

**Transmetro Corporation Limited ABN 45 001 809 043
and Controlled Entities**

**Appendix 4D and Half-Year Financial Report
31 December 2019**

This half-year report is for the six months ended 31 December 2019. The previous corresponding period is the half-year ended 31 December 2018.

The information in this report should be read in conjunction with the most recent annual financial report.

Results for announcement to the market

\$A'000

Revenues from ordinary activities	Down	1.6%	to	15,105
Net Profit from ordinary activities after tax attributable to members	Down	94.7%	to	137
Net Profit for the period attributable to members	Down	94.7%	to	137
Earnings before interest, tax, depreciation and amortisation from continuing operations	Up	152.2%	to	3,437
Dividends		Amount per security		Franked amount per security
Final dividend		- ¢		- ¢
Interim dividend		- ¢		- ¢
Record date for determining entitlements to the dividend	<input type="text"/>			
Brief explanation of any of the figures reported above:	Refer to comments in the attached Directors' Report.			
NTA Backing		31 December 2019		30 June 2019
Net tangible asset backing per share		\$1.60		\$1.57

**Transmetro Corporation Limited ABN 45 001 809 043
and Controlled Entities
Interim Financial Report**

DIRECTORS' REPORT

Your directors submit the financial report of the consolidated group for the half-year ended 31 December 2019.

Directors

The names of directors who held office during or since the end of the half-year:

John McEvoy (Chairman)	Director since November 1979
Peter Frawley (Managing Director)	Director since June 2015
Alan Notley (Non-Executive Director)	Director since October 1994
David Lloyd (Non-Executive Director)	Director since March 2002
Susan Notley (Non-Executive Director) (Alternate for Alan Notley)	Director since September 2008

Total Revenue from continuing operations decreased \$244k to \$15.1M which is a 1.6% decrease from the corresponding period in December 2019.

The consolidated entity's EBITDA from continuing operations increased \$2.07M to \$3.44M a 152.2% increase on the previous corresponding period. This is due to the impact of new accounting standard AASB16 Leases as disclosed in note 1 to the financial report.

Net Profit after tax attributable to members for the period was \$137k compared to a Net Profit after tax of \$2.60M for the previous corresponding period.

Rounding of Amounts

The consolidated group has applied the relief available to it in ASIC Class Order 98/100 and accordingly certain amounts in the financial report and the directors' report have been rounded off to the nearest \$1,000.

Auditor's Declaration

The lead auditor's independence declaration under s 307C of the *Corporations Act 2001* is set out on page 16 for the half-year ended 31 December 2019.

This report is signed in accordance with a resolution of the Board of Directors.



Director

John McEvoy

Dated this 27th February 2020

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Interim Financial Report**

**CONSOLIDATED INCOME STATEMENT FOR THE HALF-YEAR ENDED
31-Dec-19**

	Note	Consolidated Group	
		31.12.2019	31.12.2018
		\$000	\$000
Sales Revenue		15,104	15,343
Interest income		1	6
Total Revenue		15,105	15,349
Cost of Sales		(1,571)	(1,537)
Employee benefits expense		(4,930)	(4,918)
Other expenses		(5,167)	(7,531)
Earnings Before Interest, Tax, Depreciation and Amortisation		3,437	1,363
Net proceeds from sale of assets		-	3,068
Depreciation and amortisation expense		(538)	(558)
Amortisation of right of use assets		(2,374)	
Interest expense on lease liabilities		(336)	
Finance costs		-	(313)
Profit before income tax		189	3,560
Income tax expense		(52)	(979)
Profit from continuing operations	2	137	2,581
Profit from discontinued operations	9		15
Profit from operations attributable to:			
Members of the parent entity		137	2,596
Earnings per share			
From continuing operations:			
Basic and diluted earnings per share (cents)		1.02	19.29

The accompanying notes form part of this financial report.

**Transmetro Corporation Limited ABN 45 001 809 043
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**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE HALF-YEAR ENDED
31-Dec-19**

	Consolidated Group	
	31.12.2019	31.12.2018
	\$000	\$000
Profit for the period	137	2,596
Other comprehensive income	<u>-</u>	<u>-</u>
Total comprehensive income for the period	<u>137</u>	<u>2,596</u>
Total comprehensive income attributable to:		
Members of the parent entity	137	2,596

The accompanying notes form part of this financial report.

**Transmetro Corporation Limited ABN 45 001 809 043
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**CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT
31-Dec-19**

	Note	Consolidated Group	
		31.12.2019 \$000	30.06.2019 \$000
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents		3,063	3,328
Trade and other receivables		1,969	1,115
Inventories		210	201
TOTAL CURRENT ASSETS		5,242	4,644
NON-CURRENT ASSETS			
Property, plant and equipment		21,966	22,154
Deferred tax assets		627	540
Intangible assets		1,134	1,134
Right of use assets		14,069	
Other financial assets		1	1
Other non-current assets		250	250
TOTAL NON-CURRENT ASSETS		38,047	24,079
TOTAL ASSETS		43,289	28,723
CURRENT LIABILITIES			
Current tax payable		540	477
Trade and other payables		2,416	2,389
Lease liabilities		4,376	
Short-term provisions		751	766
TOTAL CURRENT LIABILITIES		8,083	3,632
NON-CURRENT LIABILITIES			
Borrowings	3	2,357	2,357
Deferred tax liabilities		1,173	1,143
Lease liabilities		9,949	
TOTAL NON-CURRENT LIABILITIES		13,479	3,500
TOTAL LIABILITIES		21,562	7,132
NET ASSETS		21,727	21,591
EQUITY			
Issued capital		6,856	6,856
Reserves		3,094	3,094
Retained earnings		11,777	11,641
TOTAL EQUITY		21,727	21,591

The accompanying notes form part of this financial report.

**Transmetro Corporation Limited ABN 45 001 809 043
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**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE HALF-YEAR ENDED
31-Dec-19**

	Issued Capital Ordinary	Asset Revaluation Reserve	Capital Contribution Reserve	Retained Earnings	Total
	\$000	\$000	\$000	\$000	\$000
Balance at 1.7.2018	6,856	2,716	379	7,517	17,468
Profit attributable to members of the parent entity	-	-	-	2,596	2,596
Other comprehensive income	-	-	-	-	-
Balance at 31.12.2018	<u>6,856</u>	<u>2,716</u>	<u>379</u>	<u>10,113</u>	<u>20,064</u>
Balance at 1.7.2019	6,856	2,716	378	11,640	21,590
Profit attributable to members of the parent entity	-	-	-	137	137
Other comprehensive income	-	-	-	-	-
Balance at 31.12.2019	<u>6,856</u>	<u>2,716</u>	<u>378</u>	<u>11,777</u>	<u>21,727</u>

**Transmetro Corporation Limited ABN 45 001 809 043
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CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE HALF-YEAR ENDED

31-Dec-19

	Consolidated Group	
	31.12.2019	31.12.2018
	\$000	\$000
CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from customers	14,591	16,012
Payments to suppliers and employees	(11,969)	(15,021)
Distributions and dividends received	-	25
Interest received	1	6
Interest paid	(336)	(333)
Income tax (paid)/refund	(47)	(129)
Net cash provided by operating activities	<u>2,240</u>	<u>560</u>
 CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of non-current assets	(349)	(418)
Proceeds from sale of assets	-	4,069
Capital Return on pub investment	-	30
Net cash used in investing activities	<u>(349)</u>	<u>3,681</u>
 CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of borrowings	-	(3,800)
Repayment of lease principal	(2,155)	-
Dividends paid	-	-
Net cash provided by financing activities	<u>(2,155)</u>	<u>(3,800)</u>
Net Increase/(decrease) in cash held	(264)	441
Cash and cash equivalents at beginning of period	<u>3,327</u>	<u>2,829</u>
Cash and cash equivalents at end of period	<u><u>3,063</u></u>	<u><u>3,270</u></u>

**Transmetro Corporation Limited ABN 45 001 809 043
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Interim Financial Report**

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2019

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The half-year financial report is a general purpose financial report prepared in accordance with the *Corporations Act 2001* and AASB 134 'Interim Financial Reporting'. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'. The half-year report does not include notes of the type normally included in an annual financial report and shall be read in conjunction with the most recent annual financial report.

Basis of preparation

The consolidated financial statements have been prepared on the basis of historical cost, except for the revaluation of freehold property and financial instruments. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

Significant accounting policies

Except as described below, the accounting policies applied by the Consolidated Entity in this Consolidated Interim Financial Report are the same as those applied by the Consolidated Entity in the Consolidated Annual Financial Report as at and for the year ended 30 June 2019. The impact of AASB16 leases standard which replaces AASB 117 eliminated the classifications of operating leases and finance leases for lessees. Subject to exceptions, a 'right-of-use' asset is capitalised in the statement of financial position, measured as the present value of the unavoidable future lease payments to be made over the lease term. The exceptions relate to short-term leases of 12 months or less and leases of low-value assets (such as personal computers and small office furniture) where an accounting policy choice exists whereby either a 'right-of-use' asset is recognised or lease payments are expensed to profit or loss as incurred. A liability corresponding to the capitalised lease is also recognised, adjusted for lease prepayments, lease incentives received, initial direct costs incurred and an estimate of any future restoration, removal or dismantling costs. Straight-line operating lease expense recognition is replaced with a depreciation charge for the leased asset (included in operating costs) and an interest expense on the recognised lease liability. In the earlier periods of the lease, the expenses associated with the lease under AASB 16 will be higher when compared to lease expenses under AASB 117. However EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) results are improved as the operating expense is replaced by interest expense and depreciation in profit or loss under AASB 16. For classification within the statement of cash flows, the lease payments are separated into both a principal (financing activities) and interest (either operating or financing activities) component. For lessor accounting, the standard does not substantially change how a lessor accounts for leases. The consolidated entity adopts this standard from 1 July 2019. The impact of AASB16 at 1 July 2019 is to recognise a right-of-use asset of \$16.5 million and a corresponding lease liability of \$16.5 million. The EBITDA is improved by \$2.5M and the Net Profit after tax decreased by \$226k for the six months ended 31 December 2019.

NOTE 2: PROFIT FOR THE PERIOD

	Consolidated Group	
	31.12.2019	31.12.2018
	\$000	\$000
Profit for the period is after:		
Rental expenses on operating leases		3,436
Interest paid on lease liabilities	336	
Amortisation right of use assets	2,374	

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NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2019

	31.12.2019	30.06.2019
	\$000	\$000
NOTE 3: BORROWINGS		
NON CURRENT		
Unsecured loans – related party	2,357	2,357
	2,357	2,357

- (i) Unsecured loans comprise interest free loans from an entity associated with a director and a majority shareholder. The loans were initially repayable by 30 September 2017 and subsequently extended to 30 September 2021.

NOTE 4: OPERATING SEGMENTS

Segment Information

Identification of reportable segments

The group has identified its operating segments based on the internal reports that are reviewed and used by the board of directors (chief operating decision makers) in assessing performance and determining the allocation of resources. The Group is managed primarily on the basis of service offerings and operating segments are therefore determined on the same basis.

Transmetro Corporation Limited's operation during the year related to operation of Hotels, Serviced Apartments, Inns and Theme Pubs.

Reportable segments disclosed are based on aggregating operating segments where the segments are considered to have similar economic characteristics.

Basis of accounting for purposes of reporting by operating segments

Accounting policies adopted

Unless stated otherwise, all amounts reported to the Board of Directors as the chief decision maker with respect to operating segments are determined in accordance with accounting policies that are consistent to those adopted in the annual financial statements of the Group.

Unallocated items

The following items of income and expense are not allocated to operating segments as they are not considered part of the core operations of any segment:

- Depreciation and amortisation;
- Finance costs; and
- income tax expense;

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NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2019

NOTE 4: OPERATING SEGMENTS (cont'd)

Segment performance

	Hotels, Inns & Apartments	Theme Pubs	Total
	\$000	\$000	\$000
Six months ended			
31.12.2019			
Revenue			
External sales	10,526	4,578	15,104
Inter-segment sales	145	-	145
Interest and Other revenue	1	-	1
Total segment revenue	10,672	4,578	15,250
<i>Reconciliation of segment revenue to group revenue</i>			
Inter-segment elimination	(145)	-	(145)
Total group revenue	10,527	4,578	15,105
Segment result before tax	2,970	467	3,437

Reconciliation of segment result to group net profit/(loss)

Unallocated items:

• Depreciation and amortisation	(538)
• Amortisation right of use assets	(2,374)
• Interest paid on lease liabilities	(336)
• Income tax expense	(52)
Net Profit after tax from continuing operations	137

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NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2019

Segment performance

	Hotels, Inns & Apartments	Theme Pubs	Total
	\$000	\$000	\$000
Six months ended			
31.12.2018			
Revenue			
External sales	10,902	4,441	15,343
Inter-segment sales	149	-	149
Interest and Other revenue	6	-	6
Total segment revenue	11,057	4,441	15,498
<i>Reconciliation of segment revenue to group revenue</i>			
Inter-segment elimination	(149)	-	(149)
Total group revenue	10,908	4,441	15,349
Segment result before tax	1,265	98	1,363
<i>Reconciliation of segment result to group net profit/(loss)</i>			
Amounts not included in segment result but reviewed by the Board:			
Unallocated items:			
• Net proceeds from sale of assets			3,068
• Depreciation and amortisation			(558)
• Finance costs			(313)
• Income tax expense			(979)
Net Profit after tax from continuing operations			2,581

NOTE 5: ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND BUSINESS OPERATION

No subsidiaries or businesses were acquired or sold during the period under review

NOTE 6: CONTINGENT LIABILITIES AND COMMITMENTS

There has been no change in contingent liabilities and commitments since the last annual reporting date.

NOTE 7: EVENTS SUBSEQUENT TO REPORTING DATE

Since the end of the financial period, the directors are not aware of any matter that has significantly affected or may significantly affect the operations of the Company in subsequent financial periods.

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NOTE 8: FAIR VALUE MEASUREMENT

The Consolidated Entity measures and recognises the following assets and liabilities at fair value on a recurring basis after initial recognition:

- financial assets; and
- freehold properties.

Valuation techniques

The Consolidated Entity selects a valuation technique that is appropriate in the circumstances and for which sufficient data is available to measure fair value. The availability of sufficient and relevant data primarily depends on the specific characteristics of the asset or liability being measured. The valuation techniques selected by the Consolidated Entity are consistent with one or more of the following valuation approaches:

- Market approach: valuation techniques that use prices and other relevant information generated by market transactions for identical or similar assets or liabilities.
- Income approach: valuation techniques that convert estimated future cash flows or income and expenses into a single discounted present value.
- Cost approach: valuation techniques that reflect the current replacement cost of an asset at its current service capacity.

Each valuation technique requires inputs that reflect the assumptions that buyers and sellers would use when pricing the asset or liability, including assumptions about risks. When selecting a valuation technique, the Consolidated Entity gives priority to those techniques that maximise the use of observable inputs and minimise the use of unobservable inputs. Inputs that are developed using market data (such as publicly available information on actual transactions) and reflect the assumptions that buyers and sellers would generally use when pricing the asset or liability are considered observable, whereas inputs for which market data is not available and therefore are developed using the best information available about such assumptions are considered unobservable.

The following tables provide the fair values of the Consolidated Entity's assets and liabilities measured and recognised on a recurring basis after initial recognition and their categorisation within the fair value hierarchy:

Fair Value Measurement

	Level	31 December 2019	30 June 2019
		\$	\$
Shares in listed corporations	Level 1	506	506
Freehold Properties	Level 3	17,237,085	17,354,865

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NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2019

NOTE 8: FAIR VALUE MEASUREMENT (cont'd)

Valuation techniques used to derive level 3 fair values

Asset Category	Fair Value \$	Valuation Technique	Significant Unobservable Inputs	Range	Relationship of Unobservable Inputs to Fair Value	Sensitivity of fair value measurement to changes in significant unobservable inputs
Freehold Properties	17,237,085	Income Approach using discounted cashflow methodology and capitalisation approach.	Adopted capitalisation rate Adopted terminal yield Adopted discount rate	8.00% - 8.50% 8.50% 10.25%	A significant increase or decrease in the adjustment would result in a significantly lower (higher) fair value.	A significant increase or decrease in the adjustment would result in a significantly lower/higher fair value.

Valuation process

The Board reviews the freehold property valuation process on a semi-annual basis. All valuations are performed either by independent professionally qualified external valuers or the directors. If the external valuation is more than three years old then the property is externally valued. For those with an external valuation less than three year old an assessment is made as to which properties are likely to have had material movements in the book value reported at the last reporting period to determine whether they should be revalued externally. At each reporting date the management will perform initial desktop assessment of current value through a capitalisation of income and discounted cashflow approach. If the result is materially different external independent valuation is conducted.

Reconciliation from opening balances to closing balances for recurring Level 3 fair value measurements

	CONSOLIDATED
Freehold Properties	\$
Opening Balance	17,354,865
Additions by purchase	-
Depreciation	(117,780)
Net revaluation adjustment	-
Closing Balance	<u>17,237,085</u>

NOTE 9: DISCONTINUED OPERATIONS

In May 2019 the group sold its interest in the property known as Metro Hotel Ipswich International.

The financial performance of discontinued operations for the half year ended 31 December 2018 was:

	\$000
Revenue	1,188
Expenses	<u>(1,167)</u>
Profit before income tax	21
Income tax expense	<u>(6)</u>
Profit after income tax	<u>15</u>

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DIRECTORS' DECLARATION

The directors of the company declare that:

1. The financial statements and notes, as set out on pages 2 to 12 are in accordance with the *Corporations Act 2001*, including:
 - a. complying with Australian Accounting Standard AASB 134: Interim Financial Reporting; and
 - b. giving a true and fair view of the consolidated entity's financial position as at 31 December 2019 and of its performance for the half-year ended on that date.
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.

This declaration is made in accordance with a resolution of the Board of Directors.



Director: John McEvoy

Dated this 27th February 2020



STIRLING INTERNATIONAL

CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF TRANSMETRO CORPORATION LIMITED AND CONTROLLED ENTITIES

Report on the Half-year Financial Report

We have reviewed the accompanying half-year financial report of Transmetro Corporation Limited and Controlled Entities (the consolidated entity) which comprises the consolidated statement of financial position as at 31 December 2019, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and the consolidated statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies, other selected explanatory notes and the directors' declaration.

Directors' Responsibility for the Half-Year Financial Report

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

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of an Interim Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2019 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134: *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of Transmetro Corporation Limited and Controlled Entities, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, provided to the directors of Transmetro Corporation Limited and Controlled Entities would be in the same terms if given to the directors as at the time of this auditor's report.

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Liability limited by a scheme approved under Professional Standards Legislation

Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Transmetro Corporation Limited is not in accordance with the *Corporations Act 2001* including:

- giving a true and fair view of the consolidated entity's financial position as at 31 December 2019 and of its performance for the half-year ended on that date; and
- complying with AASB 134: Interim Financial Reporting and Corporations Regulations 2001.

Stirling International
Chartered Accountants



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Peter Turner

Partner

27th February 2020

225 Clarence St Sydney 2000

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE *CORPORATIONS ACT 2001*
TO THE DIRECTORS OF
TRANSMETRO CORPORATION LIMITED

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

- a. no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the review; and
- b. no contraventions of any applicable code of professional conduct in relation to the review.

Stirling International
Chartered Accountants



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Peter Turner

Partner

27th February 2020

225 Clarence St Sydney 2000