circumstances, other than noted above, which have arisen since 31 December 2019 that have significantly affected or may significantly affect:

- The operations, in financial years subsequent to 31 December 2019 of the Group;
- The results of those operations; or
- The state of affairs in financial years subsequent to 31 December 2019 of the Group.

24. PARENT ENTITY FINANCIAL INFORMATION**a. Summary financial information**

The individual financial statements for the parent entity show the following aggregate amounts:

	Parent Entity	
	2019	2018
	\$'000	\$'000
Balance Sheet		
Current assets	89	249
Total assets	17,489	7,674
Current liabilities	66	24
Total liabilities	2,440	2,285
Shareholder's equity		
Issued Capital	63,397	53,094
Reserves	-	-
Accumulated losses	(48,348)	(47,705)
Profit and Loss		
Profit/(Loss) for the year	(643)	(443)
Total comprehensive profit/(loss)	(643)	(443)

b. Guarantees entered into by the parent entity

Hudson Investment Group Limited has provided guarantees to several wholly owned controlled entities within the Group. No liability was recognised by Hudson Investment Group Limited in relation to these guarantees as the likelihood of payment is not probable.

c. Contingent liabilities of the parent entity

Refer to note 22.

d. Contractual commitments by the parent entity for the acquisition of property, plant and equipment.

There are no contractual commitments by the parent entity for the acquisition of property, plant and equipment.

25. KEY MANAGEMENT PERSONNEL DISCLOSURES**a. Directors**

The following persons were Directors of Hudson Investment Group Limited during the financial year unless otherwise stated:

John W Farey	Non-Executive Director	Appointed 1 Feb 2002
Alan P Beasley	Managing Director	Appointed 19 Jan 2015
Wei Huang	Executive Director	Appointed 4 June 2019
John J Foley	Non-Executive Director	Appointed 6 Aug 2014
Dr Cheng Fong Han	Non-Executive Director	Appointed 1 June 2017

b. Other key management personnel

The following persons were key management personnel of Hudson Investment Group Limited during the financial year:

Henry Kinstlinger	Joint Company Secretary	Appointed 16 March 2016
Mona Esapournoori	Joint Company Secretary	Appointed 5 June 2018
Francis Choy	Chief Financial Officer	

25. KEY MANAGEMENT PERSONNEL DISCLOSURES continued**c. Compensation of Directors and other key management personnel**

	Short Term Employee Benefits		Post-Employment	Long Term Benefits	Total
	Salary and other fees	Non-Monetary Benefits	Superannuation	Long Service Leave	
	\$	\$	\$	\$	\$
Consolidated 2019					
Directors					
Alan P Beasley	210,000	-	-	-	210,000
John W Farev	22,000	-	-	-	22,000
Wei Huang	127,500	-	-	-	127,500
John J Foley	-	-	-	-	-
Dr Cheng Fong	-	-	-	-	-
Director - Total	359,500	-	-	-	359,500
KMP					
Henry Kinstlinger	-	-	-	-	-
Mona Esapournoori	-	-	-	-	-
Francis Choy	-	-	-	-	-
KMP - Total	-	-	-	-	-
2018					
Directors					
Alan P Beasley	220,000	-	-	-	220,000
John W Farev	15,000	-	-	-	15,000
John J Foley	-	-	-	-	-
Dr Cheng Fong	-	-	-	-	-
Director - Total	235,000	-	-	-	235,000
KMP					
Henry Kinstlinger	-	-	-	-	-
Gananatha Minithantri	-	-	-	-	-
Mona Esapournoori	5,000	-	-	-	5,000
Francis Choy	20,000	-	-	-	20,000
KMP - Total	25,000	-	-	-	25,000

The amounts reported represent the total remuneration paid by entities in the Group in relation to managing the affairs of all the entities within the Group. The remuneration has not been allocated between the individual entities within the Group as this would not be practicable.

There are no performance conditions related to any of the above payments.
There is no other element of Directors and other Key Management Personnel remuneration.

25. KEY MANAGEMENT PERSONNEL DISCLOSURES CONTINUED**d. Shareholdings and option holdings of key management personnel****Shares held in Hudson Investment Group Limited**

The numbers of shares in the Company held during the financial year by each director of Hudson Investment Group Limited and other key management personnel of the Group, including their personally related parties, are set out below. There were no shares granted during the reporting period as compensation.

Direct and indirect interest in ordinary shares

Ordinary Shares – Direct Interest	Balance at start of year shares	Changes during the year shares*	Balance at end of year shares*
2019			
Directors			
John W Farey	10,000	-	1,000
Alan P Beasley	1,600,000	-	160,000
Wei Huang	-	-	-
John J Foley	-	-	-
Dr. Cheng Fong Han	-	-	-
2018			
Directors			
John W Farey	10,000	-	10,000
Alan P Beasley	1,600,000	-	1,600,000
John J Foley	-	-	-
Dr. Cheng Fong Han	-	-	-
Ordinary Shares - Indirect Interest	Balance at start of year shares	Changes during the year shares*	Balance at end of year shares*
2019			
Directors			
John W Farey	-	-	-
Alan P Beasley	-	-	-
Wei Huang	-	60,000,000	6,000,000
John J Foley	-	-	-
Dr. Cheng Fong Han	-	-	-
2018			
Directors			
John W Farey	-	-	-
Alan P Beasley	-	-	-
John J Foley	-	-	-
Dr. Cheng Fong Han	-	-	-

Share consolidation 10 to 1 in May 2019

No options over unissued shares were granted during the year and no options have been granted in the period since the end of the financial year and to the date of this report. At the date of this report there were no unissued shares in the capital of the Company under option.

e. Loans to key management personnel

There was no loan made to Directors and other Key Management Personnel (**KMP**) of Hudson Investment Group Limited during the year.

26. RELATED PARTY DISCLOSURES**a. Parent entities**

The parent entity and ultimate Australian parent entity is Hudson Investment Group Limited (the Company).

b. Subsidiaries

Interests in subsidiaries are disclosed in Note 21.

c. Key management personnel compensation

Key management personnel compensation information is disclosed in Note 25.

d. Transactions with related parties

The following transactions occurred with related parties during the year

	Consolidated	
	2019	2018
	\$	\$
Corporate services fee paid		
- Paid to Hudson Asset Management Pty Ltd	240,000	190,000
Property Management fee paid		
- Paid to Hudson Asset Management Pty Ltd	7,965	6,818

Corporate services fee paid

The Group paid corporate services fee to Hudson Asset Management Pty Limited of \$240,000 (2018: \$190,000) as payment of recoveries for office administration and running expenses incurred on behalf of the group under corporate service agreement.

Property Management fee paid

The Company paid property management fee of \$7,965 (2018: \$6,818) to Hudson Asset Management Pty Limited for managing its Warnervale Industrial Property.

26. RELATED PARTY DISCLOSURES CONTINUED**e. Outstanding balances**

The following balances are outstanding at the reporting date in relation to transaction with related parties:

	Consolidated	
	2019	2018
	\$	\$
Payable		
Related Entities	-	-
Receivable		
Related Entities	-	-
Provision for doubtful debts	-	-

f. Guarantees

No guarantees were given or received from related parties during the year.

g. Terms and conditions

All transactions were made on normal commercial terms and conditions and at market interest rates, except that there are no fixed terms or repayment of loans between the parties.

27. REMUNERATION OF AUDITORS

	Consolidated	
	2019	2018
	\$	\$
Audit services:		
Amounts paid or payable to auditors for audit and review of the financial report for the entity or any entity in the Group		
Audit and review services fees	25,620	27,945
Taxation and other advisory services:		
Amounts paid or payable to the Auditor for non-audit taxation services for the entity or any entity in the Group for review and lodgement of the income tax return		
Taxation services	4,665	1,695
Advisory services	-	22,500
Total	30,285	52,140

DECLARATION BY DIRECTORS

The directors of the Company declare that:

1. The financial statements, comprising the statement of comprehensive income, statement of financial position, statement of cash flows, statement of changes in equity, accompanying notes, are in accordance with the *Corporations Act 2001* and:
 - (a) comply with Accounting Standards which as stated in accounting policy note 1 to the financial statements, constitutes explicit and unreserved compliance with international Financial Reporting Standards (IFRS); and
 - (b) give a true and fair view of the financial position as at 31 December 2019 and of the performance for the year ended on that date of the Company and the Group.
2. In the directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
3. The remuneration disclosures included on pages 13 to 15 of the Directors' Report (as part of audited Remuneration Report), for the year ended 31 December 2019, comply with section 300A of the *Corporations Act 2001*.
4. The directors have been given the declarations by the Chief Executive Officer and Chief Financial Officer required by section 295A.

The entities identified in Note 22 are parties to the deed of cross guarantee under which each company guarantees the debts of the others. At the date of this declaration there are reasonable grounds to believe that the companies which are parties to this deed of cross guarantee will as a Group be able to meet any obligations or liabilities to which they are, or may become, subject to, by virtue of the deed of cross guarantee described in Note 22.

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



Wei Huang
Executive Director



Alan Beasley
Managing Director

Sydney
16 March 2020

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350 Kent Street
SYDNEY NSW 2000

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K.S. Black & Co.

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INDEPENDENT AUDITOR'S REPORT

To the Members of the Hudson Investment Group Limited

Opinion

We have audited the financial report of Hudson Investment Group Limited (the company and its subsidiaries (the Group)), which comprises the consolidated statement of financial position as at 31 December 2019, the consolidated statement of profit and loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

- i) giving a true and fair view of the Group's financial position as at 31 December 2019 and of its financial performance for the year then ended; and
- ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis of opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those Standards are further described in the 'Auditor's responsibilities for the audit of the financial report' section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

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

Key audit matters

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

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Key audit matter	How our audit addressed the key audit matter
<p>Investment Properties</p> <p>Refer to note 12 – Investment Properties.</p> <p>At 31 December 2019, the Group has investment properties valued at \$33.8mil.</p> <p>During the year, the group also acquired properties located 41-47 Brookes Street Bowen Hills and a 30% interest in property located at 43 Regent Street Woolloongabba Queensland.</p> <p>The Group obtained independent valuations dated 31 December 2019 for properties located Warnervale NSW and Bowen Hills Queensland.</p> <p>A significant portion of the valuation at Warnervale have been based on projected future cash flows of its rental tenancies valued the Warnervale investment properties at \$11.26mil.</p> <p>Additionally, investment properties represent 93% of the total value of assets of the Group and are therefore a key audit matter.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> • We have relied upon the independent valuation reports dated 31 December 2019 prepared by qualified valuers pursuant to AASB 116(32). • We have been able to confirm management's 'fair value' adjustments and carrying amounts through the examination of similar properties in the area and the discounted cash flow (DCF) provided by management. • We have verified the inputs in the DCF with current tenancy agreements (rental income) and other holding costs. • We have confirmed that the property located at 41-47 Bowen Hills Queensland has been recorded at cost. • We have confirmed that there has been no breaches in the debt facility supporting the ownership of investment properties. • We have considered impairment pursuant to AASB 136 and concluded that the recoverable amount exceeds the carrying amount in the financial statements. • We have obtained management representations relating to projected rental incomes and associated investment properties costs included in the cash flow forecast provided by management.
<p>Other information</p> <p>The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 31 December 2019, but does not include the financial report and the auditor's report thereon.</p> <p>Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.</p>	

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

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

Directors' responsibility for the financial report

The directors 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 presentation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

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

Auditor's responsibility for the audit of the financial report

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

A further description of our representation of our responsibilities for the audit of the financial report is located at The Australian Auditing and Assurance Standards Board website at: <http://www.auasb.gov.au/Home.aspx>. This description forms part of our auditor's report.

Other Matters

We draw your attention to receivables, note 9 to financial statements and note that the receivable related to a tenancy located at the Warnervale property and as at the date of this report, the debt has increased to approximately \$80k.

Management has not provided for this receivable as the company holds a security deposit of \$120,000.

Notwithstanding the above, if the tenant was to be removed from the premises by reason of non-payment of rent, then this may impact the Group's cash flows and valuation if the Group was not able to replace the tenant at similar rent levels.

Our opinion is not modified in respect of this matter.

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Report on the Remuneration Report Opinion on the Remuneration Report

We have audited the Remuneration Report include in pages 14 to 16 of the directors' report for the year ended 31 December 2019.

In our opinion, the Remuneration Report for the year ended 31 December 2019 complies with section 300A of the Corporation Act 2001.

Responsibilities

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

KS Black & Co
Chartered Accountants


Scott Bennison
Partner

Dated: 16/3 / 2020
Sydney

SHAREHOLDER INFORMATION

As at 28 February 2020

A. Substantial Holders

Those shareholders who have lodged notice advising substantial shareholding under the *Corporations Act 2001* are as follows:

Shareholder	No. of Shares	% held
RafflesCo Limited	9,020,000	15.20
Raffles Nominees Pty Limited	5,184,838	8.73
Millennium Investment Group Pty Ltd	6,500,000	10.95
Waytex Australia Pty Ltd	6,000,000	10.11
YLH Investment Pty Ltd	3,500,000	5.90
ZY Capital Pty Ltd	3,000,000	5.05

B. Distribution of Equity Securities

Range	Total Holders	% of Issued	
		Units	Capital
1 - 1,000	268	70,271	0.11
1,001 - 5,000	89	229,501	0.39
5,001 - 10,000	27	218,094	0.37
10,001 - 100,000	38	1,323,242	2.23
100,001 and above	34	57,518,827	96.90
Rounding			
Total	458	59,359,935	100.00

C. Unmarketable Parcels

	Minimum Parcel size	Holders	Units
Minimum \$500.00 parcel at \$0.04 per unit	12,500	272	766,334

D. Twenty Largest Shareholders

The names of the twenty largest holders of quotes equity securities aggregated are listed below:

Rank	Name	Units	% of Units
1	RAFFLESCO LIMITED	9,020,000	15.20
2	MILLENNIUM INVESTMENT GROUP PTY LTD	6,500,000	10.95
3	WAYTEX AUSTRALIA PTY LTD	6,000,000	10.11
4	CITICORP NOMINEES PTY LIMITED	5,718,320	9.63
5	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	5,475,600	9.22
6	RAFFLES NOMINEES PTY LIMITED	5,184,838	8.73
7	YLH INVESTMENT PTY LTD	3,500,000	5.90
8	ZY CAPITAL PTY LTD	3,000,000	5.05
9	JT CAPITAL PTY LTD	1,538,337	2.59
10	MR AARON LANGLEY	1,500,000	2.53
11	PACIFIC PORTFOLIO INVESTMENTS PTY LTD	1,259,839	2.12
12	G & H BRASHER PTY LTD <THE BRASHER SUPER FUND A/C>	1,200,000	2.02
13	MS KOON LIN VENUS CHIU	1,160,000	1.95
14	LIP KOON HWANG	1,000,000	1.68
15	MILLENNIUM PROPERTY INVESTMENTS PTY LTD	581,100	0.98
16	JT CAPITAL HOLDINGS PTY LTD	555,766	0.94
17	SEI HAN TAN	500,000	0.84
18	AZHAR HEWITTSEN ARIFFIN BIN IBRAHIM	442,500	0.75
19	LION CAPITAL MANAGEMENT LTD	400,000	0.67
20	MS RACHEL ZHI TING TAN	374,300	0.63
Totals: Top 20 holders of FULLY PAID SHARE		54,910,600	92.50
Total Remaining Holders Balance		4,449,335	7.50
		59,359,935	100.00

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