

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

## 1. Summary of Significant Accounting Policies

### Statement of Compliance

The financial report is a general purpose financial report which has been prepared in accordance with the Corporations Act 2001, Accounting Standards and Interpretations, and complies with other requirements of the law. Accounting Standards include Australian equivalents to International Financial Reporting Standards ("A-IFRS"). Compliance with A-IFRS ensures that the financial statements and notes comply with International Financial Reporting Standards ("IFRS").

The financial statements were authorised for issue by the Directors 22 February 2013.

### Basis of Preparation

The financial report has been prepared on the basis of historical cost, except for the revaluation of investment property. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are expressed in Australian dollars.

#### (a) Borrowings

Borrowings are recorded initially at fair value, net of transaction costs. Subsequent to initial recognition, borrowings are measured at amortised cost with any difference between the initial recognised amount and the redemption value being recognised in profit or loss over the period of the borrowing using the effective interest rate method.

#### (b) Business Combinations

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The consideration for each acquisition is measured at the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

Where applicable, the consideration for the acquisition includes any asset or liability resulting from a contingent consideration arrangement, measured at its acquisition-date fair value. Subsequent changes in such fair values are adjusted against the cost of acquisition where they qualify as measurement period adjustments. All other subsequent changes in the fair value of contingent consideration classified as an asset or liability are accounted for in accordance with relevant Standards. Changes in the fair value of contingent consideration classified as equity are not recognised.

Where a business combination is achieved in stages, the Group's previously held interests in the acquired entity are remeasured to fair value at the acquisition date (i.e. the date the Group attains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

## 1. Summary of Significant Accounting Policies (Cont.)

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under AASB 3(2008) are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with AASB 112 Income Taxes and AASB 119 Employee Benefits respectively;
- Liabilities or equity instruments related to the replacement by the Group of an acquiree's share based payment awards are measured in accordance with AASB 2 Share-based Payment; and
- assets (or disposal groups) that are classified as held for sale in accordance with AASB 5 Noncurrent Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete.

Those provisional amounts are adjusted during the measurement period (see below), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date. The measurement period is the period from the date of acquisition to the date the Group obtains complete information about facts and circumstances that existed as of the acquisition date - and is subject to a maximum of one year.

### (c) Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand, cash in banks and investments in money market instruments maturing within less than 3 months at the date of acquisition, net of outstanding bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the Statement of Financial Position.

### (d) Embedded Derivatives

Derivatives embedded in other financial instruments or other host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of host contracts and the host contracts are not measured at fair value with changes in fair value recognised in profit and loss.

### (e) Employee Benefits

Provision is made for benefits accruing to employees in respect of wages and salaries, annual leave, and long service leave when it is probable that settlement will be required and they are capable of being measured reliably.

Provisions made in respect of short term employee benefits are measured at their nominal values using the remuneration rate expected to apply at the time of settlement.

Provisions made in respect of long term employee benefits are measured as the present value of the estimated future cash outflows to be made by the consolidated entity in respect of services provided by employees up to the reporting date.

Defined contribution plans - Contributions to defined benefit contribution superannuation plans are expensed when incurred.

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

## 1. Summary of Significant Accounting Policies (Cont.)

### (f) Financial Assets

Financial assets are classified into loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of the initial recognition.

#### Loans and receivables

Trade receivables, loans and other receivables are recorded at amortised cost less impairment.

### (g) Financial Instruments Issued by the Company

#### Debt and equity instruments

Debt and equity instruments are classified as either liabilities or as equity in accordance with the substance of the contractual arrangement.

#### Transaction costs on the issue of equity instruments

Transaction costs arising on the issue of equity instruments are recognised directly in equity as a reduction of the proceeds of the equity instruments to which the costs relate. Transaction costs are the costs that are incurred directly in connection with the issue of those equity instruments and which would not have been incurred had those instruments not been issued.

#### Interest

Interest is classified as an expense consistent with the statement of financial position classification of the related debt.

### (h) Foreign Currency

#### Foreign currency transactions

All foreign currency transactions during the financial year are bought to account using the exchange rate in effect at the date of the transaction. Foreign currency monetary items at reporting date are translated at the exchange rate existing at reporting date. Non-monetary assets and liabilities carried at fair value and historic cost that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined.

Exchange differences are recognised in profit and loss in the period they arise.

#### Foreign operations

On consolidation, the assets and liabilities of the consolidated entity's overseas operations are translated at exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period unless exchange rates fluctuate significantly. Exchange differences arising, if any, are recognised in the foreign currency translation reserve, and recognised in profit and loss on disposal of the foreign operation.

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

## 1. Summary of Significant Accounting Policies (Cont.)

### (i) Goods and Services Tax

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

- i. where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or
- ii. for receivables and payables which are recognised inclusive of GST.

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

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

### (j) Goodwill

Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (the acquisition date). Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

If, after reassessment, the Group's interest in the fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

## 1. Summary of Significant Accounting Policies (Cont.)

### (k) Impairment of Assets

At each reporting date, the entity reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the entity estimates the recoverable amount of the cash-generating unit to which the asset belongs.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised in profit or loss immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised in profit or loss immediately.

### (l) Income Tax

#### Current tax

Current tax is calculated by reference to the amount of income taxes payable or recoverable in respect of the taxable profit or tax loss for the period. It is calculated using tax rates and tax laws that have been enacted or substantively enacted by reporting date. Current tax for current and prior periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable).

#### Deferred tax

Deferred tax is recognised on temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax base of those items.

In principle, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that sufficient taxable amounts will be available against which deductible temporary differences or unused tax losses and tax offsets can be utilised. However, deferred tax assets and liabilities are not recognised if the temporary differences giving rise to them arise from the initial recognition of assets and liabilities (other than as a result of business combination) which affects neither taxable income nor accounting profit.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period(s) when the assets and liability giving rise to them are realised or settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by reporting date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the entity expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the company intends to settle its current tax assets and liabilities on a net basis.

#### Current and deferred tax for the period

Current and deferred tax is recognised as an expense or income in profit or loss, except when it relates to items credited or debited directly to equity, in which case the deferred tax is also recognised directly in equity, or where it arises from the initial accounting for a business combination, in which case it is taken into account in the determination of goodwill or excess.

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

## 1. Summary of Significant Accounting Policies (Cont.)

### (m) Intangible Assets

#### Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are identified and recognised separately from goodwill where they satisfy the definition of an intangible asset and their fair value can be measured reliably. Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets acquired separately. The intangible assets are written off on a straight line basis over 14 years.

### (n) Investment Property

Investment property, which is property held to earn rentals and/or for capital appreciation, is measured at its fair value at the reporting date. Gains or losses arising from changes in the fair value of the investment property are included in profit or loss in the period in which they arise.

### (o) Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### The Group as lessor

Income from operating leases is recognised on a straight line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight line basis over the lease term.

#### The Group as lessee

Operating lease payments are recognised as an expense on a straight line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred. In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

### (p) Payables

Trade payable and other accounts payable are recognised when the entity becomes obliged to make future payments resulting from the purchase of goods and services.

### (q) Provisions

Provisions are recognised when the entity has a present obligation as a result of a past event, the future sacrifice of economic benefits is probable, and the amount of the provision can be measured reliably.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that recovery will be received and the amount of the receivable can be measured reliably.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

## 1. Summary of Significant Accounting Policies (Cont.)

### (r) Principles of Consolidation

The consolidated financial statements are prepared by combining the financial statements of all the entities that comprise the consolidated entity, being the company (the parent entity) and its subsidiaries as defined in Accounting Standard AASB 127 Consolidated and Separate Financial Statements. Consistent accounting policies are employed in the preparation and presentation of the consolidated financial statements.

On acquisition, the assets, liabilities and contingent liabilities of a subsidiary are measured at their fair values at the date of acquisition. Any excess of the cost of acquisition over the fair values of the identifiable net assets acquired is recognised as goodwill. If, after reassessment, the fair values of the identifiable net assets acquired exceeds the cost of acquisition, the deficiency is credited to profit and loss in the period of acquisition.

The consolidated financial statements include the information and results of each subsidiary from the date on which the company obtains control and until such time as the company ceases to control such entity.

In preparing the consolidated financial statements, all inter-company balances and transactions and unrealised profits within the consolidated entity are eliminated in full.

### (s) Property, Plant and Equipment

Fixtures and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives, using the straightline method. The estimated useful lives, residual values and depreciation method are reviewed at each year end, with the effect of any changes in estimate accounted for on a prospective basis.

Assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the non-current asset (or disposal group) is available for immediate sales in the present condition. Management must be committed to the sale, which should be expected to qualify as a completed sale within one year from the date of classification. Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

The following estimated useful lives are used in the calculation of depreciation:

- Computers and related equipment 5 to 15 years
- Leasehold improvements 3 to 5 years
- Office furniture and equipment 5 to 15 years

### (t) Revenue Recognition

Rental revenue comprises revenue earned from the rental of the premises at 360 Pacific Highway, Crows Nest, New South Wales. Rental revenue is recognised on a straight line basis over the term of the relevant lease (See Note 1(o)). Interest income and distributions received are recognised as it accrues.

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

## 1. Summary of Significant Accounting Policies (Cont.)

### (u) Standards and Interpretations Affecting Amounts Reported in the Current Period (and/or Prior Periods)

All other new and revised Standards and Interpretations effective for the period ended 31 December 2012 have been adopted with no impact on the amounts or disclosures in the financial statements.

#### **Standards and Interpretations in issue not yet adopted**

At the date of authorisation of the financial statements, the Standards and Interpretations listed below were in issue but not yet effective.

Standard/Interpretation	Effective for annual reporting periods beginning on or after	Expected to be initially applied in the financial year ending
AASB 9 Financial Instruments	1 January 2015	31 December 2015
AASB 10 Consolidated Financial Statements	1 January 2013	31 December 2013
AASB 12 Disclosure of Interests in Other Entities	1 January 2013	31 December 2013
AASB 13 Fair Value Measurement	1 January 2013	31 December 2013
AASB 127 Separate Financial Statements	1 January 2013	31 December 2013
AASB 2010-2 Amendments to Australian Accounting Standards arising from Reduced Disclosure Requirements [AASB 1, 2, 3, 5, 7, 8, 101, 102, 107, 108, 110, 111, 112, 116, 117, 119, 121, 123, 124, 127, 128, 131, 133, 134, 136, 137, 138, 140, 141, 1050 & 1052 and Interpretations 2, 4, 5, 15, 17, 127, 129 & 1052]	1 July 2013	31 December 2014
AASB 2010-7 Amendments to Australian Accounting Standards arising from AASB 9 (December 2010) [AASB 1, 3, 4, 5, 7, 101, 102, 108, 112, 118, 120, 121, 127, 128, 131, 132, 136, 137, 139, 1023 & 1038 and Interpretations 2, 5, 10, 12, 19 & 127]	1 January 2015	31 December 2015
AASB 2011-4 Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements [AASB 124]	1 July 2013	31 December 2014
AASB 2011-7 Amendments to Australian Accounting Standards arising from the Consolidation and Joint Arrangements Standards [AASB 1, 2, 3, 5, 7, 101, 107, 112, 118, 121, 124, 132, 133, 136, 138, 139, 1023 & 1038 and Interpretations 5, 9, 16 & 17]	1 January 2013	31 December 2013
AASB 2011-8 Amendments to Australian Accounting Standards arising from AASB 13 [AASB 1, 2, 3, 4, 5, 7, 101, 102, 108, 110, 116, 117, 118, 119, 120, 121, 128, 131, 132, 133, 134, 136, 138, 139, 140, 141, 1004, 1023 & 1038 and Interpretations 2, 4, 12, 13, 14, 17, 19, 131 & 132]	1 January 2013	31 December 2013
AASB 2011-10 Amendments to Australian Accounting Standards arising from AASB 119 (September 2011) [AASB 1, AASB 8, AASB 101, AASB 124, AASB 134, AASB 1049 & AASB 2011-8 and Interpretation 14]	1 January 2013	31 December 2013
AASB 2011-11 Amendments to AASB 119 (September 2011) arising from Reduced Disclosure Requirements	1 July 2013	30 June 2014
AASB 2011-12 Amendments to Australian Accounting Standards arising from Interpretation 20 [AASB 1]	1 January 2013	31 December 2013
AASB 2012-1 Amendments to Australian Accounting Standards - Fair Value Measurement - Reduced Disclosure Requirements [AASB 3, AASB 7, AASB 13, AASB 140 & AASB 141]	1 July 2013	31 December 2014
AASB 2012-5 Amendments to Australian Accounting Standards arising from Annual Improvements 2009-2011 Cycle [AASB 1, AASB 101, AASB 116, AASB 132 & AASB 134 and Interpretation 2]	1 January 2013	31 December 2013
AASB 2012-7 Amendments to Australian Accounting Standards arising from Reduced Disclosure Requirements [AASB 7, AASB 12, AASB 101 & AASB 127]	1 July 2013	31 December 2014

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

## 1. Summary of Significant Accounting Policies (Cont.)

### (u) Standards and Interpretations Affecting Amounts Reported in the Current Period (and/or Prior Periods) (Cont.)

Standard/Interpretation	Effective for annual reporting periods beginning on or after	Expected to be initially applied in the financial year ending
AASB 2012-10 Amendments to Australian Accounting Standards - Transition Guidance and Other Amendments [AASB 1, 5, 7, 8, 10, 11, 12, 13, 101, 102, 108, 112, 118, 119, 127, 128, 132, 133, 134, 137, 1023, 1038, 1039, 1049 & 2011-7 and Interpretation 12]	1 January 2013	31 December 2013
AASB 2012-11 Amendments to Australian Accounting Standards - Reduced Disclosure Requirements and Other Amendments [AASB 1, AASB 2, AASB 8, AASB 10, AASB 107, AASB 128, AASB 133, AASB 134 & AASB 2011-4]	1 July 2013	31 December 2014

The directors are evaluating the potential impact of these new pronouncements on the future financial statements.

### (v) Share Based Payments

Equity-settled share-based payments are measured at fair value at the date of the grant. Fair value is measured by use of a Black-Scholes Option Pricing model. The expected life used in the model has been adjusted, based on management best estimates, for the effects of non-transferability, exercise restrictions and behavioural considerations. The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight line basis over the vesting period, based on the consolidated entity's estimate of shares that will eventually vest.

### (w) Critical Accounting Judgements

In the application of the consolidated entities accounting policies, management is required to make judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstance, the results of which form the basis of making these judgements. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

#### Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year:

#### Investment Property/Asset held for sale

The directors made a critical judgement in relation to the value of the investment property included in Note 8.

#### Intangible asset/Goodwill

The directors made a critical judgement in relation to the value of the intangible asset included in Note 10 and the impairment model used in accessing the carrying amount of the goodwill (see Note 9).

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

	Consolidated Year ended 31 December 2012 \$	Consolidated Year ended 31 December 2011 \$
<b>2. (Loss) from Operations</b>		
<b>(a) Revenue</b>		
Interest received - other entities	29,226	141,693
Rental income	132,760	127,841
Total revenue	161,986	269,534
<b>(b) Expenses</b>		
Reduction of fair value of investment property	140,000	-
Amortisation	62,000	77,500
Depreciation	104,845	133,527
Employee benefits expense:		
Other employee benefits	1,131,289	1,061,174
Superannuation	12,240	12,240
	1,143,529	1,073,414
Finance costs - interest paid - other entities	1,776	28,537
<b>3. Income Taxes</b>		
<b>(a) Income tax recognised in profit or loss</b>		
Tax expense comprises:		
Tax expense/(income) - prior year	-	(1,210)
Deferred tax expense/(income)	-	-
Total tax expense/(income)	-	(1,210)

The prima facie income tax expense on pre-tax accounting profit reconciles to the income tax expense in the financial statements as follows:

(Loss) from operations	(2,622,099)	(2,931,907)
Amortisation	62,000	77,500
Share based payments	-	621,810
Impairment of property	140,000	-
	(2,420,099)	(2,232,597)

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

	31 December 2012 \$	31 December 2011 \$
<b>3. Income Taxes (Cont.)</b>		
Income tax expense calculated at 30%	(786,624)	(669,779)
Effect of different tax rates of subsidiaries operating in other jurisdictions	155,957	92,082
Deferred tax benefit not brought to account	630,667	576,487
	-	(1,210)

The tax rate used in the above reconciliation is the corporate tax rate of 30% payable by Australian corporate entities on taxable profits under Australian tax law and 25% under Israeli law. There has been no change in the corporate tax rate when compared with the previous reporting period.

#### (b) Unrecognised deferred tax balances

The following deferred tax assets have not been brought to account as assets:

Tax losses - revenue	1,341,387	710,720
Temporary differences	(52,578)	(11,293)
	1,288,809	699,427
<b>(c) Franking account balance</b>		
Adjusted franking account balance	86,721	86,721

#### (d) Israeli Tax Ruling

On July 16<sup>th</sup> 2012 a Tax Ruling was issued by the Israeli Tax Authorities (ITA) under which the ITA confirmed that the Merger carried out between Audio Pixels Ltd, a private Israeli company (P.C 513853606) and Audio Pixels Holdings Limited, a public Australian company, complies with the conditions stipulated in Section 103T of the Israeli Ordinance. Consequently, the transfer of the rights by the transferring rights holders in exchange for the issuance of shares in the Australian company is not taxable at the date of the Merger pursuant to the provisions of Section 103T of the Israeli Ordinance.

## 4. Key Management Personnel Remuneration

The aggregate compensation of the key management personnel of the group is set out below:

Short-term employee benefits	553,453	600,964
Post employment benefits	108,821	117,788
Share-based payments	-	-
Termination benefits	-	-
	662,274	718,752

The remuneration above relates to directors fees and superannuation paid to entities associated with Fred Bart, Cheryl Bart and Ian Dennis and the remuneration of the three senior executives of Audio Pixels Limited in Israel.

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

	31 December 2012 \$	31 December 2011 \$
<b>5. Remuneration of Auditors</b>		
(i) Auditor of the parent entity		
Audit or review of the financial statements	23,100	32,560
Taxation service	15,000	4,319
	38,100	36,879
(ii) Network Firm of the Parent Entity Auditor		
Audit or review of the financial statements	14,599	17,532
Taxation service	10,044	18,049
	24,643	35,581
The auditor of Audio Pixels Holdings Limited is Deloitte Touche Tohmatsu.		
<b>6. Cash and Cash Equivalents</b>		
Cash on hand and at bank	5,415,454	2,113,321
Weighted average interest rate received on cash	2.90%	2.92%
<b>7. Trade and Other Receivables</b>		
Current		
GST receivable	2,831	3,333
Interest receivable	4,892	-
Prepayments	33,838	30,358
Other debtors	17,274	11,536
	58,835	45,227
Current debtors are receivable within 30 days		
Non Current		
Other debtors	13,858	14,303

Other debtors comprise security deposits with government bodies.

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

	31 December 2012 \$	31 December 2011 \$
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## 8. Investment Property/Asset Held for Sale

Strata title commercial property

1,600,000	1,740,000
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In 2011 the fair value of the Strata Title commercial property was determined in accordance with a valuation carried out on 2 September 2010 by Landmark White (NSW) Pty Limited, independent valuers not related to the company. The valuation which conforms to Australian Valuation Standards was arrived at by reference to market evidence of transaction prices for similar properties and capitalisation of the net rental income at a rate of 7.50%.

The directors have determined the fair value of the property at 31 December 2012 of \$1,600,000 based on the 2 September 2010 valuation, their review of market movements over the period, the estimated increase in capitalisation rates to 8.25%.

In the 31 December 2011 financial statements, the asset was classified as an investment property. The company has subsequently placed the property on the market for sale as it is surplus to the needs of the company and accordingly the property has been re classified as an asset held for sale.

## 9. Goodwill

Being goodwill acquired on the acquisition of Audio Pixels Limited (Refer Note 24). The goodwill is allocated to the cash generating unit of digital speakers by Audio Pixels Limited of Israel.

1,840,135	1,840,135
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The recoverable amount of this cash generating unit is determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by the directors covering a 14 year period and a discount rate of 24% per annum. Cash flow projections during the budget period are based on the same expected gross margins and raw materials price inflation during the budget period and factor in a probability of the viability of the product. The directors believe that any reasonable possible change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying value to exceed the aggregate recoverable amount of the cash generating unit.

## 10. Intangible Asset

Being the independent valuation of In Process Research and Development determined at the acquisition date of 24 September 2010 by Ernst & Young, Israel in their report dated 17 August 2011.

Less amortisation

868,000	868,000
(139,500)	(77,500)
728,500	790,500

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

	31 December 2012 \$	31 December 2011 \$
<b>11. Property, Plant and Equipment</b>		
Computers and related equipment - at cost	211,659	199,003
Less accumulated depreciation	(180,508)	(159,243)
	31,151	39,760
Leasehold improvements - at cost	156,595	159,642
Less accumulated depreciation	(156,129)	(159,095)
	466	547
Office furniture and equipment - at cost	603,883	580,697
Less accumulated depreciation	(439,659)	(367,200)
	164,224	213,497
Total net book value of Property, Plant and Equipment	195,841	253,804
<b>Cost</b>		
<b>Computers and related equipment</b>		
Balance at 1 January	199,003	162,243
Additions	16,455	36,988
Net foreign currency exchange differences	(3,799)	(228)
Balance as at 31 December	211,659	199,003
<b>Leasehold improvements</b>		
Balance at 1 January	159,642	159,846
Net foreign currency exchange differences	(3,047)	(204)
Balance as at 31 December	156,595	159,642

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

	31 December 2012 \$	31 December 2011 \$
<b>11. Property, Plant and Equipment (Cont.)</b>		
<b>Office furniture and equipment</b>		
Balance at 1 January	580,697	552,355
Additions	28,479	29,065
Net foreign currency exchange differences	(5,293)	(723)
Balance as at 31 December	603,883	580,697
<b>Accumulated depreciation</b>		
<b>Computers and related equipment - at cost</b>		
Balance as at 1 January	(159,243)	(130,178)
Net foreign currency exchange differences	3,275	182
Depreciation expense	(24,540)	(29,247)
Balance at 31 December	(180,508)	(159,243)
<b>Leasehold improvements</b>		
Balance as at 1 January	(159,095)	(144,575)
Net foreign currency exchange differences	3,038	193
Depreciation expense	(72)	(14,713)
Balance at 31 December	(156,129)	(159,095)
<b>Office furniture and equipment</b>		
Balance as at 1 January	(367,200)	(278,041)
Net foreign currency exchange differences	7,774	408
Depreciation expense	(80,233)	(89,567)
Balance at 31 December	(439,659)	(367,200)

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

	31 December 2012 \$	31 December 2011 \$
<b>12. Trade and Other Payables</b>		
Current		
Trade payables and accruals	303,115	380,005
Other creditors - related parties	23,156	-
	326,271	380,005
The payables are non interest bearing and have an average credit period of 30 days.		
<b>13. Current Borrowings</b>		
At amortised cost		
Commercial bill - secured	-	-
Financing arrangements		
Total facilities available	920,000	20,000
Facilities utilised at balance date	-	-
Facilities not used at balance date	920,000	20,000
The commercial bills were denominated in Australian dollars. The commercial bill facility of \$900,000 is a committed facility secured by a registered first mortgage against the Strata Title property. The \$900,000 commercial bill expires on 28 February 2013 unless a further extension is required. The average weighted interest rate on the interest bearing liabilities was 5.85% (2011 - 6.89%). The unused facility of \$20,000 relates to a credit card facility. The carrying amount is equal to the fair value.		
<b>14. Provisions</b>		
Employee benefits	240,281	169,747

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

	31 December 2012 \$	31 December 2011 \$
<b>15. Issued Capital</b>		
Issued and paid up capital		
Fully paid Ordinary Shares		
Balance at the beginning of the financial year	30,360,295	8,000,025
Issue of shares at \$5.00 each for cash	5,585,110	-
Issue of shares to minority vendors at \$4.57 each	-	22,360,270
Balance at the end of the financial year	35,945,405	30,360,295
Fully paid Ordinary Shares		
Balance at the beginning of the financial year	23,292,963	18,400,125
Issue of shares at \$5.00 each for cash	1,117,022	-
Issue of shares to minority vendors at \$4.57 each	-	4,892,838
Balance at the end of the financial year	24,409,985	23,292,963

Fully paid ordinary shares carry one vote per share and carry the rights to dividends.

## 16. Options Issued to Founders and Staff

On 13 January 2011, shareholders approved the issue of 1,066,879 unlisted options to the founders and staff of Audio Pixels Limited of Israel. These 1,066,879 unlisted options were issued on 11 February 2011 and are exercisable at a price of 38 cents each and expire on 31 March 2013. These options vested upon issue, however the options and any ordinary shares resulting from the exercise of the options were subject to a two year voluntary restriction period which expired on 11 February 2013.

Each share option converts to one ordinary share in Audio Pixels Holdings Limited. The options carry neither rights to dividends nor voting rights. The options can be exercised at any time from the date of issue to the date of expiry.

The 1,066,879 unlisted options were priced using a Black-Scholes option pricing model. Where relevant, the expected life used in the model has been adjusted based on management's best estimate for the effects of non-transferability, exercise restrictions and behavioural conditions. Expected volatility is based on historical share price volatility over a two year period.

The Black-Scholes model determined a value of \$4.23 each or \$4,512,898 in total for the 1,066,879 options based on the following inputs to the model for the options issued on 11 February 2011.

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

## 16. Options Issued to Founders and Staff (Cont.)

	31 December 2012 \$	31 December 2011 \$
Dividend yield	-	-
Expected volatility	-	60%
Risk free interest rate	-	4.75%
Expected life of options	-	807 days
Grant date share price	-	\$4.57
Exercise price	-	\$0.38

The allocation of the options between the founders and staff is as follows:

	Number	Value	Value
Founders	919,879	-	3,891,088
Staff	147,000	-	621,810
	1,066,879	-	4,512,898

The value of the options issued to the three founders was allocated to the minority acquisition reserve and the value of the options issued to staff was treated as share based payments in the 31 December 2011 profit and loss account.

	2012		2011	
	Number	Weighted Average Exercise price \$	Number	Weighted Average Exercise price \$
Balance at the beginning of the financial year	1,066,879	0.38	-	-
Granted during the year	-	-	1,066,879	0.38
Exercised during the year	-	-	-	-
Lapsed during the year	-	-	-	-
Balance at the end of the financial year	1,066,879	0.38	1,066,879	0.38
Exercisable at end of year	-	0.38	-	0.38

These 1,066,879 options are subject to a voluntary escrow which expired on 11 February 2013.

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

	31 December 2012 \$	31 December 2011 \$
<b>17. Reserves</b>		
<b>Foreign currency translation</b>		
Balance at the beginning of the financial year	14,977	23,508
Translation of foreign operations	75,522	(8,531)
Balance at end of financial year	90,499	14,977
<b>Equity settled option reserve</b>		
Balance at the beginning of the financial year	4,512,898	-
Issue of 1,066,879 options to founders and staff	-	4,512,898
Balance at end of financial year	4,512,898	4,512,898
<b>Minority acquisition reserve</b>		
Balance at the beginning of the financial year	(25,538,692)	-
Issue of new equity to acquire the minority interests of Audio Pixels Limited	-	(21,647,604)
Issue of options to founders	-	(3,891,088)
Balance at end of financial year	(25,538,692)	(25,538,692)
Total	(20,935,295)	(21,010,817)
<b>18. Minority Interests</b>		
Balance at beginning of the financial year	-	712,666
Minority interests acquired as a result of purchase of Audio Pixels Limited	-	(712,666)
Balance at end of financial year	-	-
<b>19. Accumulated Losses</b>		
Balance at the beginning of the financial year	(3,101,940)	(171,243)
(Loss) for the year attributable to owners of the company	(2,622,099)	(2,930,697)
Balance at the end of the financial year	(5,724,039)	(3,101,940)

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

	31 December 2012 \$	31 December 2011 \$
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## 20. Notes to the Cash Flow Statement

### (a) Reconciliation of cash and cash equivalents

For the purposes of the cash flow statement, cash includes cash on hand and at call deposits with banks or financial institutions, investments in money market instruments maturing within less than 3 months at the date of acquisition. Cash and cash equivalents at the end of the financial year as shown in the statement of cash flow is reconciled to the related items in the statement of financial position as follows:

Cash and cash equivalents	5,415,454	2,113,321
<b>(b) Restricted cash</b>		
Cash held as security for future lease payments	23,251	23,115

### (c) Reconciliation of (loss) for the period to net cash flows from operating activities

(Loss) after related income tax	(2,622,099)	(2,930,697)
Reduction in fair value of investment property	140,000	-
Equity settled share-based payments	-	621,810
Amortisation	62,000	77,500
Depreciation	104,845	133,527
Foreign exchange	104,783	(14,731)
Changes in assets and liabilities		
(Increase)/decrease in assets		
Current trade and other receivables	(13,608)	7,580
Non-current trade and other receivables	445	-
Increase/(decrease) in liabilities		
Tax payable	-	(24,652)
Provisions	70,534	17,721
Current trade payables	(53,734)	30,043
Net cash used in operating activities	(2,206,834)	(2,081,629)

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

## 21. Related Party Transactions

### (a) Directors

The Directors of Audio Pixels Holdings Limited in office during the year were Fred Bart, Ian Dennis and Cheryl Bart.

### (b) Directors' Shareholdings

	31 December 2012 Number	31 December 2011 Number
Fred Bart	5,291,250	5,286,849
Ian Dennis	520,050	520,050
Cheryl Bart	500,000	500,000

Mr Fred Bart purchased 4,401 shares during the year ended 31 December 2012 on market.

### (c) Transactions with Related Entities

The company has paid \$35,464 (year ended 31 December 2011: \$12,598) in respect of rental of the Sydney offices premises to 4F Investments Pty Limited, a company associated with Fred Bart. These rentals are based on a share of actual costs incurred and do not include a profit mark up.

During the year ended 31 December 2012, the Company paid a total of \$107,365 (year ended 31 December 2011 - \$107,365) to 4F Investments Pty Limited, a company associated with Mr Fred Bart in respect of directors fees and superannuation for Mr Fred Bart and Mrs Cheryl Bart.

During the year ended 31 December 2012, the Company paid a total of \$40,875 (year ended 31 December 2011 - \$40,875) to Dennis Corporate Services Pty Limited, a company associated with Mr Ian Dennis in respect of directors fees and superannuation.

During the year, the Company paid \$30,000 (31 December 2011 - \$50,000) to Dennis Corporate Services Pty Limited, a company associated with Mr Ian Dennis in respect of consulting fees for company secretarial and accounting services.

On 29 October 2012, the company entered into a sublease in respect of office premises at Level 12, 75 Elizabeth Street Sydney for a period of seventeen months. The company recharges 20% of the rent to Electro Optic Systems Holdings Limited, a company of which Fred Bart and Ian Dennis are directors, 20% to 4F Investments Pty Limited, a company controlled by Fred Bart and 40% to another tenant who is a shareholder in the company. The related parties have advanced \$23,156 to the company as advance rent which is included in other creditors in Note 12.

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

	31 December 2012 \$	31 December 2011 \$
<b>22. Earnings per Share</b>		
Basic (loss) per share	(11.26 cents)	(12.77 cents)
Diluted (loss) per share	(11.26 cents)	(12.77 cents)
(Loss) (a)	(2,622,099)	(2,930,697)
Weighted average number of Ordinary Shares	23,292,963	22,957,837

(a) (Loss) used in the calculation of basic earnings per share are the same as the net (loss) in the Statement of comprehensive income.

## Diluted (loss) per share

There are 1,066,879 unlisted options exercisable at 38 cents which expire on 31 March 2013 which are potential ordinary shares which are considered to be antidilutive as they would result in a reduction in the loss per share if exercised. Accordingly as per AASB 133 the basic earnings per share is the same as diluted earnings per share as no adjustment has been made for the antidilutive potential ordinary shares.

## 23. Segment Information

Since 24 September 2010, the company acquired an equity interest in Audio Pixels Limited of Israel which is involved in the development of digital speakers.

### Segment Revenues

Property investment	132,760	127,841
Digital speakers	-	-
Total of all segments	132,760	127,841
Unallocated	29,226	141,693
Total	161,986	269,534

### Segment Results

Property investment	100,806	78,154
Digital speakers	(2,752,131)	(3,151,754)
Total of all segments	(2,651,325)	(3,073,600)
Unallocated	29,226	141,693
(Loss) before income tax	(2,622,099)	(2,931,907)
Income tax gain/(expense)	-	1,210
(Loss) for the period	(2,622,099)	(2,930,697)

The consolidated entity had one customer who provided 100% of the rental income for the year ended 31 December 2012 and 100% for the year ended 31 December 2011.

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

## 23. Segment Information (Cont.)

### Segment Assets and Liabilities

	Assets		Liabilities	
	31 December 2012 \$	31 December 2011 \$	31 December 2012 \$	31 December 2011 \$
Property investment	1,600,000	1,740,000	-	-
Other investments	-	-	-	-
Digital speakers	2,834,338	2,940,636	566,552	549,752
Total all segments	4,434,338	4,680,636	566,552	549,752
Unallocated	5,418,285	2,116,654	-	-
Consolidated	9,852,623	6,797,290	566,552	549,752

Assets used jointly by reportable segments are allocated on the basis of the revenue earned by the individual reportable segments.

### Other Segment Information

	Depreciation and amortisation of segment assets		Acquisition of segment assets	
	31 December 2012 \$	31 December 2011 \$	31 December 2012 \$	31 December 2011 \$
Property investment	-	-	-	-
Other investments	-	-	-	-
Digital speakers	166,845	211,027	44,934	66,053
Total all segments	166,845	211,027	44,934	66,053
Unallocated	-	-	-	-
Consolidated	166,845	211,027	44,934	66,053

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

## 23. Segment Information (Cont.)

### Information on Geographical Segments

Geographical Segments	Revenue from External Customers \$	Segment Assets \$	Acquisition of Segment Assets \$
<b>31 December 2012</b>			
Australia	161,952	6,885,407	-
Israel	34	2,967,216	44,934
Total	161,986	9,852,623	44,934
<b>31 December 2011</b>			
Australia	269,388	3,800,532	-
Israel	146	2,996,758	66,053
Total	269,534	6,797,290	66,053

## 24. Acquisition of Subsidiary

During the previous year ended 31 December 2011, the company completed the formalities for the acquisition of the remaining 45.83% minority holdings in Audio Pixels Limited and now owns 100%. On 13 January 2011 shareholders approved the issue of 4,892,838 new ordinary shares to the vendors which are subject to escrow conditions and 1,066,879 unlisted options were issued to the founders and staff on 11 February 2011 at an exercise price of 38 cents and are exercisable on or before 31 March 2013, which are also subject to escrow conditions.

The 4,892,838 shares were valued at the market value at the time of the issue of \$4.57 and the value of the 1,066,879 options was determined in accordance with the Black-Scholes Option Pricing Model. The difference between the market price at the time of the issue of the securities and the value of the minority interests based on the accounting treatment at the date of the initial acquisition has been recognised in the Minority Acquisition Reserve (representing a transaction between owners).

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

## 25. Financial Risk Management Objectives and Policies

The consolidated entity's principal financial instruments comprise receivables, payables, cash and short term deposits.

Due to the small size of the group significant risk management decisions are taken by the board of directors. These risks include market risk (including fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Directors do not plan to eliminate risk altogether, rather they plan to identify and respond to risks in a way that creates value for the company and its shareholders. Directors and shareholders appreciate that in order for the consolidated entity to compete and grow, a long term strategy needs to involve risk taking for reward.

The consolidated entity does not use derivative financial instruments to hedge these risk exposures.

### Risk Exposures and Responses

#### (a) Interest Rate Risk

The Group's exposure to market interest rates relates primarily to the consolidated entities cash holdings and short term deposits.

At balance date, the consolidated entity had the following mix of financial assets and liabilities exposed to Australian interest rate risk that are not designated in cash flow hedges:

	31 December 2012 \$	31 December 2011 \$
<b>Financial assets</b>		
Cash and cash equivalents	5,415,454	2,113,321
<b>Financial liabilities</b>		
Current borrowings at amortised cost	-	-

The group constantly analyses its interest rate exposure. Within this analysis consideration is given to potential renewals of existing positions, alternative financing and the mix of fixed and variable interest rates.

At 31 December 2012, if interest rates had moved, as illustrated in the table below, with all other variables held constant, post tax (loss) and equity would have been affected as follows:

Judgements of reasonably possible movements	Post Tax Profit Higher/(Lower)		Equity Higher/(Lower)	
	31 December 2012 \$	31 December 2011 \$	31 December 2012 \$	31 December 2011 \$
<b>Consolidated entity</b>				
+1% (100 basis points)	54,244	22,656	54,244	22,656
-0.5% (50 basis points)	(26,987)	(11,409)	(26,987)	(11,409)

The movements in profits are due to higher/lower interest rates on cash and cash equivalents balances. The cash and cash equivalents balances were higher in December 2012 than in December 2011 and accordingly the sensitivity is higher.

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

## 25. Financial Risk Management Objectives and Policies (Cont.)

### (b) Foreign Currency Risk

The consolidated entity has a foreign currency risk since the acquisition of Audio Pixels Limited. Audio Pixels Limited operates in Israel and all transfer of funds to Audio Pixels Limited are denominated in US dollars. The consolidated entity does not hedge its US dollar exposure.

The carrying amounts of the Group's foreign currency (US\$) denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

	Liabilities		Assets	
	31 December 2012 \$	31 December 2011 \$	31 December 2012 \$	31 December 2011 \$
Cash and cash equivalents	-	-	941,813	865,009
Trade and other receivables	-	-	25,157	43,486
Trade and other payables	275,267	26,355	-	-

All US\$ denominated financial instruments were translated to A\$ at 31 December 2012 at the exchange rate of 1.0374 (2010:1.0176).

At 31 December 2012 and 31 December 2011, had the Australian Dollar moved, as illustrated in the table below, with all other variables held constant, post tax profit and equity would have been affected as follows:

Judgements of reasonably possible movements	Post Tax Profit Higher/(Lower)		Equity Higher/(Lower)	
	2012 \$	2011 \$	2012 \$	2011 \$
<b>Consolidated entity</b>				
AUD/USD +10%	173,386	223,950	173,386	223,950
AUD/USD -5%	(100,381)	(111,975)	(100,381)	(111,975)

Management believes the balance date risk exposures are representative of risk exposure inherent in financial instruments.

### (c) Credit Risk Management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The consolidated entity has adopted a policy of only dealing with creditworthy counterparties which are continuously monitored. Rental revenue is due in advance.

The credit risk on liquid funds is limited because the counterparties are major banks with high credit-ratings assigned by international credit agencies.

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

## 25. Financial Risk Management Objectives and Policies (Cont.)

### (d) Liquidity Risk Management

The consolidated entity's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The consolidated entity's investments in money market instruments all have a maturity of less than 3 months.

Ultimate responsibility for liquidity risk management rests with the board of directors, who have built an appropriate risk management framework for the management of the consolidated entity's short, medium and long term funding and liquidity requirements. The consolidated entity manages liquidity by maintaining adequate cash reserves by continuously monitoring forecast and actual cash flows and managing maturity profiles of financial assets.

Prior to being repaid, the consolidated entity's commercial bill borrowings of \$900,000 were rolled over on a monthly basis at prevailing commercial interest rates. The commercial bill facility expires on 28 February 2013.

The following tables detail the consolidated entity's remaining contractual maturity for its non-derivative financial assets. The tables have been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on these assets except where the consolidated entity anticipates that the cash flow will occur in a different period.

	Weighted average effective interest rate %	Less than 1 month \$	1-3 months \$	3 months to 1 year \$	1-5 years \$
<b>31 December 2012</b>					
Non interest bearing	0.00	864,181	-	-	-
Variable interest rate instruments	0.00	-	-	-	-
Fixed rate instruments	2.90	4,532,514	26,160	31,839	-
<b>31 December 2011</b>					
Non interest bearing	0.00	209,241	-	-	-
Variable interest rate instruments	0.90	804,735	2,078	9,351	62,340
Fixed rate instruments	4.90	1,104,492	8,983	-	-

### (e) Commodity Price Risk

The consolidated entity has no exposure to commodity price risk.

### (f) Other Price Risks

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the financial statements approximate their fair values.

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

## 26. Subsequent Events

Since the end of the financial year, the company agreed to the issue of 30,183 shares at an exercise price of A\$1.59 to a warrant holder in Audio Pixels Limited as a result of the resolution of a previously disputed warrant agreement. The shares were issued on 1 February 2013 and raised cash of \$48,123.

Apart from the above, the Directors are not aware of any significant events since the end of the financial year and up to the date of this report.

	31 December 2012 \$	31 December 2011 \$
<b>27. Parent Entity Disclosures</b>		
<b>Financial position</b>		
Assets		
Current assets	10,003,453	4,890,837
Non-current assets	4,028,209	4,168,209
<b>Total assets</b>	<b>14,031,662</b>	<b>9,059,046</b>
Liabilities		
Current liabilities	51,002	10,645
Non-current liabilities	-	-
<b>Total liabilities</b>	<b>48,171</b>	<b>10,645</b>
<b>Net assets</b>	<b>13,980,660</b>	<b>9,048,401</b>
Equity		
Issued capital	35,945,405	30,360,295
Reserves	(21,025,794)	(21,025,794)
(Accumulated losses)/Retained earnings	(938,951)	(286,100)
<b>Total equity</b>	<b>13,980,660</b>	<b>9,048,401</b>
<b>Financial performance</b>		
(Loss) for the period	(652,851)	(389,744)
Other comprehensive income	-	-
	<b>(652,851)</b>	<b>(389,744)</b>

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

## 28. Controlled Entity

Name of Entity	Country of Incorporation	31 December 2012 %	31 December 2011 %
<b>Parent Entity</b>			
Audio Pixels Holdings Limited	Australia		
<b>Controlled Entity</b>			
Audio Pixels Limited	Israel	100.00	100.00

## 29. Leases

### Operating leases - leasing arrangements (the Company as Lessor)

Operating leases relate to the investment property owned by the consolidated entity with a remaining lease term of nine months, with an option for a further term of three years. The operating leases contain rental review clauses. The lessee does not have an option to buy the property at the expiry of the lease period.

	31 December 2012 \$	31 December 2011 \$
<b>Non-cancellable operating lease receivables</b>		
Not longer than 1 year	110,639	104,288
Longer than 1 year and not longer than 5 years	-	-
Longer than 5 years	-	-
	<u>110,639</u>	<u>104,288</u>

### Operating leases - leasing arrangements (the Company as Lessee)

The parent company entered into a sublease arrangement in respect of its head office premises at Suite 3, Level 12, 75 Elizabeth Street, Sydney NSW commencing on 29 October 2012 for a period of 17 months to 30 March 2014.

	31 December 2012 \$	31 December 2011 \$
<b>Non-cancellable operating lease payables</b>		
Not longer than 1 year	65,599	-
Longer than 1 year and not longer than 5 years	30,000	-
Longer than 5 years	-	-
	<u>95,599</u>	<u>-</u>

The Company recovers 80% of the lease payments from director related entities who sublease space from the company on a month to month arrangement.

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

## 30. Contingent Liability

The parent company has been advised of a potential derivative action in Israel by an individual shareholder of BE4 Limited, an Israeli company in bankruptcy proceedings. At the date of this report the parent company has not been formally served. The Directors do not believe the Company has a case to answer, and is prepared to vigorously defend any action if commenced.

## 31. Additional Company Information

Audio Pixels Holdings Limited is a listed public company, incorporated and operating in Australia.

### Registered Office and Principal Place of Business

Level 12  
75 Elizabeth Street  
Sydney NSW 2000  
Australia

Tel: (02) 9233 3915

Fax: (02) 9232 3411

**[www.audiopixels.com.au](http://www.audiopixels.com.au)**

The Company has 11 employees in Israel.