TBG Diagnostics Limited

TBG DIAGNOSTICS LIMITED

ABN: 82 010 975 612

FINANCIAL REPORT

FOR THE YEAR ENDED 31 DECEMBER 2019

DIRECTORS' REPORT

Your directors present their report on the consolidated entity consisting of TBG Diagnostics (referred to as 'TBG' or 'the Company') ABN 82 010 975 612 and the entities it controlled (referred to as 'the Group') during the year ended 31 December 2019.

1. Directors

The names of the company's directors in office during the year and until the date of this report are as below. Directors were in office for this entire period unless otherwise stated.

Mr Jitto Arulampalam	(Executive Chairman)
Dr Stanley Chang	(Non-Executive Director)
Ms Emily Lee	(Non-Executive Director)
Mr Hsi-Kai (C.K.) Wang	(Non-Executive Director)
Mr Eugene Cheng	(Executive Director / Chief Executive Officer – TBG Inc / Chief Operating Officer – TBG Diagnostics Ltd, resigned 1 February 2019 Non-Executive Director, resigned 28 May 2019)

2. Dividends

No dividends have been paid or declared during the period and the directors do not recommend the payment of a dividend for the year ended 31 December 2019 (31 December 2018: Nil).

3. Results and Review of Operations

Company Overview

The principal activities of TBG Diagnostics Limited during the period were as follows:

1. Focused on the research and development, manufacturing, sales and marketing and services of Molecular Diagnostics (MDx) products, including assays and instruments;
2. Entered into collaboration arrangements and product licensing agreements with external parties to expand market presence and product portfolio; and
3. Completed the disposal of TBG Biotechnology (Xiamen) Inc. and its subsidiaries as announced on 3 May 2019.

The Company's objective is to become one of the leading molecular diagnostics (MDx) companies in Asia and particularly in China. Due to its unparalleled performance in immune matching ability, molecular diagnostics is becoming an essential tool in helping the clinician with critical transplant decisions. TBG is continually pushing to the forefront of molecular testing for diagnostics. From the extraction of nucleic acids, amplification and detection of infectious diseases, genotyping and viral load testing, TBG is committed to expanding the applications of our core technology.

Operating and Financial Review

Operating Results for the Year

To be read in conjunction with the attached Financial Report.

The consolidated operating result for the period ended 31 December 2019 was a net profit of $620,137, being an increase of $5,013,467 over the 31 December 2018 net loss of $4,393,330.

The increase to a net profit for the year ended 31 December 2019 of $620,137 is mainly attributed to results from discontinued operations of $11,842,126 (2018: $1,861,793 loss). The result improvement is primarily due to income realised for $5,999,000 pertaining to the early settlement of the deferred consideration of PG500 assets that were sold in 2016. On 3 May 2019, the discontinued operations relating to the disposal of TBG Xiamen resulted to gain of $5,843,126 which formed part of the gain on discontinued operations. However, an impairment loss of $5,027,440 was recognised in relation to this investment as the investment was partially impaired at 31 December 2019.

3. Results and Review of Operations (cont'd)

Operating Results for the Year (cont'd)

The following table summarises the consolidated results:

		12 months ended	12 months ended
		31 Dec 2019	31 Dec 2018
	% Change	$	$
Revenue	6.1	3,345,592	3,152,830
Cost of Sales	(127.5)	(822,621)	(361,593)
Other income	(18.7)	160,863	197,967
Administrative and corporate expenses	7.4	(1,920,531)	(2,073,238)
Research expenses	1.6	(2,060,896)	(2,094,669)
Selling expenses	28.5	(688,417)	(962,233)
Share of net losses of associates	(100.0)	(2,347,328)	-
Impairment loss	(1663.6)	(6,888,651)	(390,601)
Gain (Loss) on discontinued operations	736.1	11,842,126	(1,861,793)
Operating income (loss)	**114.1**	**620,137**	**(4,393,330)**

Earnings/ (Loss) per Share and Net Tangible Assets per Share

		12 months ended	12 months ended
		31 Dec 2019	31 Dec 2018
	% Change	$	$
Basic and diluted earnings (loss) per share	114.1	0.3	(2.0)
Net tangible assets per share*	11.3	5.9	5.3

* Includes right-of-use assets

Management Discussion and Analysis

Revenue and Other Income

Total revenues earned during the year increased 6.1% to $3,345,592 in 31 December 2019 (2018: $3,152,830). Being the only vendor with a China Food and Drug Administration (CFDA) approved SBT products in China, the Groups' SBT products for high resolution HLA testing is gaining popularity throughout the China region. Of the sales revenue from customers, 13% (2018: 30%) represent sales to its parent entity, Medigen.

Other income decreased 18.7% to $160,863 (2018: $197,967) mainly due to the impact of foreign exchange fluctuations.

		12 months ended	12 months ended
		31 Dec 2019	31 Dec 2018
	% Change	$	$
Revenue and other income			
Sales revenue	7.6	3,066,839	2,848,954
Technical services revenue	(8.3)	278,753	303,876
Interest and other income	(18.7)	160,863	197,967
Total revenue and other income	**4.6**	**3,506,455**	**3,350,797**

3. Results and Review of Operations (cont'd)

Management Discussion and Analysis (cont'd)

Research and Development (R&D) Expenses

Research and development expenditure decreased 1.6% to $2,060,896 (2018: $2,094,669) during the year ended 31 December 2019. In 2017, European CE-Mark certification was granted for the product *ExProbe^{TM} SE HLA ABCDRDQ* (ExProbe^{TM}) Typing Kit as well as regulatory approval in Taiwan. CFDA approval was also received for a portfolio of HLA genotyping kits in China. In 2018, TBG continuously focused on the development of molecular diagnostics in Immunogenetics. Based on multiplex PCR technology, the Group is also developing products for infectious disease diagnostics. Of the twenty-four (24) products currently being developed, six (6) products in transfusion, immunity and infectious diseases have entered clinical trials and IVD approval processes. These stages of product development were continued to the current year.

The group is also currently developing immune function related genetic marker, Killer cell Inhibitor Receptor (KRI) to assess and monitor the efficacy of adoptive Natural Killer (NK) using multiple diagnostic platforms including SSP, real-time PCR, SBT and NGS.

The primary activities of the R&D division during the year pertained to the development of various detection kits for various diseases which are as follows:

Transplantation

Clinical studies have clearly shown that HLA gene matching between the donor and recipients of organs and stem cell transplants are key prognostic markers of the transplant success rate including immediate rejection as well as long term survival of the transplanted organ/cell. The applications of HLA genotyping not only includes the traditional donor matching against transplant recipients, but also to establish a global database of HLA typed donors from healthy blood donors or donated cord bloods, determine potential adverse drug reactions, and lastly, the diagnostic of specific autoimmune diseases. IVD products are currently provided for both LOW and HIGH resolutions.

Blood Safety

Once blood has been collected by the blood bank, every unit of blood must be screened for the presence of specific pathogenic microorganisms. While each blood centre across the globe has adopted different screening protocols, most of them will screen for Hepatitis B virus (HBV), Hepatitis C virus (HCV), and Human Immunodeficiency Virus (HIV).

Oncology

Molecular diagnostics in the field of oncology are now growing rapidly. Oncology tests can be used for many different indications, including screening to identify patients at risk of developing cancer, screening for early detection of cancer, determining prognosis, predicting response to therapy and monitoring patients both during and after treatment.

Infectious Disease

Molecular diagnostics for infectious diseases have been widely used and it is currently the largest application for molecular diagnostics. The driving force behind future infectious IVD testing market expansion will be the detection of hospital acquired infection, sexually transmitted diseases and human papilloma virus (HPV).

Hereditary Genetics Testing

Genetic testing identifies specific inherited changes in a person's chromosomes, genes, or proteins. Genetic mutations can have harmful, beneficial, no effect, or cause uncertain effects on health. Genetic testing can confirm whether a condition is, indeed, the result of an inherited syndrome. Genetic testing is also performed to determine whether family members without obvious illness have inherited the same mutation as a family member who is known to carry a disease-associated mutation. TBG currently provide HLA B27 IVD products for Ankylosing Spongyditis as well as HLA-DQB IVD Products for Celiac and Narcolepsy.

3. Results and Review of Operations (cont'd)

Management Discussion and Analysis (cont'd)

Research and Development (R&D) Expenses (cont'd)

The partly discontinued research and development expenditures pertaining to the disposal group in China are as follows:

1. Manufacture and clinical trial stages including regulation submission of a series of products that were developed by TBG Taiwan which is currently under licensing agreement with TBG Xiamen;
2. Technology development of infectious diseases, oncology, blood screening and genetic testing products; and
3. Provision of genetic testing services in transplantation, blood and platelets transfusion, cancer and genetic diagnostics in Xiamen City, Fujian Region and other neighbouring provinces of China.

A total solution

In order to provide a "sample to answer" workflow, TBG is also developing a fully integrated automation system based on Real Time PCR technology. Built upon this system, we aim to advance efficiency and accelerate results, ultimately improving the quality of products, reducing laboratory costs, and operator safety.

Selling expenses

Selling expenses decreased 28.5% to $688,417 (2018: $962,233). During the year ended 31 December 2019, the group focused on marketing campaigns and exhibitions on a smaller scale in Asia following the disposal of TBG Xiamen. TBG Xiamen group is responsible for marketing campaigns in the whole of China, its country of jurisdiction.

Administrative and Corporate Expenses

Administrative and corporate expenses decreased 7.4% to $1,920,531 (2018: $2,073,238). Mr Eugene Cheng, the Group's Chief Operating Officer/Non-executive Director resigned during the year resulting to savings in employee costs. This was in spite of increased audit and management consultancy fees relating to the disposal groups.

Gain (Loss) on Discontinued Operations

Gain on discontinued operations significantly increased to $11,842,126 (2018: $1,861,793 loss). During the year, the Group completed the disposal of its subsidiaries in China, TBG Xiamen and its subsidiaries, resulting to a gain of $5,843,126. Concurrently, during the same period, income of $5,999,000 was recognised relating to the full settlement of the deferred receivable relating to the PG500 assets that were sold in 2016.

The proposed disposal of TBG Xiamen operations was announced on 17 December 2018, where loss on discontinued operations of $2,072,282 was recognised in 2018 financial year end. In addition to prior year, income of $210,489 was recognised pertaining to the early settlement of the deferred consideration from the sale of PharmaSynth Pty Ltd.

Refer to *note 5* for further details.

Impairment loss

At 31 December 2019, impairment loss of $6,888,651 (2018: $390,601) was recognised which mainly pertains to the equity accounted investment in TBG Xiamen and related receivables as the recoverable amounts were determined to be significantly lower than their carrying amounts. In 2018 prior year, impairment loss pertaining to the goodwill allocated to TBG Taiwan was recognised in full.

Liquidity and Cash Resources

The Group ended the financial year with cash and cash equivalents totalling $5,205,131 compared with $6,734,791 at 31 December 2018. In May 2019, the Company received a total of $1,999,000 in cash and 10,000,000 preference shares with a fair value of $4,000,000 from Zucero Therapeutics Pty Ltd as the full and final settlement of the receivable from the sale of PG500 assets (note 5).

Cash and cash equivalents at 31 December 2019 were represented by a mix of highly liquid interest bearing investments with maturities of up to 90 days and deposits on call.

3. Results and Review of Operations (cont'd)

Liquidity and Cash Resources (cont'd)

Cash Flows
Cash of $2,323,704 was disbursed during the year to fund consolidated net operating activities, compared to $2,726,902 in 2018. The decrease was mainly due to decreased trade collections more than the disbursements. Bulk of expenditures pertained to oncology costs relating to current products and new products under development within the research and development activities in Taiwan.

Cash outflows from investing activities amounted to $729,875 (2018: $450,113 inflow). During the year, the Group completed the disposal of TBG Biotechnology (Xiamen) Inc ('TBG Xiamen'), resulting in cash outflows of $327,534. Following its disposal, the Group increased the investment in TBG Xiamen by investing additional cash of $2,130,184 (US$1,430,000) through participation in rights issue. At 31 December 2019, the Groups' shareholding interest in TBG Xiamen was changed to 48.23% from 46.65% following its rights issue participation in August 2019.

Capital expenditures of $271,157 was also used for the purchase of testing and machinery equipment in Taiwan and $184,595 was paid for office leases.

During the year, the Group entered into a short-term bank loan of $952,140 to finance its short-term operations. This loan is payable within the next six months.

Funding Requirements

The Group expects to incur substantial future expenditure in light of its research and development programs, manufacturing facility expansion and sales growth plans.

At present, TBG is undertaking to continue product development and the manufacture of its wide range of molecular diagnostics products and an integrated automated clinical system. Prior to full product launches, TBG needs to secure clinical trials and obtain regulatory approvals of its internally developed products and build its competitive advantage to achieve its growth plans. Significant cash requirements are required to achieve these objectives.

Future cash requirements will depend on a number of factors, including the scope and results of non-clinical studies and clinical trials, continued progress of research and development programs, the company's out-licensing activities, the ability to generate positive cash flow from the molecular diagnostics (MDx) business, the ability to generate revenues from the commercialisation of drug development efforts and the availability of other funding.

The Company estimates that the current cash and cash equivalents are sufficient to fund its on-going operations for at least 34 months from the date of this report. This excludes capital requirements outside of normal operating activities.

In light of the continuing merger and acquisition strategies, the Group is also looking further at various funding arrangements to finance any potential acquisition requirements, and to expand its cash reserves and capital resources.

4. Significant Changes in the State of Affairs

(i) Completion of the acquisition of Changsha Chang-Ye Medical Laboratory

On 3 May 2019, the Group announced that it has completed the acquisition of Changsha ChangYe Medical Laboratory Corp. ('ChangYe') through its subsidiary TBG Xiamen in accordance with the terms announced to ASX on 17 December 2018.

After completion of the transactions, the Company currently holds 46.65% of the equity in TBG Xiamen and TBG Xiamen holds 100% of the equity in ChangYe, such that the Company indirectly holds an interest of 46.65% in ChangYe.

TBG Xiamen was incorporated in 2014 to address the government requirements of Haicang, China, for foreign entities operating genetic testing businesses in the Xiamen region of China and carries on a business of research and development and manufacturing molecular diagnostic kits and instruments.

ChangYe is a company incorporated in China which conducts a business of providing medical laboratory testing services to hospitals and the community, and which is based in the city of Changsha in Hunan Province.

As part of the agreement, DongYuan Huaxin (Beijing) Capital Management Co Ltd ("DongYuan"), one of the parties in the agreement, provided capital investment of $2,252,252 (CNY 10,680,000) into TBG Xiamen. DongYuan, a private equity firm incorporated in China, is a consulting and advisory company which aims to strategically grow the reach of many of the businesses it invests in, including by leveraging off its relationships in China and Asia Pacific to expand its portfolio companies' capabilities.

4. Significant Changes in the State of Affairs (cont'd)

(i) Completion of the acquisition of Changsha Chang-Ye Medical Laboratory

The acquisition allows the Company to draw on the capabilities and resources of ChangYe and Dongyuan in order to develop synergies between each of the businesses of ChangYe and Dongyuan and the TBG Xiamen Business, and to expand the TBG Xiamen Business further within the China and Asia Pacific markets.

At 31 December 2019, the Group's shareholding interest in TBG Xiamen has changed to 48.23% from 46.65% resulting from its rights issue participation in the capital raising on August 2019.

Refer to *note 29* for further details of the investment in associates accounted for under the equity method.

(ii) Settlement of the deferred consideration for the Sale of PG500 Assets

As announced on 22 August 2016, the Company entered into a binding agreement to sell the PG500 assets to Zucero Therapeutics Ltd ('Zucero') for a total deferred consideration of $6,000,000 payable in August 2019. The Company has negotiated the right to be able to convert the deferred consideration into equity such that the Company will hold 20% of the total issued share capital of Zucero, under certain specific circumstances. In order to secure payment of the deferred consideration and protect the Company's interests, the parties have entered into security interest agreements and a guarantee.

On 23 February 2017, a Deed of Variation was executed whereby the Company gave the buyer, Zucero, a right to make an early payment of the deferred payment, subject to occurrence of a $4,000,000 capital raising event. This allows the buyer to pay the deferred payment by way of a $1,999,000 cash payment and $4,000,000 in Zucero shares. This right had to be exercised before 31 December 2017 or the original agreement is enforceable. This did not occur during the period.

On 7 May 2018, the Company accepted and signed an agreement deed with Zucero Therapeutics whereby the Company granted irrevocable rights to Zucero to satisfy the deferred payment prior to 31 December 2018, the conversion end date, by converting the Convertible Deferred Payment portion of $4 million into QF Shares, subject to the buyer completing a qualified Financing Event and other relevant conditions; and pay the seller the Cash Deferred Payment portion of $1,999,000. This did not occur during the period, however, further extension of the Conversion End Date to 31 March 2019 was approved on 21 February 2019.

On 3 May 2019, the Company announced that it has entered into a Deed of Settlement for the full settlement of the $5,999,000 deferred consideration whereby the Company received cash settlement of $1,999,000 and 10,000,000 preference shares in Zucero at an issue price of $0.40 per share with a total value of $4,000,000. Following the issuance of the preference shares, the Company currently holds 7.89% in the capital of Zucero.

(iii) Changes to board of directors

On 1 February 2019, Mr Eugene Cheng resigned as Group Chief Operating Officer but remained in his capacity as non-executive director of the group until his subsequent resignation on 28 May 2019.

5. Significant Events after the Reporting Date

Group's strategy in response to the impact of coronavirus pandemic

On 31 January 2020, the World Health Organisation (WHO) announced a global health emergency because of a new strain of coronavirus (COVID-19 outbreak) and the risks to the international community as the virus spreads globally beyond its point of origin. Because of the rapid increase in exposure globally, on 11 March 2020, the WHO classified the COVID-19 outbreak as a pandemic. The full impact of the COVID-19 outbreak continues to evolve at the date of this report. The Company is therefore uncertain as to the full impact that the pandemic will have on its financial condition, liquidity, and future results of operations during 2020.

However, the Group considered this situation as an opportunity and have pro-actively taken below measures in response to the coronavirus pandemic.

5. Significant Events after the Reporting Date

(i) ChangYe approved as a designated testing lab for coronavirus

On 27 February 2020, the Group announced that Changsha ChangYe Medical Laboratory Corp. (ChangYe), a subsidiary of the Group's investee company TBG Xiamen, has been approved by the Health Competent Authority of the Province of Hunan (China) as a designated testing lab for 2019-nCov among other labs. As a designated lab, currently considerable samples from all over Hunan Province have been sent to ChangYe Medical Laboratories for analysis service, mainly from hospitals and corporate clients whose employees have to be screened.

(ii) CE Mark approval of TBG Xiamen's COVID-19 Virus Diagnostic Kit

On 18 March 2020, the Group's investee company TBG Xiamen, a China based molecular diagnostics company, has received the CE Mark approval for its COVID-19 Nucleic Acid Diagnostics Kit. CE Mark certification indicates that the COVID-19 Nucleic Acid Diagnostics Kit meets the essential health, safety, and environmental protection requirements of the applicable European regulations to allow the sale of the kit throughout the European Economic Area. This RNA based diagnostic kit uses real time PCR technology platform with 3 colour labelling to detect distinctive segments within RDRP, N and E genes of the SARS-CoV-2 virus.

Subsequently on 6 April 2020, the Group has been advised that the Chinese Government has now banned the export of all COVID-19 diagnostics kits that have not obtained the required China medical device product registration certification. TBG Xiamen's COVID-19 Virus Diagnostic Kits do not currently have China medical device product registration certification required under the new export requirements as recently announced by the Chinese Government, therefore TBG Xiamen is currently unable to sell and export their COVID-19 Nucleic Acid Diagnostics Kits from China. Without the China medical device product registration certification, TBG Xiamen is also currently unable to sell their COVID-19 Nucleic Acid Diagnostics Kits within China. While TBG Xiamen has received interest from several buyers, in light of these new restrictions no COVID-19 Nucleic Acid Diagnostics Kits will be exported or sold while these restrictions remain in place or until TBG Xiamen receives the required certifications for sale and export. TBG Xiamen intends to apply for the relevant regulatory approvals to allow for the sale and distribution of the COVID-19 Nucleic Acid Diagnostics Kits to regions within Europe and Asia as well as the USA.

On 5 May 2020, the Group further received notification from TBG Xiamen that the Chinese Department of Commerce has lifted these bans restricting the exportation of TBG Xiamen's CE Marked COVID-19 Nucleic Acid Test Kits. Following the lift of the export ban the COVID-19 Nucleic Acid Test Kits are now able to be exported from China for sale throughout the European Economic Area subject to individual countries accepting import of the test kits.

The Group determined that these events do not have any financial impact on the consolidated accounts at 31 December 2019. However, these may have potential impact on the Group's 48.23% share of future net profits of the investee company which will ultimately impact the investment accounted for under the equity method, amount of which cannot be determined at report date.

(iii) TBG Taiwan received CE Mark approval of COVID-19 Nucleic Acid and Antibody Rapid Test Kits

O 21 May 2020, the Group announced that its wholly owned subsidiary TBG Biotechnology Corp. ("TBG Taiwan") has received the CE Mark approval for its ExProbe™ SARS-CoV-2 Testing Kit and SARS-CoV-2 IgG / IgM Rapid Test Kit.

CE Mark certification indicates that the ExProbe™ SARS-CoV-2 Testing Kit and SARS-CoV-2 IgG / IgM Rapid Test Kit meet the essential health, safety, and environmental protection requirements of the applicable European regulations to allow the sale of the kit throughout the European Economic Area as well as any country that accepts CE-mark, subject to satisfying regulatory requirements and obtaining import permits for individual countries. Both tests are manufactured by TBG Biotechnology Corp.in Taiwan and will be exported from Taiwan subject to meeting the regulatory requirements of the destination country. The ExProbe™ SARS-CoV-2 Testing Kit is a RNA based diagnostic kit that uses real time PCR technology with multiplex design to detect distinctive segments within RdRP, N and E genes of the SARS-CoV-2 virus in a single reaction. It is commonly used to confirm active infection of the SARS-CoV-2 virus. The SARS-CoV-2 IgG / IgM Rapid Test Kit test is a lateral flow assay that is able to detect IgG and IgM antibodies against specific protein epitopes on the N and S proteins of the SARS-CoV-2. The Company expects the test to take 15 minutes to complete and detect the presence of SARS-CoV-2 specific IgM and IgG antibodies in the blood, serum and plasma. IgM and IgG antibodies usually generated in the body 7-10 days after SARS-CoV-2 infection and can last for weeks. This test is often used to confirm if a person has been infected with the COVID-19 virus. This rapid test uses droplet of blood, serum or plasma as testing sample. Together, these two test products are expected to be able to confirm symptomatic individuals with an active SARS-CoV-2 viral infection and those who have been infected bySARS-CoV-2 and generated a specific antibody response.

5. Significant Events after the Reporting Date (cont'd)

The Group determined that this event does not have any financial impact on the consolidated accounts at 31 December 2019. However, this may have potential impact on the Group's future net profits, amount of which cannot be determined at report date.

Investment in Lanka Graphite Limited (LGR)

On 28 February 2020, the Group acquired 3.2% investment in the equity capital of Lanka Graphite Limited (LGR) consisting of 3,750,000 shares at $0.02 per share for a total of $75,000.

Lanka Graphite Limited (ASX: LGR) is an Australian-based Graphite Exploration Company focused on exploring high purity vein graphite in Sri Lanka of which has been ceased during the period. It currently holds seven exploration licences and one exploration licence application.

LGR has been actively and currently exploring acquisition opportunities across other sectors outside mining and exploration business. LGR is a related party of the Company.

The investment will serve as an experimental project that may bring future potential opportunity to the Group for further exploration. The Group also considered that adding this new investment into the Group's portfolio of assets will strengthen TBG's industry profile and business activities.

Investment in Zucero Therapeutics Pty Ltd

The novel coronavirus outbreak has resulted in significant turmoil in global stock markets. This has had a material impact on the Group's unlisted investment in Zucero Therapeutics Pty Ltd value since 31 December 2019.

The Group understands that in June 2020 Zucero Therapeutics Ltd completed a capital raising of $3 million which funds will be used for working capital and to advance Zucero's technology and its anti-viral and oncology clinical activities.

The Group did not participate in the capital raising.

6. Likely Developments and Expected Results

The likely developments in the year ahead include:

(i) Development of new product, Natural Killer (NK) Cell Profile Gene Panel;
(ii) Continue to look for opportunities for expansion of the Group's core technology through merger and acquisition;
(iii) On-going provision of necessary assistance to associates in China in promoting TBG products;
(iv) Conduct a capital raising to ensure adequate resources are available to achieve growth objectives, product development and increase assets portfolio; and
(v) Further develop and promote the Group's tailored Covid-19 Nucleic Acid and Antibody Rapid Test Kits as one of the main product pipelines addressing the global need of testing kits that will potentially contribute against the spread of coronavirus pandemic.

7. Directors – Qualifications, Experience and Special Responsibilities (held in the last three years)

Directors and company secretary in office at the date of this report

Mr Indrajit (Jitto) Solomon Arulampalam
Executive Chairman
Risk and Audit Committee Member

Mr. Arulampalam is a Melbourne based businessman with over 20 years of extensive experience in corporate restructuring, capital raising, listing and running of public companies on the ASX. Mr Arulampalam finished the degree of Bachelor in Business Administration at Curtin University in 1988 and is currently a Non-Executive Chairman of ASX listed company Lanka Graphite Limited (ASX:LGR). Having started his career in Accounting, he spent more than 8 years with Westpac Banking Corporation in several key operational and strategic Banking roles before joining boards of public companies.

7. Directors – Qualifications, Experience and Special Responsibilities (held in the last three years) (cont'd)

Directors and company secretary in office at the date of this report (cont'd)

In 2004, Mr. Arulampalam was head hunted by Newsnet Ltd as its CEO to assist in the restructuring of the company, and to position it for an IPO. Since this appointment he was responsible for guiding the company through a successful restructure and positioned Newsnet as a leading innovator in the messaging/telco space to be recognised by the 2006 Australian Financial Review MIS Magazine as one of the "Top 25 global rising stars".

In 2010, Mr. Arulampalam co-founded ASX listed potash mining and exploration company Fortis Mining Ltd (ASX: FMJ). As the Executive Chairman, he was instrumental in the company's acquisition of world class potash assets in Kazakhstan, a monumental deal which ultimately led to the company being awarded "IPO of the Year 2011".

Mr. Arulampalam was also previously the Chairman of ASX listed companies Great Western Exploration Ltd (ASX: GTE) and Medicvision Limited (ASX: MVH). He has also been the Chairman of Euro Petroleum Limited, an ASX listed company.

In November 2017, Mr. Arulampalam was appointed as the Chief Executive Officer of TAPP Group, an Australian financial services and technology company based in Melbourne.

Dr. Stanley Chang
Non-Executive Director
Remuneration and Nomination Committee Chair

Dr. Chang is the Chairman of Medigen, with an MD degree from National Taiwan University College of Medicine and a Ph.D. degree in Laser Medicine from the University College London of London University, UK.

Dr. Chang is a Urological surgeon by training, and was formerly a professor in Urology, and the chairman of Faculty of Medicine at Tzu-Chi Medical College, Taiwan. He changed the career track to biotech business in 2000, and became the CEO and Chairman of both Medigen and Medigen Vaccine Biologics Corp. (MVC).

Medigen is a publicly listed company in Taiwan, focusing on monoclonal antibody discovery, cancer drug developments, and molecular diagnostic kits/devices manufacturing and marketing. MVC on the other hand is a subsidiary of Medigen, devoted to cell based technology for vaccine production. MVC is constructing a PIC/s certified vaccine manufacturing plant for pandemic/seasonal flu vaccines and EV71 enterovirus vaccines in Taiwan. The state-of-the-art cell-based vaccine production plant is planned to go through EU's PIC/s GMP inspection and has started operations in 2018.

Dr Chang holds a total of 1,802,064 shares in Medigen, the ultimate parent of the Company. At the direction of the Taipei Stock Exchange, the shares are not tradeable from the Initial Public Offering (IPO) in November 2011 until regulatory approval is obtained for the product PI-88.

Ms Emily Lee
Non-Executive Director
Remuneration and Nomination Committee Member
Risk and Audit Committee Chair

Ms Emily Lee, who is currently a Non-Executive Director of ASX listed company Lanka Graphite Limited (ASX:LGR), is a Melbourne based businesswoman with a substantial track record of success in cross border transactions within the corporate and government sectors in Australia and Asia. Ms. Lee has extensive experience in corporate restructuring, capital raising, listing and managing of public companies on the ASX.

Ms Lee serves as Managing Director of Mercer Capital, a boutique private equity firm based in Melbourne. In May 2013, she was instrumental in leading a successful underwriting and capital raising exceeding $5 million for Progen Pharmaceuticals Limited (ASX: PGL). In August 2015, she successfully raised $3.8 million for Lanka Graphite Limited following the successful merger of Viculus Limited and Euro Petroleum.

Mercer Capital has been the lead strategic Corporate Advisor for Progen Pharmaceuticals Limited on managing and facilitating the corporate restructuring of the company and acquisition of TBG Inc.

Ms Lee previously held position as non-executive chairman for ASX listed company Australian Natural Proteins Limited (ASX:AYB).

7. Directors – Qualifications, Experience and Special Responsibilities (held in the last three years) (cont'd)

Directors and company secretary in office at the date of this report (cont'd)

Mr Hsi-Kai (C.K.) Wang
Non-Executive Director
Risk and Audit Committee Member

Mr. C.K. Wang is the Team Leader of Biotechnical Material Technical Team at Eternal Materials Co., Ltd.("Eternal"), a leading chemical material provider based in Taiwan. C.K. holds a Ph.D. degree in Applied Biological Chemistry from the University of Tokyo in Japan. Prior to joining Eternal, C.K. worked at Academia Sinica, the most preeminent academic institution in Taiwan, as a postdoctoral researcher.

Mr Justyn Stedwell
Company Secretary

Mr. Stedwell is a professional Company Secretary consultant with over 11 years' experience as a Company Secretary of public listed companies. He has completed a Bachelor of Commerce (Economics and Management) from Monash University, and a Graduate Diploma in Applied Corporate Governance from the Governance Institute of Australia.

Director in office but not at the date of this report

Mr. Eugene Cheng
Executive Director, resigned 1 February 2019
Non-Executive Director, appointed 1 February 2019 but resigned 28 May 2019
Risk and Audit Committee Member

Mr. Eugene Cheng was previously the President of Medigen, a leading biotechnology company listed on Taipei Exchange in Taiwan.

Since he joined the company in 2004, Mr Cheng has been instrumental in Medigen's IPO on the Taipei Exchange in 2011 and the establishment and development of the company's in-vitro diagnostics business under the TBG brand. Mr Cheng spearheaded Medigen's M&A activities including the acquisitions of Texas Biogene in 2006 and Haoyuan of Shanghai in 2007. Under Eugene's leadership, Haoyuan became the leading local brand in China's NAT blood screening market. Haoyuan's valuation was increased by tenfold in 5 years before it got acquired by Perkin Elmer in 2012.

Prior to Medigen, Eugene held several executive positions in Acers, one of the world's leading PC brands. As VP and General Manager of the OEM Business Division, he was responsible for more than 50% of the company's sales. As the Chief of Staff, he assisted the President in strategic planning and was also responsible for Acer's corporate venture capital.

He sat on the boards of more than 15 companies in the investment portfolios, many of which have later became successful public companies in Taiwan and in the US.

Mr Cheng holds a bachelor degree in Chemical Engineering from Chung Yuan College of Science and Engineering, and a MBA degree from National Sun-Yat-Sen University in Taiwan.

Mr Cheng holds a total of 187,808 shares in Medigen, the ultimate parent of the Company. At the direction of the Taipei Stock Exchange, the shares are not tradeable from the Initial Public Offering (IPO) in November 2011 until regulatory approval is obtained for the product PI-88.

8. Particulars on Directors' Interest in Shares and Options

As at the date of this report the directors' interests in shares and options of the Company as notified by the directors to the Australian Stock Exchange in accordance with S205G(1) of the Corporations Act 2001 were:

Director	Shares	Options
Jitto Arulampalam	40,000	-
Stanley Chang	-	-
Emily Lee	91,207	-
Eugene Cheng	-	-
Hsi-Kai (C.K.) Wang	-	-

9. Directors' Attendance at Board and Committee Meetings

The number of directors' meetings held during the year and the number of meetings attended by each director were as follows:

	Directors' meetings		Risk and audit committee meetings		Remuneration and nomination committee meetings	
Name	**A**	**B**	**A**	**B**	**A**	**B**
Indrajit Arulampalam	2	2	2	2	1	1
Stanley Chang	2	2	-	-	1	1
Emily Lee	2	2	2	2	1	1
Eugene Cheng	2	2	1	1	1	1
Hsi-Kai (C.K.) Wang	2	2	1	2	1	1

Key: A : Number of meetings attended
B : Number of meetings held during the time the director held office or was a member of the committee

10. Remuneration Report (audited)

This remuneration report outlines the director and executive remuneration arrangements of the Group in accordance with the requirements of the *Corporations Act 2001* and its regulations. For the purposes of this report, key management personnel (KMP) of the Group are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the parent company.

Details of the key management personnel

(i) Directors

I.S. Arulampalam — Executive Chairman
S. Chang — Non-executive Director
E. Lee — Non-executive Director
C. K. Wang — Non-executive Director
E. Cheng — Executive Director (Chief Executive Officer – TBG Inc/
Chief Operating Officer – TBG Diagnostics Limited), resigned 1 February 2019
Non-Executive Director, resigned 28 May 2019

(ii) Executives

J. Stedwell — Company Secretary
G. Hipona — Chief Finance Officer

There have been no other changes to the KMP after the reporting date and before the date the financial report was authorised for issue, except as noted above.

A. Principles used to determine the nature and amount of remuneration

Remuneration Philosophy

Remuneration levels are competitively set to attract the most qualified and experienced directors and executives. The remuneration structures outlined below are designed to attract suitably qualified candidates, reward the achievement of strategic objectives, and achieve the broader outcome of creating shareholder value.

The Board ensures that executive reward satisfies the following criteria for good reward corporate governance practices:

- competitiveness and reasonableness;
- acceptability to shareholders;
- performance linkage/alignment of executive compensation;
- transparency; and
- capital management.

Remuneration packages may include a mix of fixed and variable remuneration including performance based bonuses and equity plans.

In accordance with best practice corporate governance, the structure of non-executive director and executive remuneration is separate and distinct.

10. Remuneration Report (audited) (cont'd)

Executive and Non-executive Director Remuneration

Executive and Non-executive directors' fees reflect the demands which are made on, and the responsibilities of, the directors. Non-executive directors' fees are reviewed periodically by the Board and were last done so on 11 November 2015.

The Constitution and the ASX Listing Rules specify that the aggregate remuneration of the non-executive directors shall be determined from time to time by a general meeting of shareholders. The current aggregate fee pool limit is $500,000 per annum as approved by shareholders at the 2007 AGM.

As of 12 June 2020, fees being paid to executive and non-executive directors has a total aggregate amount of $40,000 per annum for each executive and non-executive director, inclusive of board committee fees. The fees paid to the executive Chairman amounted to $80,000, inclusive of board committee fees.

Retirement allowances are not paid to non-executive directors other than contributing superannuation to the directors' fund of choice. This benefit forms part of the directors' base fees.

The remuneration of executive and non-executive directors for the periods ended 31 December 2019 and 31 December 2018 is detailed in table 1 and 2 of this report.

Executive Remuneration

The executive pay and reward framework has two components:

- fixed remuneration including base pay and benefits; and
- variable remuneration including performance related bonuses and equity plans.

Fixed remuneration

The level of fixed remuneration is set so as to provide a base level of remuneration which is both appropriate to the position and is competitive in the market.

Fixed remuneration consists of base remuneration, as well as employer contributions to superannuation funds. Executives are given the opportunity to receive their fixed base remuneration in a variety of forms including cash and fringe benefits such as motor vehicles. It is intended that the manner of payment chosen will be optimal for the recipient without creating undue additional cost for the Company.

Fixed remuneration is generally reviewed annually by the remuneration committee. This process consists of a review of individual performance and overall performance of the Company. The Committee has access to external advice independent of management.

The Company does not pay retirement benefits to any senior executives other than contributing superannuation to the senior executives' fund of choice. Pension benefits are also paid for executives of the overseas subsidiaries in accordance with a defined contribution plan. This benefit forms part of the senior executives' base remuneration.

The fixed remuneration component of executives is detailed in table 2.

Performance related bonuses

At 31 December 2019, there were no performance related bonuses granted and paid to eligible executives (2018: $10,247 (TWD 230,500)).

Retention Bonus

No retention bonuses were paid or granted throughout the year ended 31 December 2019 (2018: nil).

Retirement benefits

The company meets its obligations under the Superannuation Guarantee Legislation.

Equity plans

The company is able to issue share options under the TBG Directors and Employees Option Incentive Plan. The objective of the equity plan is to reward executives in a manner that aligns remuneration with the creation of shareholder wealth.

Information on all options vested during the year is detailed in table 5 and further detail of the plan is in note 17.

10. Remuneration Report (audited) (cont'd)

Group Performance

In considering the consequences of the Company's performance on shareholder wealth the Board are focused on total shareholder returns. In the Company's case this consists of the movement in the Company's share price rather than the payment of dividends. Given the current stage of the Company's development, it has never paid a dividend and does not expect to in the near future.

The consolidated operating result during the year ended 31 December 2019 was a net profit of $620,137 (2018: $4,393,330 loss).

The following table shows the change in the Company's share price and market capitalisation as compared to the total remuneration (including the fair value of options granted) during the current financial year and the previous four financial years:

	31 Dec 2019	31 Dec 2018	31 Dec 2017	31 Dec 2016	30 Jun 2016
Share price at end of year	$0.03	$0.06	$0.06	$0.18	$0.20
Change in share price	($0.03)	nil	($0.12)	($0.02)	$0.02
Market capitalisation at end of year	$6,962,793	$12,402,475	$13,055,237	$39,165,712	$43,517,458
Change in market capitalisation	($5,439,682)	($652,762)	($26,110,475)	($4,351,746)	$33,566,101
Total Key Management Personnel remuneration	$430,946	$544,683	$476,600	$293,705	$888,201[1]

[1] Of this amount, $319,085 is remuneration received by directors and key management personnel of TBG Inc (accounting parent) including TBG Diagnostics Limited (legal parent) from 29 January 2016 to 30 June 2016.

There were no expenses in relation to options issued to key management personnel of the group during the period 31 December 2019 financial year (2018: $nil) - See Table 2.

The Directors believe that the base remuneration of the Board and executives reflects market compensation for these roles. Short Term Incentives (STI) of $13,745 (TWD 295,000) were paid to Directors and Key Management during the year ended 31 December 2019 (2018: $10,247 (TWD 230,500)).

10. Remuneration Report (audited) (cont'd)

B. Details of remuneration of key management personnel of TBG Diagnostics Limited (legal parent)

Table 1: Directors' remuneration for the year ended 31 December 2019.

Directors		Short term			Long term benefits	Share-based payment		Options
		Salary and fees $	Cash bonus $	Non-monetary benefits $	Long service leave $	Options $	Total $	Remuneration %
Indrajit (Jitto) Arulampalam	**31 Dec 2019**	**80,000**	**-**	**-**	**-**	**-**	**80,000**	**-**
	31 Dec 2018	80,000	-	-	-	-	80,000	-
Stanley Chang	**31 Dec 2019**	**40,000**	**-**	**-**	**-**	**-**	**40,000**	**-**
	31 Dec 2018	40,000	-	-	-	-	40,000	-
Eugene Cheng[1]	**31 Dec 2019**	**29,421**	**13,745**[4]	**539**	**-**	**-**	**43,705**	**-**
	31 Dec 2018	112,351	10,247[5]	45,605	-	-	168,203	-
Emily Lee	**31 Dec 2019**	**40,000**	**-**	**-**	**-**	**-**	**40,000**	**-**
	31 Dec 2018	40,000	-	-	-	-	40,000	
Edward Chang[2]	**31 Dec 2019**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	31 Dec 2018	16,667	-	-	-	-	16,667	-
Hsi-Kai Wang[3]	**31 Dec 2019**	**40,000**	**-**	**-**	**-**	**-**	**40,000**	
	31 Dec 2018	23,333	-	-	-	-	23,333	-
Total – Executive and Non-Executive Directors	**31 Dec 2019**	**229,421**	**13,745**	**539**	**-**	**-**	**243,705**	**-**
	31 Dec 2018	312,351	10,247	45,605	-	-	368,203	-

[1] Resigned as Executive Director on 1 February 2019 and resigned as Non-Executive Director on 28 May 2019
[2] Resigned 28 May 2018
[3] Appointed 28 May 2018
[4] This is a discretionary bonus paid to the executive upon resignation
[5] 100% of the bonus vested in the 2018 year upon meeting certain non-contractual objectives

10. Remuneration Report (audited) (cont'd)

Table 2: Remuneration for the other key management personnel for the year ended 31 December 2019.

Other key management personnel		Short term			Post-employment	Long term benefits	Share-based payment			Options
		Salary and fees[1] $	Cash bonus $	Non-monetary benefits $	Super-annuation $	Long service leave[2] $	Options $	Termin-ation payments $	Total $	Remune-ration %
Generosa Hipona	**31 Dec 2019**	**130,691**	**-**	**-**	**13,145**	**4,705**	**-**	**-**	**148,541**	**-**
	31 Dec 2018	124,285	-	-	12,515	3,680	-	-	140,480	-
Justyn Stedwell	**31 Dec 2019**	**38,700**	**-**	**-**	**-**	**-**	**-**	**-**	**38,700**	**-**
	31 Dec 2018	36,000	-	-	-	-	-	-	36,000	-
Total - Other key management personnel	**31 Dec 2019**	**169,391**	**-**	**-**	**13,145**	**4,705**	**-**	**-**	**187,241**	**-**
	31 Dec 2018	160,285	-	-	12,515	3,680	-	-	176,480	-

[1] Includes changes in accrual for annual leave
[2] This pertains to the movements in long service leave provision

C. Service Agreements

The Company's policy is to enter into service contracts with executive directors and senior executives on appointment that are unlimited in term but capable of termination on specified notice periods; and that the Company has the right to terminate the contract immediately by making payment equal to the specified notice period as pay in lieu of notice other than for misconduct when termination is immediate. The executive directors and senior executives are also entitled to receive on termination of employment their statutory entitlements of accrued annual leave and long service leave.

The service contract outlines the components of remuneration paid to the executive directors and key management personnel but does not prescribe how remuneration levels are modified year to year.

The current base remuneration, short-term incentive arrangements and termination notice periods included in the service agreements with key management personnel are detailed below:

J Stedwell, *Company Secretary*

- Term of consultancy agreement – variable depending on completion of projects
- Consulting fees paid on a monthly rate of $3,300 with a 5% increase per year
- Termination payments – one month notice within the first 2 years of service; two to five months' notice between 3 to 6 years of service; and six months' notice after 6 years of continued service

G Hipona, Chief Finance Officer

- Term of agreement – unlimited, capable of termination on notice of 4 weeks. There are no termination benefits stipulated in the contract/service agreement.
- Base salary, inclusive of superannuation, of $148,541 last reviewed on 3 December 2019

I.S Arulampalam, *Executive Chairman – TBG Diagnostics Ltd*

- Term of agreement – there are no termination benefits stipulated in the contract/service agreement
- Base director's fee of $80,000 last reviewed on 26 February 2019

10. Remuneration Report (audited) (cont'd)

C. Service Agreements (cont'd)

E Cheng, *Executive Director / Chief Executive Officer (resigned 1 February 2019) – TBG Inc. / Chief Operating Officer – TBG Diagnostics Ltd (resigned 28 May 2019)*

- Term of agreement – unlimited, no provision for termination notice. There are no termination benefits stipulated in the contract/service agreement.
- Base directors fee of $40,000 last reviewed on 26 February 2019
- Base salary of TW$ 2,115,000 ($90,820), last reviewed on 30 October 2017
- Variable short -term incentives based on achievement of certain financial and non-financial objectives
- Fixed non-monetary benefits include car rental fees that are being paid by TBG Biotechnology Corp. (Taiwan)

D. Share-Based Payments

During the year ended 31 December 2019 there were no options vested and outstanding with directors and key management personnel of the Group under the terms of The TBG Directors and Employee Option Incentive Plan.

There was nil value of options granted and exercised during the year ended 31 December 2019 to directors and key management personnel.

E. Key Management Personnel Equity Holdings

(i) Option holdings of key management personnel

Directors	Balance at beginning of period 1 Jan 2019	Granted as remuner-ation	Options forfeited	Options Lapsed[3]	Balance at end of period 31 Dec 2019	At 31 December 2019 Total Vested	Total Non-Vested
I.S.Arulampalam	-	-	-	-	-	-	-
S. Chang	-	-	-	-	-	-	-
E. Cheng[1]	-	-	-	-	-	-	-
E. Lee	-	-	-	-	-	-	-
E. Chang[2]	-	-	-	-	-	-	-
H. Wang[3]	-	-	-	-	-	-	-
Executives							
G. Hipona	-	-	-	-	-	-	-
J. Stedwell	-	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**

[1] Resigned 1 February 2018 as Group Chief Operating Officer; also resigned 28 May 2019 as Non-Executive Director
[2] Resigned 28 May 2018
[3] Appointed 28 May 2018

(ii) Shareholdings of key management personnel

Ordinary shares held in TBG Diagnostics Limited	Balance 1 Jan 19	On exercise of options	Net change other	Balance 31 Dec 19
Directors				
I.S.Arulampalam	40,000	-	-	40,000
S. Chang	500,000	-	(500,000)	-
E. Cheng[1]	-	-	-	-
E. Lee	91,207	-	-	91,207
E. Chang[2]	-	-	-	-
H. Wang[3]				
Executives				
G. Hipona	-	-	-	-
J. Stedwell	-	-	-	-
Total	**631,207**	**-**	**(500,000)**	**131,207**

[1] Resigned 1 February 2018 as Group Chief Operating Officer; also resigned 28 May 2019 as Non-Executive Director
[2] Resigned 28 May 2018
[3] Appointed 28 May 2018

11. Loans to Directors and Executives

No loans have been paid to Company directors, executives or their related parties during the year.

12. Other transactions with key management personnel

There were no other transactions with key management personnel or their related parties during the year.

13. Remuneration Consultant

No remuneration consultants were engaged during the year ended 31 December 2019.

End of Remuneration Report (audited)

14. Environmental Regulations

The Company complies with all environmental regulations applicable to its operations and there have been no significant known breaches.

15. Rounding

For the year ended 31 December 2019, amounts contained in this report and in the financial report have been rounded to the nearest dollar in accordance with *ASIC Legislative instrument 2016/191*.

16. Indemnification and Insurance of Directors and Officers

The Company has agreed to indemnify directors and officers in respect of certain liabilities incurred while acting as a director of any group company. During the financial year, the company paid a premium in respect of a contract insuring the directors of the company, the company secretary, and all executive officers of the company against a liability incurred as a director, company secretary or executive officer to the extent permitted by the *Corporations Act 2001*. In accordance with commercial practice, the insurance policy prohibits disclosure of the terms of the policy, including the nature of the liability insured against and the amount of the premium. No other insurance premiums have been paid or indemnities given, during or since the end of the year, for any person who is or has been an officer or auditor of the Company.

17. Auditor Independence and Non-audit Services

The Auditors' Independence Declaration on page 20 forms part of the Directors' Report.

Non-audit services

The following non-audit services were provided by the entity's auditor, BDO Audit Pty Ltd and its associated firms. The directors are satisfied that the provision of non-audit services is compatible with the general audit standards 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 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*.

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

	$
BDO (QLD) Pty Ltd – Income tax services	15,839

18. Proceedings on behalf of the company

No person has applied for leave of Court to bring proceedings on behalf of the Company or 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 any part of those proceedings. The Company was not a party to any such proceedings during the year.

19. Shares under option

Unissued ordinary shares of TBG Diagnostics Limited under option at the date of this report are as follows:

Grant date	Expiry Date	Exercise Price	Number of Options
13 May 2016	13 May 2022	$0.30	1,200,000
13 May 2016	13 May 2022	$0.30	600,000
13 May 2016	13 May 2022	$0.40	525,000
13 May 2016	13 May 2022	$0.30	600,000
Total			**2,925,000**

There were no options granted as remuneration to key management personnel during the period. Details of options granted to key management personnel are disclosed in section 10E of the Remuneration report. There are no Officers in the Company who are not also identified as key management personnel.

No option holder has any right under the options to participate in any other share issue of the company or any other entity.

No shares were issued on exercise of options during the year.

Signed in accordance with a resolution of the board of directors.

Jitto Arulampalam
Executive Chairman
Date: 12 June 2020

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DECLARATION OF INDEPENDENCE BY T R MANN TO THE DIRECTORS OF TBG DIAGNOSTICS LIMITED

As lead auditor of TBG Diagnostics Limited for the year ended 31 December 2019, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

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

T R Mann

Director

BDO Audit Pty Ltd

Brisbane, 12 June 2020

	Note	Consolidated 12 months ended 31 Dec 2019 $	12 months ended 31 Dec 2018 $
REVENUE FROM CONTINUING OPERATIONS	4 (a)	**3,345,592**	3,152,830
Cost of Sales		**822,621**	361,593
GROSS PROFIT		**2,522,971**	2,791,237
Other income	4 (b)	**160,863**	197,967
EXPENSES			
Research expenses		**2,060,896**	2,094,669
Administrative and corporate expenses		**1,920,531**	2,073,238
Selling expenses		**688,417**	962,233
Share of net losses of associates	29 (d)	**2,347,328**	-
Impairment loss	4 (g)	**6,888,651**	390,601
		13,905,823	5,520,741
LOSS FROM CONTINUING OPERATIONS BEFORE TAX		**(11,221,989)**	(2,531,537)
Income tax expense	7	**-**	-
Loss from continuing operations		**(11,221,989)**	(2,531,537)
Gain (Loss) from discontinued operations	5	**11,842,126**	(1,861,793)
NET PROFIT (LOSS) FOR THE YEAR		**620,137**	(4,393,330)
OTHER COMPREHENSIVE INCOME			
Items that may be reclassified to profit or loss			
Foreign currency translation		**712,812**	877,920
TOTAL OTHER COMPREHENSIVE INCOME		**712,812**	877,920
TOTAL COMPREHENSIVE INCOME (LOSS)		**1,332,949**	(3,515,410)
Net profit (loss) attributable to:			
- Equity holders of the Company	8	**764,939**	(4,149,786)
- Non-controlling interest	28 (d)	**(144,802)**	(243,544)
Total comprehensive income (loss) attributable to:			
- Equity holders of the Company		**1,471,279**	(3,287,977)
- Non-controlling interest		**(138,330)**	(227,433)
Total comprehensive income (loss) for the year attributable to owners of TBG Diagnostics Limited arises from			
- Continuing operations		**(10,380,483)**	(1,573,633)
- Discontinued operations		**11,851,762**	(1,714,344)
Basic and diluted loss per share – continuing operations attributable to equity holders of the Company (cents per share)	8	**(5.2)**	(1.2)
Basic and diluted earnings (loss) per share (cents per share)	8	**0.3**	(2.0)

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

	Note	Consolidated 31 Dec 2019 $	31 Dec 2018 $
ASSETS			
Current Assets			
Cash and cash equivalents	10 (a)	**5,205,131**	5,647,021
Trade and other receivables	11	**227,332**	620,084
Inventories	12	**848,180**	811,152
Prepayment and other current assets		**127,264**	103,319
Assets classified as held for sale	5 (f)	**-**	4,433,361
Total Current Assets		**6,407,907**	11,614,937
Non-current Assets			
Receivables and other assets	13	**206,329**	217,867
Plant and equipment	15	**1,094,241**	1,445,079
Right-of-use assets		**187,697**	-
Financial asset at fair value through other comprehensive income	14	**4,000,000**	-
Investment in associates accounted for under the equity method	29 (d)	**3,143,236**	-
Total Non-current Assets		**8,631,503**	1,662,946
TOTAL ASSETS		**15,039,410**	13,277,883
LIABILITIES			
Current Liabilities			
Trade and other payables	18	**990,190**	743,823
Borrowings	19	**952,140**	-
Provisions		**49,922**	15,901
Lease liabilities		**190,798**	-
Liabilities directly associated with assets classified as held for sale	5 (f)	**-**	643,502
		2,183,050	1,403,226
Non-current Liabilities			
Provisions		**-**	25,515
Total Non-current Liabilities		**-**	25,515
TOTAL LIABILITIES		**2,183,050**	1,428,741
NET ASSETS		**12,856,360**	11,849,142
EQUITY			
Contributed equity	20	**36,211,120**	36,211,120
Reserves	21	**4,264,334**	3,543,593
Accumulated losses	21	**(27,619,094)**	(28,479,908)
Capital and reserves attributable to owners of TBG Diagnostics Ltd		**12,856,360**	11,274,805
Non-controlling interests	28 (d)	**-**	574,337
TOTAL EQUITY		**12,856,360**	11,849,142

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

	Attributable to owners of TBG Diagnostics Limited						
Consolidated	**Contributed Equity $**	**Accumulated losses $**	**Other reserves $**	**Foreign currency translation reserve $**	**Total $**	**Non-controlling interests $**	**Total equity $**
At 1 January 2018	**36,211,120**	**(24,330,122)**	**363,616**	**2,360,044**	**14,604,658**	**389,078**	**14,993,736**
(Loss) for the year	**-**	**(4,149,786)**	**-**	**-**	**(4,149,786)**	**(243,544)**	**(4,393,330)**
Other Comprehensive Income, net of tax	**-**	**-**	**-**	**861,809**	**861,809**	**16,111**	**877,920**
Total Comprehensive Income for the year	**-**	**(4,149,786)**	**-**	**861,809**	**(3,287,977)**	**(227,433)**	**(3,515,410)**
Transactions with owners in their capacity as owners:							
Proceeds from capital contribution	**-**	**-**	**-**	**-**	**-**	**412,692**	**412,692**
Cost of share-based payments	**-**	**-**	**(41,876)**	**-**	**(41,876)**	**-**	**(41,876)**
At 31 December 2018	**36,211,120**	**(28,479,908)**	**321,740**	**3,221,853**	**11,274,805**	**574,337**	**11,849,142**
At 1 January 2019	**36,211,120**	**(28,479,908)**	**321,740**	**3,221,853**	**11,274,805**	**574,337**	**11,849,142**
Profit/(Loss) for the year	**-**	**764,939**	**-**	**-**	**764,939**	**(144,802)**	**620,137**
Other Comprehensive Income, net of tax	**-**	**-**	**-**	**706,340**	**706,340**	**6,472**	**712,812**
Total Comprehensive Income for the year	**-**	**764,939**	**-**	**706,340**	**1,471,279**	**(138,330)**	**1,332,949**
Transactions with owners in their capacity as owners:							
Expired options	**-**	**95,875**	**(95,875)**	**-**	**-**	**-**	**-**
Cost of share-based payments	**-**	**-**	**110,276**	**-**	**110,276**	**-**	**110,276**
Disposal of subsidiary – note 5 (e)	**-**	**-**	**-**	**-**	**-**	**(436,007)**	**(436,007)**
At 31 December 2019	**36,211,120**	**(27,619,094)**	**336,141**	**3,928,193**	**12,856,360**	**-**	**12,856,360**

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

	Note	Consolidated	
		12 months ended 31 Dec 2019	12 months ended 31 Dec 2018
		$	$
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		**2,713,335**	5,342,441
Payments to suppliers, employees and others		**(5,122,848)**	(8,225,520)
Government grants received		**-**	76,695
Interest received		**106,804**	93,719
Finance costs		**(20,995)**	(14,237)
NET CASH OUTFLOW FROM OPERATING ACTIVITIES	10 (c)	**(2,323,704)**	(2,726,902)
CASH FLOWS FROM INVESTING ACTIVITIES			
Receipts of settlement of deferred receivables	13	**1,999,000**	1,800,000
Proceeds from sale of equipment		**-**	124,900
Payments for property, plant and equipment	15	**(271,157)**	(1,474,787)
Payment for additional investment in TBG Xiamen	29 (d)	**(2,130,184)**	-
Payments for sale of TBG Xiamen	5 (e)	**(327,534)**	-
NET CASH (OUTFLOW) / INFLOW FROM INVESTING ACTIVITIES		**(729,875)**	450,113
CASH FLOWS FROM FINANCING ACTIVITIES			
Capital contribution from non-controlling interests in subsidiary		**-**	412,692
Proceeds from short term borrowings		**952,140**	-
Principal elements of lease payments		**(184,595)**	-
NET CASH INFLOW FROM FINANCING ACTIVITIES		**767,545**	412,692
NET (DECREASE) IN CASH HELD		**(2,286,034)**	(1,864,097)
Net foreign exchange differences		**756,374**	680,675
Cash and cash equivalents at beginning of period		**6,734,791**	7,918,213
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	10 (b)	**5,205,131**	6,734,791

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

1. CORPORATE INFORMATION

The consolidated financial report of TBG Diagnostics Limited (the 'Group') for the year ended 31 December 2019 was authorised for issue in accordance with a resolution of the directors on 12 June 2020.

TBG Diagnostics Limited (the 'parent' or 'Company') is a company limited by shares incorporated and domiciled in Australia whose shares are publicly traded on the Australian Securities Exchange (ASX) and the United States OTCQB Market. The nature of the operations and principal activities of the Group are described in Note 3. Medigen Biotechnology Corporation ('Medigen') holds 51.8% equity interest in the Company and is the group's ultimate parent company.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the Corporations Act 2001. The consolidated entity is a for-profit entity for the purpose of preparing the financial statements.

For the year ended 31 December 2019 amounts contained in this report and in the financial report have been rounded to the nearest dollar in accordance with ASIC Legislative Instrument 2016/191.

Going Concern

The Group incurred a net profit of $620,137 for the year ended 31 December 2019. As at 31 December 2019, the Group has cash reserves of $5,205,131, net current assets of $4,224,857 and net assets of $12,856,360.

Management contemplates a capital raising or other financing may be required to continue to fund operations in the future.

In addition, as detailed in Note 26, subsequent to reporting date, the World Health organisation (WHO) announced a global health emergency because of a new strain of coronavirus (COVID-19) and the risks to the international community as the virus spreads globally. Because of the rapid increase in exposure globally, the WHO classified the COVID-19 outbreak as a pandemic. These events are having a significant negative impact on world stock markets, currencies and general business activities which could negatively impact the Group in a material adverse manner.

The ability of the Group to continue as a going concern is principally dependent upon one or more of the following:

- The ability of the Group to meet the its revenue and cash flow forecasts;
- the ability of the Group to raise additional capital funding in the form of equity and/or government sponsored research;
- the continued support of the current shareholders.

These conditions give rise to material uncertainty which may cast significant doubt over the Group's ability to continue as a going concern.

In the past, the Group has been able to raise funds in order to meet its capital requirements and the directors will continue to explore ways to obtain the needed funding for the continuity and further development of the Group's assets.

The directors believe that the going concern basis of preparation is appropriate due to the following reasons:

- Management is closely monitoring it cash flow requirements against budget and expects to meet the current forecasts;
- As detailed in note 26, on 18 March 2020, the Group also announced that TBG Xiamen has received the CE Mark approval for its COVID-19 Nucleic Acid Diagnostics Kit. On 21 May 2020, the Group further announced that TBG Taiwan also received the CE Mark approval for its COVID-19 Nucleic Acid Diagnostics Kit and Antibody Rapid Test Kits. The Group expects to generate positive cash flows from sales of these diagnostics kits;
- To date the Group has funded its activities through issuance of equity securities where required and it is expected that the Group will be able to fund its future activities through further issuances of equity securities; and
- The directors believe there is sufficient cash available for the Group to continue operating until it can raise sufficient further capital to fund its ongoing activities.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Going Concern (cont'd)

Should the Group be unable to continue as a going concern, it may be required to realise its assets and extinguish its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial statements.

This financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts or classification of liabilities and appropriate disclosures that may be necessary should the Group be unable to continue as a going concern.

Statement of compliance

The consolidated financial statements of the Group also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

Historical cost convention

The financial statements have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

New, revised or amending Accounting Standards and Interpretations adopted

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing 1 January 2019:

- AASB 16 *Leases*

The impact of the adoption of these standards and the new accounting policies are disclosed below. The other standards did not have any impact on the group's accounting policies and did not require retrospective adjustments.

Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the legal parent entity (TBG Diagnostics Limited) is disclosed in Note 6.

Basis of consolidation

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

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

Non-controlling interests in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of financial position respectively.

Investments in subsidiaries held by the Group are accounted for at cost in the separate financial statements of the parent entity.

Business combinations and asset acquisitions

The acquisition method of accounting is used to account for all business combinations regardless of whether equity instruments or other assets are acquired. Cost is measured as the fair value of the assets given, shares issued or liabilities incurred or assumed at the date of exchange. Where equity instruments are issued in a business combination, the fair value of the instruments is their published market price as at the date of exchange. Transaction costs arising on the issue of equity instruments are recognised directly in equity.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Business combinations and asset acquisitions (cont'd)

All identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The excess of the cost of the business combination over the net fair value of the Group's share of the identifiable net assets acquired is recognised as goodwill. If the cost of acquisition is less than the Group's share of the net fair value of the identifiable net assets of the subsidiary, the difference is recognised as a gain in the statement of profit or loss and other comprehensive income, but only after a reassessment of the identification and measurement of the net assets acquired.

Acquisitions of entities that do not meet the definition of a business contained in AASB 3 *Business Combinations* (IFRS 3) are not accounted for as business combinations. In such cases the Group identifies and recognises the individual identifiable assets acquired (including those assets that meet the definition of, and recognition criteria for, intangible assets in AASB 138 *Intangible Assets* (IAS 38) and liabilities assumed. The cost of the group of net assets is then allocated to the individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction or event does not give rise to goodwill.

Investment in Associates
Associates are all entities over which the group has significant influence but not control or joint control. This is generally the case where the group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting after initially being recognised at cost.

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in profit or loss, and the group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

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

Unrealised gains on transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group.

Recognition, derecognition and measurement
An investment is accounted for using the equity method from the date on which it becomes an associate or a joint venture. On acquisition of the investment, any difference between the cost of the investment and the entity's share of the net fair value of the investee's identifiable assets and liabilities is accounted for as follows:

a) Goodwill relating to an associate or a joint venture is included in the carrying amount of the investment. Amortisation of that goodwill is not permitted.
b) Any excess of the entity's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment is included as income in the determination of the entity's share of the associate or joint venture's profit or loss in the period in which the investment is acquired.

Appropriate adjustments to the entity's share of the associate's or joint venture's profit or loss after acquisition are made in order to account, for example, for depreciation of the depreciable assets based on their fair values at the acquisition date. Similarly, appropriate adjustments to the entity's share of the associate's or joint venture's profit or loss after acquisition are made for impairment losses such as for goodwill or property, plant and equipment.

When the group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Investment in Associates (cont'd)

Impairment of investment in associates
The carrying amount of equity-accounted investments is tested for impairment where there is objective evidence that the investment in associate has been impaired. 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 of disposal and value in use. Refer to *note 29* for details of investments accounted for under the equity method.

Fair Value Measurement

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

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

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

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

The fair values of TBG's financial assets and liabilities approximate their carrying value. No financial assets or liabilities are readily traded on organised markets in standardised form.

Refer to *note 14* for details of fair value measurements.

Significant accounting judgements, estimates and assumptions
The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities are:

AASB 10 Consolidated Financial Statements

(i) Loss of control, joint control, and significant influence
When the group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Significant accounting judgements, estimates and assumptions (cont'd)

AASB 10 Consolidated Financial Statements (cont'd)

Loss of control
On the loss of control, the parent-subsidiary relationship ceases to exist. The Group no longer controls the subsidiary's individual assets and liabilities. Therefore, the Group shall derecognise the carrying value of individual assets, liabilities and equity related to the former subsidiary including any goodwill recognised. Equity includes any non-controlling interests as well as amounts previously recognised in other comprehensive income in relation to, for example, foreign currency translation.

Any investment the Group has in the former subsidiary after control is lost is measured at fair value at the date that control is lost and that any resulting gain or loss is recognised in profit or loss. The Group currently holds 48.23% ownership interest of its former subsidiary, TBG Biotechnology (Xiamen) Inc ("TBG Xiamen").

Significant influence
If the Group holds, directly or indirectly (eg through subsidiaries), 20 per cent or more of the voting power of the investee, it is presumed that the Group has significant influence, unless it can be clearly demonstrated that this is not the case. Conversely, if the Group holds, directly or indirectly (eg through subsidiaries), less than 20 per cent of the voting power of the investee, it is presumed that the Group does not have significant influence, unless such influence can be clearly demonstrated. A substantial or majority ownership by another investor does not necessarily preclude the Group from having significant influence.

The existence of significant influence by the Group over TBG Biotechnology (Xiamen) Inc ("TBG Xiamen") can be demonstrated in one or more of the following ways: (a) representation on the board of directors or equivalent governing body of the investee; (b) participation in policy-making processes, including participation in decisions about dividends or other distributions; (c) material transactions between the entity and its investee; (d)interchange of managerial personnel; or (e) provision of essential technical information.

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

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

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

(iv) Impairment of investments in associates

The estimated impairment loss pertaining to the Group's 48.23% investment in TBG Xiamen accounted for under the equity method is derived as the difference between the investment's carrying amount and its fair value amount at 31 December 2019.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Significant accounting judgements, estimates and assumptions (cont'd)

(iv) Impairment of investments in associates (cont'd)

The inputs required for a fair value assessment involved significant estimates and assumptions and required a high degree of judgements and complexities. In determining the fair market value of the equity accounted investment in TBG Xiamen, the Group commissioned an independent appraiser to obtain a valuation at 31 December 2019. It was determined that the appropriate valuation methodology is Discounted Cash Flow ("DCF") method. The DCF method derives the enterprise value of an entity by discounting forecast cash flows by an appropriate discount rate to its present value, which required inputs such as: 1) expected future net cash flows of the TBG Xiamen Group for the next five (5) years; 2) an appropriate discount rate which is the rate of return which an investor could expect to obtain by investing in other investments with comparable risk, otherwise known as the weighted average cost of capital ("WACC"); and 3) terminal value defined as the value of the entity at the end of a cash flow forecast period, which, in turn reflects the net present value of the cash flows accruing beyond that period.

The fair value amount of the investment was determined based on economic, market and other conditions prevailing at the date of this report where such conditions can change significantly over relatively short periods of time.

The Group assessed these methods as the most appropriate methodology under the circumstances existing within TBG Xiamen Group at 31 December 2019.

AASB 16 Leases - Impact of Adoption

The group has adopted AASB 16 Leases from 1 January 2019 using the modified retrospective approach. Accordingly, the information presented for 2018 has not been restated and is presented, as previously reported, under AASB 117 Leases.

On adoption of AASB 16, the group recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of AASB117 Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 January 2019. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 January 2019 was 3.31%.

	2019 **$**
Operating lease commitments disclosed as at 31 December 2018	455,403
Discounted using the lessee's incremental borrowing rate at 1 January 2019	(77,000)
Lease liability recognised as at 1 January 2019	**378,403**
Of which are:	
Current lease liabilities	184,887
Non-current lease liabilities	193,516

The associated right-of-use assets were measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the Statement of financial position as at 31 December 2018. There were no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application.

The recognised right-of-use assets relate site leases.

The change in accounting policy affected the following items in the Statement of Financial Position on 1 January 2019:

- right-of-use assets – increase by $378,403.
- lease liabilities – increase by $378,403.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

***AASB 16 Leases* - Accounting policies applied from 1 January 2019 (cont'd)**

There was no impact on accumulated losses on 1 January 2019.

In applying AASB 16 for the first time, the group used the following practical expedients permitted by the standard: the use of a single discount rate to a portfolio of leases with reasonably similar characteristics, reliance on previous assessments on whether leases are onerous, the accounting for operating leases with a remaining lease term of less than 12 months as at 1 January 2019 as short-term leases, the exclusion of initial direct costs for the measurement of the right-of-use asset at the date of initial application, and the use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

***AASB 16 Leases* - Accounting policies applied from 1 January 2019**

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:
- Leases of low value assets; and
- Leases with a duration of twelve months or less.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the Group's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:
- Amounts expected to be payable under any residual value guarantee;
- The exercise price of any purchase option granted in favour of The Group if it is reasonable certain to assess that option;
- Any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right-of-use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:
- Lease payments made at or before commencement of the lease;
- Initial direct costs incurred; and
- The amount of any provision recognised where the Group is contractually required to dismantle, remove or restore the leased asset.

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

AASB 15 Revenue from Contracts from Customers – Accounting policies

(i) Sale of goods
The Group manufactures and sells molecular diagnostics. Sales are recognised when control of the products has transferred, being when the products are delivered to the customer, the customer has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the wholesaler's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the group has objective evidence that all criteria for acceptance have been satisfied.

The molecular diagnostics products are sometimes sold with retrospective volume discounts based on aggregate sales over a fixed period. Revenue from these sales is recognised based on the price specified in the contract, net of the estimated volume discounts. Accumulated experience is used to estimate and provide for the discounts, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A refund liability (included in trade and other payables) is recognised for expected volume discounts payable to customers in relation to sales made until the end of the reporting period. No element of financing is deemed present as the sales are made with a credit term of 30 days, which is consistent with market practice. The group's obligation to provide a refund for faulty products under the standard warranty terms is recognised as a provision.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

(ii) Technical service revenue
The Group provides technical services of HLA (Human Leukocyte Antigen) typing. Revenue from providing services is recognised in the accounting period in which the services are rendered. For fixed-price contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided. This is determined based on the actual labour hours spent relative to the total expected labour hours.

Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known by management.

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

(iv) Financing components
The group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the group does not adjust any of the transaction prices for the time value of money.

(v) Government grants
Government grants are recognised as revenue when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When grants ate received prior to being earned, they are recognised as a liability in the statement of financial position.

When the grant relates to an expense item, it is recognised as income over the periods necessary to match the grant on a systematic basis to the costs that it is intended to compensate. Where the costs that correspond to the income received are prior year costs, the grant received is immediately recognised in the profit or loss.

When the grant relates to an asset, the fair value is credited to a deferred income account and is released to the profit or loss over the expected useful life of the relevant asset by equal annual instalments.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Cash and cash equivalents – refer note 10
Cash and short-term deposits in the statement of financial position comprise cash at bank and in hand and short term deposits with an original maturity of three months or less. For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

Trade and other receivables – refer note 11 and 13

Trade receivables, which generally have 30-90 day terms, are recognised and accrued at original invoice amount less an allowance any impairment.

Trade receivables and contract assets
The group applies the AASB 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

Trade receivables and contract assets are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the group, and a failure to make contractual payments for a period of greater than 120 days past due.

AASB 9 Financial Instruments

(i) Investments and other financial assets

Classification
The group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI, or through profit or loss); and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

The group reclassifies debt investments when and only when its business model for managing those assets changes.

Measurement
At initial recognition, the group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

AASB 9 Financial Instruments (cont'd)

Debt instruments
Subsequent measurement of debt instruments depends on the group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses), together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss and other comprehensive income.

- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised except for investments in equity instruments irrecoverably designated at FVOCI, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the statement of profit or loss and other comprehensive income..

FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

Impairment
The group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the group applies the simplified approach permitted by AASB 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Foreign currency translation

(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 consolidated financial statements are presented in Australian dollars, which is TBG Diagnostics Limited's presentation currency. TBG Inc.'s functional currency is in Taiwanese dollars converted to Australian dollars to conform to the group's presentation currency.

(ii) Transactions & balances
Transactions in foreign currencies are initially recorded in the functional currency by applying the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the reporting date.

(iii) Translation of Group Companies functional currency to presentation currency
Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Monetary assets and liabilities are translated at the spot rate of exchange at reporting date.
- income and expenses 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), and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

- Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.
- when the deferred income tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting profit or loss nor taxable profit or loss; or
- when the taxable temporary difference is associated with investments in subsidiaries, and the timing or the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Income tax – refer note 7
Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

Deferred income tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences except:

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

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or

- when the deductible temporary difference is associated with investments in subsidiaries, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Income tax – refer note 7 (cont'd)

Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

Other taxes

Value Added Taxes (Including Goods and Services Tax)
Revenues, expenses and assets are recognised net of the amount of Value Added Tax (VAT), except where the amount of VAT is not recoverable from the relevant tax authority. In these circumstances the VAT is recognised as part of the cost of acquisition of the asset or as part of the item as expense. Receivables and payables are stated with the amount of VAT included. The net amount of VAT recoverable from, or payable to, the relevant tax authority is included as a current asset or liability in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis. The VAT components of the cash flows arising from investing and financing activities which are recoverable from, or payable to, the relevant tax authority are classified as operating cash flows.

Revenues, expenses and assets are recognised net of the amount of VAT except:
- when the VAT incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the VAT 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, which are stated with the amount of VAT included.

The net amount of VAT recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

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

Inventories - refer note 12

Inventories are stated at the lower of cost or net realisable value. Cost is determined using the weighted average method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (allocated based on normal operating capacity). It excludes borrowing costs. The item by item approach is used in applying the lower of cost or net realisable value. Net realisable value is estimated selling price in the ordinary course of business, less the estimated cost of completion and applicable variable selling expenses.

Non-current assets (or disposal groups) held for sale and discontinued operations - refer note 5
Non-current assets (or 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 and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and investment property that are carried at fair value and contractual rights under insurance contracts, which are specifically exempt from this requirement.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Non-current assets (or disposal groups) held for sale and discontinued operations - refer note 5 (cont'd)

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of derecognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the statement of financial position. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the statement of financial position.

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

Plant and equipment – refer note 15
Plant and equipment is stated at cost less accumulated depreciation and any accumulated impairment losses. Depreciation is calculated on a straight-line basis over the estimated useful life of the assets as follows:

Machinery & office equipment	3 to 15 years
Leasehold improvements	Shorter of rental period and useful life
Motor vehicles	4 to 5 years
Testing equipment	3 to 5 years

The assets' residual values, useful lives and amortisation methods are reviewed, and adjusted if appropriate, at each financial year end.

(i) Impairment
The carrying values of plant and equipment are reviewed for impairment at each reporting date, with recoverable amount being estimated when events or changes in circumstances indicate that the carrying value may be impaired.

The recoverable amount of plant and equipment is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For an asset that does not generate largely independent cash inflows, recoverable amount is determined for the cash-generating unit to which the asset belongs, unless the asset's value in use can be estimated to be close to its fair value.

An impairment exists when the carrying value of an asset or cash-generating units exceeds its estimated recoverable amount. The asset or cash-generating unit is then written down to its recoverable amount.

(ii) Derecognition and disposal
An item of plant and equipment is derecognised upon disposal or when no further future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognised.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Intangibles - refer note 16

Research and development costs
Research costs are expensed as incurred. An intangible asset arising from development expenditure on an internal project is recognised only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability or resources to complete the development and the ability to measure reliably the expenditure attributable to the intangible asset during its development. The expenditure capitalised comprises all directly attributable costs, including costs of materials, services, direct labour and an appropriate proportion of overheads.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Following the initial recognition of the development expenditure, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. Any expenditure so capitalised is amortised over the period of expected benefit from the related project on a straight-line basis.

Patents
Patents acquired as part of a business combination are recognised separately from goodwill. The patents are carried at their fair value at the date of acquisition less accumulated amortisation and impairment losses. Amortisation is calculated based on the patent expiry dates on a straight-line basis.

Goodwill
Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary/business at the date of acquisition. Goodwill on acquisition is included in intangible assets. Goodwill is not amortised. Instead, goodwill is tested for impairment annually or more frequently if events or circumstances indicate that it might be impaired and is carried at cost less accumulated impairment losses. Goodwill is allocated to cash generating units for the purposes of impairment testing. The allocation is made to those cash generating units or groups of cash generating units that are expected to benefit from business combination in which goodwill arose, identified according to operating segments or components of operating assets. The amounts of cash-generating units (CGU's) have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on current cost of capital and growth rates of the estimated future cash flows.

Trade and other payables – refer note 18
Trade payables and other payables are carried at amortised cost and their fair value approximates their carrying value due to their short term nature. They represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services.

Provisions – refer note 19
Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit or loss and other comprehensive income net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability.

When discounting is used, the increase in the provision due to the passage of time is recognised as a borrowing cost.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Employee leave benefits

(i) Wages, salaries, annual leave and sick leave
Liabilities for wages and salaries, including non-monetary benefits expected to be settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date. Annual leave accrued and expected to be settled within 12 months of the reporting date is recognised in current provisions. They are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid or payable.

(ii) 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. Consideration is given to expected future wage and salary levels, experience of employee departures, and periods of service. Expected future payments are discounted using market yields at the reporting date on national corporate bonds with terms to maturity and currencies that match, as closely as possible, the estimated future cash outflows.

Share-based payment transactions – refer note 17

(i) Equity-settled transactions:
The Group provides benefits to employees (including senior executives) and consultants of the Group in the form of share-based payments, whereby employees and consultants render services in exchange for shares or rights over shares (equity-settled transactions).

The cost of these equity-settled transactions is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value of rights over shares is determined using a binomial, or other appropriate model, further details of which are given in note 17. The fair value of shares is determined by the market value of the Group's shares at grant date.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of the Group (market conditions) if applicable.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the vesting period).

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects
- (i) the extent to which the vesting period has expired; and
- (ii) the Group's best estimate of the number of equity instruments that will ultimately vest.

No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The income charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is only conditional upon a market condition.

If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings per share.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Contributed equity – refer note 20
Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Earnings per share – refer note 8
Basic earnings per share is calculated as net profit attributable to members of the Group, adjusted to exclude any costs of servicing equity, divided by the weighted average number of ordinary shares, adjusted for any bonus element.

Diluted earnings per share is calculated as net profit attributable to members of the Group, adjusted for:

- costs of servicing equity;
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares;
- 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.

Operating segments – refer note 3
Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is responsible for allocating resources and assessing performance of the operating segments, has been identified as the chief executive officer.

3. OPERATING SEGMENTS

The Company operates in the biotechnology industry. The Company's activities comprise the research, development, and manufacture of biopharmaceuticals. The operating segments are identified by executive management (chief operating decision makers) based on the nature of the activity.

Accordingly, management currently identifies the Company as having one reportable segment, the InVitro Diagnostics segment which is engaged with the research of biological drugs and the retail and wholesale of veterinary drugs with operations mainly in Taiwan and China. All revenue derived from continuing operations is from the InVitro Diagnostics segment and this is what has been reported in the financial statements.

The legal parent is domiciled in Australia. The amount of its revenue from external customers in Australia is $nil (2018: nil).

Segment revenues are allocated based on the country in which the customer is located.

The legal parent is domiciled in Australia. The amount of its revenues from external customers in Australia is $nil (2018: $nil). Total revenues of $3,345,592 (2018: $3,152,830) were derived from Taiwan.

Revenues of $2,235,468 (2018: $1,473,433) were derived from four regular customers in Taiwan composing 65% (2018: 46.7% from two regular customers) of total revenues for the group.

Out of total revenues, $1,315,053 (2018: $954,586) was derived from related parties in Taiwan and in China. This revenue is attributable to the In Vitro Diagnostics segment. Intersegment transactions of $222,273 (2018: $743,962) were eliminated pertaining to revenues and costs within the group.

Non-current assets located in Australia is $905 (2018: $2,981) and non-current assets located overseas is $4,424,268 (2018: $1,442,097) Segment assets are allocated to countries based on where the assets are located.

4. REVENUE AND EXPENSES

	Consolidated 12 months ended 31 Dec 2019 $	12 months ended 31 Dec 2018 $
(a) Revenue from contracts with customers		
Sales revenue	**3,066,839**	2,848,954
Technical services revenue	**278,753**	303,876
Total revenue from continuing operations	**3,345,592**	**3,152,830**
(b) Other income		
Interest and other	**97,763**	72,360
Research & development tax incentive	**-**	12,628
Foreign exchange gain	**63,100**	112,079
Total other income	**160,863**	**197,067**
(c) Depreciation		
Depreciation – continuing operations	**552,778**	563,619
Depreciation – discontinued operations	**252,270**	590,281
Depreciation – right-of-use assets	**183,695**	-
	988,743	**1,153,900**
(d) Minimum lease payments – operating leases		
Low value/short term leases	**127,180**	-
Operating lease expense	**-**	367,644
(e) Employee benefit expenses		
Wages and salaries	**1,651,465**	1,905,591
Annual and long service leave provision	**8,507**	2,093
Share-based payment expense	**110,276**	(41,876)
(f) Finance costs		
Bank charges	**9,372**	13,594
(g) Impairment		
Impairment – equity investment [1]	**5,027,440**	-
Impairment – receivables [2]	**1,861,211**	-
Impairment - goodwill	**-**	390,601
	6,888,651	390,601

[1] *Significant estimate – Impairment – equity investment*
The impairment charge of $5,027,440 arose on the Group's investment in TBG Xiamen (refer Note 29 (a)). The impairment was a result of performance below expectations in the period since the Group's loss of control. The Group obtained an external valuation using a discounted cash flow approach that resulted in an adopted value of $3,143,236. The key assumptions used in the valuation are as follows:

- Forecast cash flows over a 5 year period;
- Discount rate, based on a Weighted Average Cost of Capital (WACC) in the range of 13.73% to 15.73% with a mid-point of 14.73%; and
- Capital expenditure of CNY$2m over 5 years.

[2] The impairment of receivables is due to cash flow difficulties in the Group's investment in TBG Xiamen (refer Note 29 (a)).

5. ASSETS AND LIABILITIES CLASSIFIED AS HELD FOR SALE AND DISCONTINUED OPERATIONS

(i) Summary of gains and losses from discontinued operations

	Consolidated	
	31 Dec 2019	31 Dec 2018
	$	$
Loss of control of TBG Biotechnology Co. (Xiamen) Inc.- (ii)	**5,843,126**	(2,072,282)
Disposal of Progen PG500 Series Pty Ltd – (iii)		
- Interest revenue	**445,565**	1,137,576
- Reversal of impairment losses	**5,064,314**	-
- Gain from early settlement	**489,121**	-
- Impairment of receivables	**-**	(1,137,576)
	5,999,000	-
Disposal of PharmaSynth Pty Ltd - (iv)	**-**	210,489
Total gain (loss) from discontinued operations	**11,842,126**	(1,861,793)

(ii) Discontinued operation - Disposal of TBG Biotechnology Co. (Xiamen) Inc.

(a) Description

On 17 December 2018, the Group announced that it has entered into an agreement (through its wholly owned subsidiary TBG Biotechnology (Xiamen) Inc. (“TBG Xiamen”)) to acquire Changsha ChangYe Medical Laboratory Corp. (“ChangYe”), a company incorporated in China which conducts a business of providing medical laboratory testing services to hospitals and the community, and which is based in the city of Changsha in Hunan Province. This has been completed on 3 May 2019.

TBG Xiamen was incorporated in 2014 to address the government requirements of Haicang, China, for foreign entities operating genetic testing businesses in the Xiamen region of China and carries on a business of research and development and manufacturing molecular diagnostic kits and instruments. In consideration for the acquisition of 100% issued capital in ChangYe the Company will transfer shares constituting 42.1% of TBG Xiamen to the founding shareholders of Changsha ChangYe Medical Laboratory Corp.

DongYuan Huaxin (Beijing) Capital Management Co Ltd (“DongYuan”), one of the parties in the agreement, is a private equity firm incorporated in China and will provide capital investment into TBG Xiamen. DongYuan is a consulting and advisory company which aims to strategically grow the reach of many of the businesses it invests in, including by leveraging off its relationships in China and Asia Pacific to expand its portfolio companies’ capabilities.

Under the agreement with DongYuan, shares equaling 11.25% of TBG Xiamen’s share capital will be issued to DongYuan for cash consideration of RMB 10,680,000, which will be reinvested in TBG Xiamen (“DongYuan Investment”).

After completion of the transactions in 3 May 2019, the Company holds 46.65% of the equity in TBG Xiamen (post completion of transaction) in AUD terms of $8,806,877 and the elimination of the carrying value of the individual assets, liabilities and equity related to TBG Xiamen including any goodwill recognised. Any amounts owed by TBG Xiamen to group companies will be accounted for in accordance with relevant standards and not eliminated.

The proceeds of disposal exceeded the net carrying amount of the assets and liabilities, and accordingly, no impairment loss has been recognised on the results of discontinued operations.

At 31 December 2019, the Groups’ shareholding interest in TBG Xiamen was changed to 48.23% from 46.65% following its rights issue participation in August 2019.

5. ASSETS AND LIABILITIES CLASSIFIED AS HELD FOR SALE AND DISCONTINUED OPERATIONS (Cont'd)

(b) Results of discontinued operation – TBG Xiamen

	2019	2018
	$	$
Revenue	**193,463**	1,536,355
Cost of sales	**(99,949)**	(724,796)
Gross profit	**93,514**	811,559
Other income	**64,241**	71,090
Operating expenses		
Selling expenses	**(158,314)**	(309,131)
Administrative expenses	**(531,745)**	(1,713,630)
Research and development expenses	**(380,205)**	(932,170)
	(1,070,264)	(2,954,931)
Results from operating activities	**(912,509)**	(2,072,282)
Income tax	**-**	-
Loss before income tax	**(912,509)**	(2,072,282)
Gain on sale of discontinued operations	**6,755,635**	-
	5,843,126	(2,072,282)
Net loss from discontinued operations		
Other comprehensive income	**16,108**	130,505
Total comprehensive income (loss) from discontinued operations	**5,859,234**	(1,941,777)
Net loss attributable to non-controlling interest	**(144,802)**	(243,544)
Basic and diluted loss per share – discontinued operations (cents per share)	**2.69**	(1.0)

(c) Details of the sale of discontinued operations at disposal date

	3 May 2019
Consideration received or retained interest:	$
Fair value of investment at 46.65%[1] – note 29 (c)	8,806,877
Payables of TBG Xiamen to the Group (46.65%)	(579,142)
Receivables of the group from TBG Xiamen	1,227,983
Cost of investment	9,455,718
Carrying amount of net assets sold – (e)	(2,700,083)
Gain on sale before income tax	**6,755,635**
Income tax expense	**-**
Gain on sale after income tax	**6,755,635**

[1] The fair value of the Group's unlisted equity investment is determined using a risk adjusted discounted cash flow model which includes inputs based on public information of comparable companies with similar scale and products. Information on the use of fair values can be found in *note 2*.

Refer to *note 29* for further details of the investment in associates accounted for under the equity method.

5. ASSETS CLASSIFIED AS HELD FOR SALE AND DISCONTINUED OPERATIONS (Cont'd)

(d) Cash flows from discontinued operations	**2019**	**2018**
	$	$
Net cash (outflow) / inflow from operating activities	**(681,292)**	122,605
Net cash outflow from investing activities	**(95,052)**	(1,264,950)
Net cash inflow from financing activities	**-**	412,692
Foreign exchange differences	**16,108**	130,862
Net cash flow for the period	**(760,236)**	**(598,791)**

(e) The carrying amount of the assets and liabilities of the TBG Xiamen Group at 3 May 2019 were:

	2019
	$
Assets classified as disposal group	
Cash and cash equivalents	327,534
Receivables	312,494
Inventories	370,361
Prepayments and other current assets	264,802
Property, plant and equipment	1,855,219
Intangible Asset	368,950
Other non-current assets	313,893
Total assets of disposal group held for sale	**3,813,253**
Liabilities directly associated with assets classified as held for sale	
Trade payables	463,706
Other current liabilities	649,464
Total liabilities of disposal group held for sale	**1,113,170**
Net assets of disposal group	**2,700,083**[1]

[1] Includes non-controlling interest of $436,007

Cash received and disposed of in transaction	
Cash consideration received	2,252,252
Cash and cash equivalents disposed of	(2,579,786)
Net cash outflow	**(327,534)**

(f) Assets and liabilities of disposal group classified as held for sale

At 31 December 2018, TBG Biotechnology Co. (Xiamen) Inc. was classified as a disposal group and comprised the following assets and liabilities:

	2018
	$
Assets classified as disposal group	
Cash and cash equivalents	1,087,770
Receivables	57,692
Inventories	376,531
Prepayments and other current assets	170,258
Property, plant and equipment	1,987,529
Intangible Asset	376,558
Other non-current assets	377,023
Total assets of disposal group held for sale	4,433,361
Liabilities directly associated with assets classified as held for sale	
Trade payables	201,305
Other current liabilities	442,197
Total liabilities of disposal group held for sale	643,502
Net assets of disposal group	**3,789,859**

5. ASSETS CLASSIFIED AS HELD FOR SALE AND DISCONTINUED OPERATIONS (Cont'd)

g) Cumulative income or expense included in other comprehensive income

There is no cumulative income or expenses included in other comprehensive income relating to the disposal group or discontinued operation.

(iii) Discontinued operation - Disposal of Progen PG500 Series Pty Ltd

On 22 August 2016, the Company announced that it had entered into a binding agreement to sell the PG500 assets to Zucero Therapeutics Ltd ('Zucero') for a total deferred consideration of $6,000,000 payable in August 2019. The Company has negotiated the right to be able to convert the deferred consideration into equity such that the Company will hold 20% of the total issued share capital of Zucero, under certain specific circumstances. In order to secure payment of the deferred consideration and protect the Company's interests, the parties have entered into security interest agreements and a guarantee.

On 23 February 2017, a Deed of Variation was executed whereby the Company gave the buyer, Zucero, a right to make an early payment of the deferred payment, subject to occurrence of a $4 million capital raising event. This allows the buyer to pay the deferred payment by way of a $1,999,000 cash payment and $4 million in Zucero shares. This right must be exercised before 31 December 2017 or the original agreement is enforceable.

On 3 May 2019, the Company announced that it has entered into a Deed of Settlement for the full settlement of the $5,999,000 deferred consideration whereby the Company received cash settlement of $1,999,000 and 10,000,000 preference shares in Zucero at an issue price of $0.40 per share with a total value of $4,000,000. Following the issuance of the preference shares, the Company holds 7.89% in the capital of Zucero.

Interest and other income from impairment reversal and gain on early settlement of $5,999,000 (2018: $nil) pertaining to the full deferred consideration amount was recognised as part of discontinued operations. The corresponding interest and other income of $528,000 in prior year was recognised with a concurrent impairment provision recognised for the same amount.

(iv) Discontinued Operation - Disposal of PharmaSynth Pty Ltd

On 23 February 2018, an early settlement proposal from Luina was made and accepted by the Company for $1,800,000 as final settlement of Luina's obligations in respect of the outstanding balance of $2,100,000. The interest and other income that arose from early settlement of the deferred consideration of Pharmasynth Pty Ltd on the sale to Luina Biotechnology Pty Ltd has been recognised as interest income and other income that have formed part of gain on discontinued operations in prior year.

6. PARENT ENTITY DISCLOSURE

Parent entity information required to be disclosed in accordance with the *Corporations Act 2001*. The legal parent entity of the group is TBG Diagnostics Ltd and the results shown below are for the year ended 31 December 2019 and 2018:

	Legal Parent	
	31 Dec 2019	31 Dec 2018
	$	$
Current assets	**3,155,284**	2,370,255
Total assets	**13,142,927**	10,711,540
Current liabilities	**286,567**	216,421
Total liabilities	**286,567**	241,935
Shareholders' equity		
Contributed equity	**170,938,803**	170,938,803
Options Reserves	**352,703**	338,303
Accumulated losses	**(158,435,146)**	(160,807,501)
	12,856,360	10,469,605
Net income (loss) for the year	**2,276,480**	(973,100)
Total comprehensive income (loss)	**2,276,480**	(973,100)

The legal parent entity has no contingent assets, contingent liabilities or contractual commitments relating to the purchase of property, plant or equipment.

7. INCOME TAX

	Consolidated	
	31 Dec 2019	31 Dec 2018
	$	$
The prima facie tax, using tax rates applicable in the country of operation, on loss before income tax differs from the income tax provided in the financial statements as follows:		
Prima facie tax on profit / (loss) before income tax @ 30%	186,041	(1,317,999)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Prior year R&D tax refund	(1,776)	(23,008)
Non-assessable items/Deductible items	(1,810,815)	(420,627)
Non-deductible items/Assessable items	26,914	377,778
Foreign tax rate adjustment	(136,071)	991,145
Under/ over provision	(1,750,461)	(805,894)
Deferred tax assets not recognised	3,486,168	1,198,605
Income tax benefit	-	-
Deferred income tax		
Deferred income tax at 31 December relates to the following:		
Deferred tax liabilities		
Prepayment and other asset	(517)	(266)
Deferred tax assets		
Unearned revenue	36,105	6,448
Sundry creditors and accruals	68,272	46,056
Depreciation	372	780
Employee entitlements	14,977	12,425
Share issue costs, legal and management consulting fees	28,989	49,819
Patent costs	87,288	95,877
Unrealised foreign exchange loss	(5,890)	16,471
Losses available for offset against future taxable income	5,825,155	4,932,176
Deferred tax asset	**6,054,751**	5,159,786
Net deferred tax asset not recognised	**(6,054,751)**	(5,159,786)
Net deferred income tax assets	-	-

The benefit of the deferred tax asset will only be obtained if:
(i) future assessable income of a nature and of an amount sufficient to enable the benefit to be realised is generated;
(ii) the conditions for deductibility imposed by tax legislation continue to be complied with; and
(iii) no changes in tax legislation adversely affect the Group in realising the benefit.

The Group has 1) revenue tax losses arising in Australia of $7,962,663 (2018: $6,604,709) and capital losses of $5, 275,144 (2018: $5,622,506); 2) revenue tax losses arising in Taiwan of TW$ 88,184,450 (2018: TW$ 69,283,980); and 3) revenue tax losses arising in China of CNY 38,949,621 (2018: CNY 25,958,560) that are available indefinitely and/or a certain period for offset against future taxable profits of the companies in which the losses arose, subject to satisfying the relevant income tax loss carry forward rules.

The Group's US subsidiary, Texas Biogene Inc, has US federal and state net operating loss carry-forwards of US$681,878 (2018: US$617,289) which have a carry forward period between 2017 – 2036 and are available for a maximum of 20 years, subject to continuity of ownership test.

8. EARNINGS/(LOSS) PER SHARE

The following reflects the income and share data used in the basic and diluted earnings per share computations:

	Consolidated	
	31 Dec 2019 $	31 Dec 2018 $
Earnings used to calculate basic and diluted EPS	**620,137**	(4,393,330)
Earnings used to calculate basic and diluted EPS – continuing	**(11,221,989)**	(2,531,537)
Weighted average number of shares and options	**Number of shares**	Number of shares
Weighted average number of ordinary shares outstanding during the period, used in calculating basic earnings per share	**217,587,289**	217,587,289
Weighted average number of dilutive options outstanding during the period	**-**	-
Weighted average number of ordinary shares and potential ordinary shares outstanding during the period, used in calculating diluted earnings per share	**217,587,289**	217,587,289

Basic loss per share amounts are calculated by dividing the net loss for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year. Diluted loss per share amounts are calculated by dividing the net loss attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all dilutive potential ordinary shares into ordinary shares.

At 31 December 2019, there are 2,925,000 (2018: 3,225,000) options outstanding. Options are not considered dilutive as they are currently out of the money. Options may become dilutive in the future.

9. DIVIDENDS PAID AND PROPOSED

The entity has not declared or paid dividends and does not anticipate declaring or paying any dividends in the immediate term.

10. CASH AND CASH EQUIVALENTS

(a) Cash and cash equivalents per the statement of financial position:

	Consolidated	
Cash and cash equivalents	**31 Dec 2019 $**	31 Dec 2018 $
Cash at bank and on hand	**2,152,071**	3,319,560
Short-term and call deposits	**3,053,060**	2,327,461
Cash and cash equivalents	**5,205,131**	5,647,021

10. CASH AND CASH EQUIVALENTS (cont'd)

(b) For the purpose of the statement of cash flows, cash and cash equivalents comprises the following:

		Consolidated	
		31 Dec 2019	31 Dec 2018
		$	$
Cash at banks and on hand		**2,152,071**	3,319,560
Short-term and call deposits		**3,053,060**	2,327,461
Cash at banks and short-term deposits attributable to disposal group	5 (f)	**-**	1,087,770
		5,205,131	6,734,791

Cash at bank earns interest at floating rates based on daily bank deposit rates.

Short-term deposits are made for varying periods of between one month to one year, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

	Consolidated	
	31 Dec 2019	31 Dec 2018
	$	$
(c) Reconciliation of net profit (loss) after tax to net cash flows from operations		
Net profit / (loss)	**620,137**	(4,393,330)
Adjustments for:		
Depreciation	**805,048**	1,153,900
Depreciation of ROU assets	**183,695**	-
Impairment loss	**6,888,651**	390,601
Options expense	**110,276**	(41,876)
Interest amortisation using the effective interest rate method	**(445,565)**	(1,137,576)
Impairment of non-current receivables	**-**	1,137,576
Loss on disposal of plant and equipment	**-**	13,797
Gain on full settlement of deferred receivables	**(489,121)**	(210,489)
Reversal of impairment loss	**(5,064,314)**	
Gain on disposal of subsidiary	**(6,755,635)**	-
Share of net losses of associates	**2,347,328**	-
Net exchange differences	**(63,100)**	(16,924)
Changes in operating assets and liabilities		
Decrease /(Increase) in trade and other receivables	**(1,114,966)**	491,991
Increase in inventories	**(30,859)**	(406,623)
Decrease /(Increase) in prepayments and other current assets	**(118,489)**	586,241
Increase in receivables and other assets	**(296,723)**	(326,185)
Increase in trade and other payables	**1,091,426**	29,902
Increase in provisions	**8,507**	2,093
Net cash used in operating activities	**(2,323,704)**	(2,726,902)

(d) Non-cash investing and financing activities
There were no non-cash investing or financing activities in the year ended 31 December 2019 (2018: $nil)

11. TRADE AND OTHER RECEIVABLES (NET)

	Consolidated	
	31 Dec	31 Dec
	2019	2018
Current	**$**	$
Trade receivables [1]	**1,640,228**	598,121
Other receivables	**488,862**	21,963
Impaired trade and other receivables	**(1,901,758)**	-
Total current trade and other receivables (net)	**227,332**	**620,084**

[1] Trade receivables are non-interest bearing and are generally on 30-90 day terms.

(a) Impaired trade and other receivables

Impaired current trade and other receivables at 31 December 2019 amounted to $1,901,758 (2018: $nil). These amounts are receivable from the Group's investment in Associate – TBG Xiamen.

	Trade Receivables		Other receivables	
	2019	2018	**2019**	2018
	$	$	**$**	$
Opening Loss allowance as at 1 January	**-**	-	-	-
Increase in loss allowance recognised in profit or loss during the year	**1,448,394**	-	**453,364**	-
Receivables written off during the year as deemed uncollectable	**-**	-	**-**	-
	1,448,394	-	**453,364**	-

(b) Concentration of credit risk

The Group's concentration of credit risk relates to its receivable from its related party of $1,874,170 (2018: $281,796) which was impaired at 31 December 2019.

12. INVENTORIES

	Consolidated	
	31 Dec	31 Dec
	2019	2018
Current	**$**	$
Products and finished goods	**130,853**	7,329
Raw materials	**419,839**	577,930
Work in process and semi-finished good	**297,488**	225,893
Total inventories	**848,180**	811,152

13. RECEIVABLES AND OTHER ASSETS

	Consolidated	
	31 Dec 2019	31 Dec 2018
	$	$
Receivables and other assets - current		
Receivables – current[1]	**-**	5,064,314
Less Allowance for impairment - note 5 (iii)	**-**	(5,064,314)
	-	-
Receivables and other assets – Non-current		
Other non-current assets[2]	**206,329**	217,867
	206,329	217,867

[1]1 The receivables relate to the disposal of Progen PG500 Series Pty Ltd and Pharmasynth Pty Ltd to Zucero and Luina Biotechnology Pty Ltd ('Luina') respectively.

The Company had entered into a Share sale and Purchase Agreement (SSPA) to sell its wholly owned biopharmaceutical manufacturing subsidiary, Pharmasynth to Luina in 4 March 2016 for a total consideration of $2,200,000, of which $100,000 was received as upfront initial payment. The balance of the deferred consideration is to be paid in two remaining instalments, $1,000,000 on 4 March 2018 and $1,100,000 on 4 March 2020. The two amounts have been discounted to their fair value at the time of sale. The receivable from Luina has been settled in full during 2018 at discounted amount of $1,800,000.

The Company had entered into a binding agreement to sell the PG500 assets to Zucero Therapeutics Ltd ('Zucero') for a total deferred consideration of $6,000,000 payable in August 2019. The receivable balance relates to the deferred consideration arising from this disposal as described in note 5(iii). The receivable from Zucero has been settled in full during 2019 at a total amount of $5,999,000 composing of $1,999,000 in cash and 10,000,000 preference shares in Zucero for $0.40 per share with a total value of $4,000,000.

[2] Includes bank guarantee held for the purposes of a vendor agreement for outsourced production services in Taiwan. The restricted asset has a carrying value of $190,428 (TWD$ 4 million) with an expiry date of 15 April 2021.

14. FAIR VALUE MEASUREMENTS

Fair value measurements at 31 December 2019	**Level 1 $**	**Level 2 $**	**Level 3 $**	**Total $**
Financial assets measured at fair value through other comprehensive income				
- Preference shares – biotechnology sector	-	4,000,000	-	4,000,000

Fair value measurements at 31 December 2018	**Level 1 $**	**Level 2 $**	**Level 3 $**	**Total $**
Financial assets measured at fair value through other comprehensive income	-	-	-	-

The Group has classified its financial instruments into the three levels prescribed under the Australian Accounting Standards. An explanation of each hierarchy and the valuation techniques used to determine their fair values are as follows:

Level 1

Level 1 inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the entity can access at the end of the reporting period.

14. FAIR VALUE MEASUREMENTS (cont'd)

Level 2

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. The fair value of financial instruments determined using valuation techniques which maximises the use of observable market date and with little reliance on entity-specific estimates.

The fair value of the Group's financial asset is determined using the Available Market Prices valuation methodology and is classified as Level 2. The selection of this method was assessed by the Group as the most appropriate valuation methodology based on readily observable market transactions.

Financial assets at fair value through other comprehensive income comprise equity securities which are not held for trading, and which the group has irrevocably elected at initial recognition to recognise in this category. These are strategic investments and the group considers this classification to be more relevant. Refer to *note 5 (iii)* for details of the financial asset measured at fair value through other comprehensive income.

On disposal of the equity investments, any related balance within the FVOCI reserve is reclassified to retained earnings.

Level 3

Level 3 inputs are based on unobservable market data for the asset or liability.

15. NON-CURRENT ASSETS - PLANT & EQUIPMENT

	Consolidated	
	31 Dec 2019	31 Dec 2018
	$	$
Machinery & equipment at cost	**1,329,631**	1,341,450
Accumulated depreciation	**(919,851)**	(742,237)
	409,780	599,213
Testing equipment at cost	**2,567,913**	2,332,445
Accumulated depreciation	**(1,883,452)**	(1,486,579)
	684,461	845,866
	1,094,241	1,445,079

15. NON-CURRENT ASSETS - PLANT & EQUIPMENT (cont'd)

Movements in carrying amounts

	Machinery & office equipment	Testing equipment	Motor vehicles	Leasehold improvements	Total
	$	$	$	$	$
Consolidated					
At 1 January 2018	**1,259,095**	**1,014,750**	**17,250**	**756,338**	**3,047,433**
Exchange differences	70,982	59,435	609	30,451	161,477
Transfers– internal (note 16)	41,506	-	-	-	41,506
Additions - external	673,314	125,412	-	676,061	1,474,787
Depreciation	(412,230)	(353,731)	(12,207)	(375,732)	(1,153,900)
Disposals	(138,695)	-	-	-	(138,695)
Assets classified as held for sale and other disposals - note 5 (f)	(894,759)	-	(5,652)	(1,087,118)	(1,987,529)
At 31 December 2018	**599,213**	**845,866**	**-**	**-**	**1,445,079**
At 1 January 2019	**599,213**	**845,866**	**-**	**-**	**1,445,079**
Exchange differences	**22,728**	**14,559**	**76**	**13,380**	**50,743**
Additions - external	**67,014**	**174,279**	**-**	**29,864**	**271,157**
Depreciation	**(291,614)**	**(350,243)**	**-**	**(163,191)**	**(805,048)**
Assets classified as held for sale and other disposals- note 5 (e)	**12,439**	**-**	**(76)**	**119,947**	**132,310**
At 31 December 2019	**409,780**	**684,461**	**-**	**-**	**1,094,241**

16. INTANGIBLES

	Consolidated	
	31 Dec 2019	31 Dec 2018
	$	$
Goodwill at cost[1]	**-**	767,159
Assets classified as held for sale and other disposals (note 5)	**-**	(376,558)
Accumulated impairment	**-**	(390,601)
	-	-

[1] The goodwill arose from the acquisition of Texas Biogene and is directly related to the human leukocyte antigen (HLA) business of TBG Inc.

Goodwill relates to the In Vitro Diagnostics segment. In prior years, the recoverable amount of the CGU has been determined by value-in-use calculations. These calculations were based on the following key assumptions:

- Pre-tax discount rate: nil (2018: 21%); and
- Long term growth rate: nil (2018: 2%).

Cash flows were projected based on approved financial budgets and management projections over a five year period. The weighted average growth rates used are consistent with forecasts included in industry reports. The discount rates used reflect specific risks relating to the relevant segment.

Based on the results of the analysis noted above, an impairment amount was recognised in relation to the goodwill at 31 December 2018 as the carrying amount is estimated to be lower than its recoverable amount. An impairment loss of $390,601 has been recognised in prior year, which was the full amount of the goodwill left after allocating a portion of it into the asset classified as held for sale. The impairment loss has been recorded within administrative and corporate expenses in the statement of profit or loss and other comprehensive income.

Movements in carrying amounts

	Capitalised Development costs	**Goodwill**	**Total**
	$	**$**	**$**
Consolidated			
At 1 January 2018	41,506	714,471	755,977
Exchange differences	-	52,688	52,688
Additions	-	-	-
Transferred – internal - note 15	(41,506)	-	(41,506)
Assets classified as held for sale and other disposals- note 5 (f)	-	(376,558)	(376,558)
Impairment Charge	-	(390,601)	(390,601)
At 31 December 2018	-	-	-
At 1 January 2019	**-**	**-**	**-**
Exchange differences	-	-	-
Additions	-	-	-
Transferred - internal	-	-	-
Assets classified as held for sale and other disposals	-	-	-
Impairment Charge	-	-	-
At 31 December 2019	**-**	**-**	**-**

17. SHARE BASED PAYMENTS

(a) Employee option plan

The TBG Directors and Employee Option Incentive Plan (“the Employee Plan”) was last approved by shareholders at the 2010 annual general meeting.

Options granted to Company employees are issued under the Employee Plan. Options are granted under the Employee Plan for no consideration and once capable of exercise entitle the holder to subscribe for one fully-paid ordinary share upon exercise at the exercise price. The exercise price is determined in reference to the current market price at which the Group’s shares traded on the Australian Securities Exchange during the five trading days immediately before they are granted plus a certain premium.

Options granted under the Employee Plan that have not vested at the time an option holder becomes ineligible (i.e. no longer an employee), are forfeited and not capable of exercise. When an option holder becomes ineligible and the options have already vested then the option holder has 3 months to exercise or they expire. Options must be exercised by the expiry dates or they lapse. There were no options granted during the year ended 31 December 2019.

At 31 December 2019 there were 2,925,000 employee options outstanding (2018: 3,225,000).

The following table summarises information about options outstanding at 31 December 2019:

31 December 2019

Tranche	Grant Date	Expiry Date	Exercise Price	Balance at start of period	Granted during the period	Forfeited during the period	Lapsed during the period	Balance at end of period	Vested and exercisable at end of period
1	13 May 2016	13 May 2022	$0.30	1,350,000	-	-	(150,000)	1,200,000	1,200,000[2]
2	13 May 2016	13 May 2022	$0.30	637,500	-	(37,500)	-	600,000	600,000[3]
3	13 May 2016	13 May 2022	$0.40	637,500	-	(112,500)	-	525,000[1]	-
4	13 May 2016	13 May 2022	$0.30	600,000	-	-	-	600,000	600,000[4]
				3,225,000	-	(150,000)	(150,000)	2,925,000	2,400,000
Weighted average exercise price				0.32	-	0.38	0.30	0.32	0.30
Weighted average share price at date of exercise				-	-	-	-	-	-

[1] Vesting 13 May 2020 (4 years vesting period)
[2] Vested 13 May 2018 (2 years vesting period)
[3] Vested 13 May 2019 (3 years vesting period)
[4] Vested 30 April 2019 upon remaining in service at the happening of certain Key Performance Indicators (KPI’s)

31 December 2018

Tranche	Grant Date	Expiry Date	Exercise Price	Balance at start of period	Granted during the period	Forfeited during the period	Lapsed during the period	Balance at end of period	Vested and exercisable at end of period
1	1 Apr 2014	1 Apr 2018	$1.20	8,000	-	-	(8,000)	-	-
2	1 Apr 2014	1 Jan 2018	$1.30	16,000	-	-	(16,000)	-	-
3	1 Apr 2014	1 Oct 2018	$1.50	16,000	-	-	(16,000)	-	-
4	7 Nov 2014	1 Dec 2018	$1.20	60,000	-	-	(60,000)	-	-
5	7 Nov 2014	1 Jun 2018	$1.30	60,000	-	-	(60,000)	-	-
6	13 May 2016	13 May 2022	$0.30	2,000,000	-	-	(650,000)	1,350,000[1]	1,350,000
7	13 May 2016	13 May 2022	$0.30	1,000,000	-	(362,500)	-	637,500[2]	-
8	13 May 2016	13 May 2022	$0.40	1,000,000	-	(362,500)	-	637,500[3]	-
9	13 May 2016	13 May 2022	$0.30	950,000	-	(350,000)	-	600,000[4]	-
				5,110,000	-	(1,075,000)	(810,000)	3,225,000	1,350,000
Weighted average exercise price				0.35	-	0.33	0.49	0.32	0.30
Weighted average share price at date of exercise				-	-	-	-	-	-

17. SHARE BASED PAYMENTS (cont'd)

[1] Vested 13 May 2018 (2 years vesting period)
[2] Vested 13 May 2019 (3 years vesting period)
[3] Vesting 13 May 2020 (4 years vesting period)
[4] Vested 30 April 2019 upon remaining in service at the happening of certain Key Performance Indicators (KPI's)

The weighted average remaining contractual life of share options outstanding at the end of the period was 2.37 years (2018: 3.37 years).

(b) Expenses arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised during the period is $110,276 (2018: $nil).

18. CURRENT LIABILITIES - TRADE AND OTHER PAYABLES

	Consolidated	
	31 Dec 2019	31 Dec 2018
	$	$
Trade creditors [1]	**172,040**	153,274
Other creditors [2]	**818,150**	590,549
	990,190	743,823

Australian dollar equivalents
Australian dollar equivalent of amounts payable in foreign currencies (US$) – 28,312 (2018: $1,867) and (CNY) - $nil (2018: $454,126)

Terms and conditions
Terms and conditions relating to the above financial instruments:
[1] Trade creditors are non-interest bearing and are normally settled between 30 to 90 days
[2] Other creditors are non-interest bearing and have a term between 30 to 90 days

19. BORROWINGS

	Consolidated	
	31 Dec 2019	31 Dec 2018
	$	$
Short-term bank borrowing [3]	**952,140**	-

[3] The total short-term bank borrowing of $952,140 (TW$ 20 million) bears an interest rate of 2.0% per month and is payable within the next six (6) months

20. CONTRIBUTED EQUITY

	Consolidated	
	31 Dec 2019	31 Dec 2018
	$	$
a) Issued and paid up capital	**36,211,120**	36,211,120

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the company 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. Ordinary shares have no par value and the company does not have a limited amount of authorised capital.

20. CONTRIBUTED EQUITY (cont'd)

b) Movements in shares on issue	31 December 2019 Number of shares	31 December 2019 Amount $	31 December 2018 Number of Shares	31 December 2018 Amount $
Beginning of the financial period	**217,587,289**	**36,211,120**	217,587,289	36,211,120
Transactions during the period:	-	-	-	-
End of the financial period	**217,587,289**	**36,211,120**	217,587,289	36,211,120

c) Share options
At 31 December 2019 there were a total of 2,925,000 (2018: 3,225,000) unissued ordinary shares in respect of which options were outstanding.

Refer to Note 17 for more details on unlisted options.

d) Capital risk management
The Group's objectives when managing capital as stated in the statement of financial position, are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

21. ACCUMULATED LOSSES AND RESERVES

Accumulated losses
Movement in accumulated losses were as follows:

	Consolidated 31 Dec 2019 $	Consolidated 31 Dec 2018 $
Beginning balance	**(28,479,908)**	(24,330,122)
Net profit (loss)	**764,939**	(4,149,786)
Expired options	**95,875**	-
Ending balance	**(27,619,094)**	**(28,479,908)**

Reserves
Share based payment reserve
The share based payment reserve is used to record the value of share based payments provided to employees, including key management personnel, as part of their remuneration.

Share based payment reserve	Consolidated 31 Dec 2019 $	Consolidated 31 Dec 2018 $
Beginning balance	**321,740**	363,616
Cost of share based payments	**110,276**	(41,876)
Expired options	**(95,875)**	-
Ending balance	**336,141**	**321,740**

21. ACCUMULATED LOSSES AND RESERVES (cont'd)

Foreign currency translation reserve
The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries.

	Consolidated	
Foreign currency translation reserve	**31 Dec 2019**	31 Dec 2018
	$	$
Beginning balance	**3,221,853**	2,360,044
Foreign currency translation	**706,340**	861,809
Ending balance	**3,928,193**	3,221,853
Total Reserves	**4,264,334**	3,543,593

22. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and cash equivalents, trade and other receivables and trade and other payables.

The Group manages its exposure to key financial risks, including market risk (interest rate and currency risk) credit risk and liquidity risk in accordance with the Group's financial risk management policy. The objective of the policy is to support the delivery of the Group's financial targets whilst protecting future financial security.

Depending on cash flow, the Group may simply procure the required amount of foreign currency to mitigate the risk of future obligations.

The main risks arising from the Group's financial instruments are cash flow interest rate risk, foreign currency risk, credit risk and liquidity risk. The Group uses different methods to measure and manage different types of risks to which it is exposed. These include monitoring levels of exposure to interest rate and foreign exchange rates and assessments of market forecasts for interest rate and foreign exchange. Ageing analyses is undertaken to manage credit risk.

The Board reviews and agrees policies for managing each of these risks which are summarised below.

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 2 to the financial statements.

Fair Values

The fair values of financial assets and liabilities approximate their carrying value due to the short term nature. No financial assets or liabilities are readily traded on organised markets in standardised form. Refer to *note 2* for fair value measurements.

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 fail to settle their obligations owing to the Group. It arises from exposure to customers as well as through deposits with financial institutions.

The Group trades only with recognised, creditworthy third parties. Refer *note 11* for further details on trade and other receivables.

22. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

The Group does not have any material credit risk exposure to any single counterparty, except for its holdings of cash which is held with Westpac, Taiwan Cooperative Bank and JP Morgan Chase Bank. Although there is a significant concentration of risk with these banks, the banks have strong credit ratings.

Maximum exposure to credit risk
The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets, is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. There is no collateral held as security at 31 December 2019. Credit risk is reviewed regularly by the Board.

	Consolidated	
	31 Dec 2019	31 Dec 2018
	$	$
Cash and cash equivalents	**5,205,131**	5,647,021
Trade receivables	**191,835**	598,121
Other receivables	**35,497**	21,963
	5,432,463	6,267,105

Market risk

Foreign currency risk
The Group is primarily exposed to changes in AUD/USD exchange rates. The Group's exposure to other foreign exchange movements is not material.

At 31 December 2019, the Group held US$ 293,581 (2018: US$ 1,328,853) in cash deposits. The Group had the following exposure to USD currency shown in AUD:

	Consolidated	
	31 Dec 2019	31 Dec 2018
	$	$
Financial assets		
Cash and cash equivalents	**419,004**	1,893,429
Trade and other receivables	**1,874,779[1]**	-
	2,290,783	1,893,429
Financial liabilities		
Trade and other payables	**28,312**	1,867
Net exposure	**2,264,471**	1,891,562

[1] This amount was impaired at 31 December 2019.

At 31 December 2019, had the Australian Dollar moved, as illustrated in the table below, with all other variables held constant, post-tax loss and equity would have been affected as follows:

	Post-tax loss (Higher)/Lower		**Equity Higher/(Lower)**	
	31 Dec 2019	31 Dec 2018	**31 Dec 2019**	31 Dec 2018
	$	$	**$**	$
Consolidated				
AUD/USD + 5% (2018: + 10%)	**(79,429)**	(133,454)	**(79,429)**	(133,454)
AUD/USD – 5% (2018: - 10%)	**79,429**	133,454	**79,429**	133,454

The sensitivity analysis for the foreign currency exposure was determined based on historical movements over the past two years.

22. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

Market risk (cont'd)

Interest rate risk

The Group's exposure to market interest rates relates primarily to the Group's cash and short-term deposits. These deposits are held to fund the Group's ongoing and future development activities. Cash at bank of $2,152,071 earns interest at floating rates based on daily and "at call" bank deposit rates. Short term deposits of $3,053,060 are made for varying periods of between one month to one year, depending on the immediate cash requirements of the Group, and earn interest at the respective term deposit rates. Refer to Note 10 for details on the Group's cash and cash equivalents at 31 December 2019.

The following sensitivity analysis is based on the weighted average interest rates applicable to the Group's cash and short-term deposits in existence at the reporting date.

At 31 December 2019, 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:

	Post-tax loss (Higher)/Lower		**Equity Higher/(Lower)**	
	31 Dec 2019 $	31 Dec 2018 $	**31 Dec 2019 $**	31 Dec 2018 $
Consolidated				
+ 2.5% / 250 basis points (2018: + 2.0%)	**130,128**	112,940	**130,128**	112,940
- 1.0% / 100 basis points (2018: - 1.5%)	**(52,051)**	(84,705)	**(52,051)**	(84,705)

The sensitivity in interest rates were determined based on historical movements over the past two years and management expectations of reasonable movements.

Price risk

The group's exposure to equity securities price risk arises from its equity investments in Zucero Therapeutics Pty Ltd. and is classified in the balance sheet at fair value through other comprehensive income (FVOCI).

The Group's equity investment in Zucero is not held for trading which is a strategic investment held for long term purpose. This investment was classified as Financial assets at fair value through other comprehensive income (FVOCI) where performance is actively monitored and managed at fair value basis.

At 31 December 2019, had Zucero's share prices increased or decreased by 25%, as illustrated in the table below, with all other variables held constant, post-tax comprehensive loss and equity would have been affected as follows:

	Post-tax comprehensive loss (Higher)/Lower		**Equity Higher/(Lower)**	
	31 Dec 2019 $	31 Dec 2018 $	**31 Dec 2019 $**	31 Dec 2018 $
Consolidated				
Share price $0.50 / share (+ 25%)	**1,000,000**	-	**1,000,000**	-
Share price $0.30 / share (- 25%)	**(1,000,000)**	-	**(1,000,000)**	-

22. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

Liquidity risk
The Group's objective is to maintain a balance between continuity of project research utilising an optimal combination of equity funding and available credit lines. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities. The Group has no financial liabilities due after twelve months.

Liquid non-derivative assets comprising cash and receivables are considered in the Group's overall liquidity risk. The Group ensures that sufficient liquid assets are available to meet all the required short-term cash payments.

The table below reflects all financial liabilities as of 31 December 2019. Financial liabilities are presented at their undiscounted cash flows. Cash flows for financial liabilities without fixed amounts or timing are based on the conditions existing at 31 December 2019. The Group had no derivative financial instruments at 31 December 2019.

Remaining contractual maturities
The remaining contractual maturities of the Group's financial liabilities are:

	Consolidated	
	31 Dec 2019	31 Dec 2018
	$	$
1 year or less	**1,942,330**	743,823

Investments
Investments are made in accordance with a Board approved Investment Policy. Investments are typically in bank bills and held to maturity investments. Policy stipulates the type of investment able to be made. The objective of the policy is to maximise interest income within agreed upon creditworthiness criteria.

Maturity analysis of financial assets and liabilities based on management's expectation
The risk implied from the values shown in the table below, reflects a balanced view of cash inflows and outflows. Trade payables and receivables are considered in the Group's overall liquidity risk.

Financial instruments 31 December 2019	**6 months or less**	**6 to 12 months**	**More than 12 months**	**Total carrying amount as per the statement of financial position**
	$	**$**	**$**	**$**
Consolidated financial assets				
Cash and cash equivalents	2,152,071	-	-	2,152,071
Short term and call deposits	1,853,060	1,200,000	-	3,053,060
Trade and other receivables	227,332	-	-	227,332
	4,232,463	**1,200,000**	-	**5,432,463**
Consolidated financial liabilities				
Trade and other payables	990,190	-	-	990,190
Borrowings	952,140	-	-	952,140
	1,942,330	-	-	1,942,330
Net maturity	**2,290,133**	**1,200,000**	-	**3,490,133**

22. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

Financial instruments 31 December 2018	**6 months or less**	**6 to 12 months**	**More than 12 months**	**Total carrying amount as per the statement of financial position**
	$	**$**	**$**	**$**
Consolidated financial assets				
Cash and cash equivalents	1,894,691	-	-	1,894,691
Short term and call deposits	2,552,330	1,200,000	-	3,752,330
Trade and other receivables	620,084	-	-	620,084
	5,067,105	1,200,000	-	**6,267,105**
Consolidated financial liabilities				
Trade and other payables	743,823	-	-	743,823
	743,823	-	-	743,823
Net maturity	**4,323,283**	**1,200,000**	-	**5,523,283**

Undrawn borrowing facilities

	Consolidated	
	31 Dec 2019	31 Dec 2018
	$	$
The Company has the following undrawn borrowing facilities[1] of:	**476,270**	1,391,700

[1]The facility ends 12 August 2020. It has varying interest rates ranging from 1.09% to 2.0% adjusted at regular intervals. The 31 December 2019 amount pertain to the balance available from the total borrowing facility of $1,428,210 (TW$ 30 million). Refer to *note 18*.

23. EXPENDITURE COMMITMENTS

	Consolidated	
	31 Dec 2019	31 Dec 2018
	$	$
(a) Technical support commitments – sequencing machines [1]		
Significant technical support services contracted for at the end of the reporting period but not recognised as liabilities is as follows:		
Within one year	-	382,364
Later than one year but not later than five years	-	955,910
	-	1,338,274
(b) Non-cancellable operating lease commitments[2]		
Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:		
Within one year	-	266,132
Later than one year but not later than five years	-	189,271
	-	455,403

From 1 January 2019, the Group has recognised right-of-use assets for these leases, except for short term and low value leases. See note 2 for further information.

23. EXPENDITURE COMMITMENTS

[1] The group had an on-going commitments for five (5) operating machines that were mainly used for generation sequencing services supporting the research and development activities of BioBay Medical Health. This subsidiary was part of the disposal group as described in *note 5 (ii).*

[2] The group leases various offices and warehouse under non-cancellable operating leases expiring within 1 year. The leases have varying terms and renewal rights. On renewal, the terms of the leases are renegotiated.

24. EMPLOYEE BENEFITS AND SUPERANNUATION COMMITMENTS

	Consolidated	
	31 Dec 2019	31 Dec 2018
	$	$
The aggregate employee entitlement liability is comprised of:		
Accrued wages, salaries and on-costs	**177,289**	485,557[1]
Provisions (current)	**49,922**	15,901
Provisions (non-current)	**-**	25,514
	227,211	526,972

[1] Includes accrued wages, salaries and on-costs of the disposal group, TBG Xiamen of $288,671.

Superannuation
The parent makes no superannuation contributions other than the statutory superannuation guarantee levy.

The Group contributed $20,075 on behalf of employees to superannuation funds (considered a related party) during the year ended 31 December 2019 (2018: $19,033).

Pension

On 1 July 2005, the subsidiaries of TBG Inc. established a defined contribution pension plan (the 'New Plan') under the Labor Pension Act (the 'Act'), covering all regular employees with Republic of China nationality. Under the New Plan, TBG Inc. and its subsidiaries make a contribution equal to 6% of the employee's monthly gross salaries to the employee's individual pension accounts at the Bureau of Labor Insurance. The benefits accrued are paid monthly or in lump sum upon termination of employment.

The Group contributed $86,013 on behalf of employees to the pension fund (considered a related party) for the year ended 31 December 2019 (2018: $153,764).

25. CONTINGENT LIABILITIES AND ASSETS

There are no contingent liabilities or contingent assets at 31 December 2019 that require disclosure in the financial report.

26. SIGNIFICANT EVENTS AFTER THE REPORTING DATE

Group's strategy in response to the impact of coronavirus pandemic

On 31 January 2020, the World Health Organisation (WHO) announced a global health emergency because of a new strain of coronavirus (COVID-19 outbreak) and the risks to the international community as the virus spreads globally beyond its point of origin. Because of the rapid increase in exposure globally, on 11 March 2020, the WHO classified the COVID-19 outbreak as a pandemic. The full impact of the COVID-19 outbreak continues to evolve at the date of this report. The Company is therefore uncertain as to the full impact that the pandemic will have on its financial condition, liquidity, and future results of operations during 2020.

However, the Group considered this situation as an opportunity and have pro-actively taken below measures in response to the coronavirus pandemic.

(i) ChangYe approved as a designated testing lab for coronavirus

On 27 February 2020, the Group announced that Changsha ChangYe Medical Laboratory Corp. (ChangYe), a subsidiary of the Group's investee company TBG Xiamen, has been approved by the Health Competent Authority of the Province of Hunan (China) as a designated testing lab for 2019-nCov among other labs. As a designated lab, currently considerable samples from all over Hunan Province have been sent to ChangYe Medical Laboratories for analysis service, mainly from hospitals and corporate clients whose employees have to be screened.

(ii) CE Mark approval of TBG Xiamen's COVID-19 Virus Diagnostic Kit

On 18 March 2020, the Group's investee company TBG Xiamen, a China based molecular diagnostics company, has received the CE Mark approval for its COVID-19 Nucleic Acid Diagnostics Kit. CE Mark certification indicates that the COVID-19 Nucleic Acid Diagnostics Kit meets the essential health, safety, and environmental protection requirements of the applicable European regulations to allow the sale of the kit throughout the European Economic Area. This RNA based diagnostic kit uses real time PCR technology platform with 3 colour labelling to detect distinctive segments within RDRP, N and E genes of the SARS-CoV-2 virus.

Subsequently on 6 April 2020, the Group has been advised that the Chinese Government has now banned the export of all COVID-19 diagnostics kits that have not obtained the required China medical device product registration certification. TBG Xiamen's COVID-19 Virus Diagnostic Kits do not currently have China medical device product registration certification required under the new export requirements as recently announced by the Chinese Government, therefore TBG Xiamen is currently unable to sell and export their COVID-19 Nucleic Acid Diagnostics Kits from China. Without the China medical device product registration certification, TBG Xiamen is also currently unable to sell their COVID-19 Nucleic Acid Diagnostics Kits within China. While TBG Xiamen has received interest from several buyers, in light of these new restrictions no COVID-19 Nucleic Acid Diagnostics Kits will be exported or sold while these restrictions remain in place or until TBG Xiamen receives the required certifications for sale and export. TBG Xiamen intends to apply for the relevant regulatory approvals to allow for the sale and distribution of the COVID-19 Nucleic Acid Diagnostics Kits to regions within Europe and Asia as well as the USA.

On 5 May 2020, the Group further received notification from TBG Xiamen that the Chinese Department of Commerce has lifted these bans restricting the exportation of TBG Xiamen's CE Marked COVID-19 Nucleic Acid Test Kits. Following the lift of the export ban the COVID-19 Nucleic Acid Test Kits are now able to be exported from China for sale throughout the European Economic Area subject to individual countries accepting import of the test kits.

The Group determined that these events do not have any financial impact on the consolidated accounts at 31 December 2019. However, these may have potential impact on the Group's 48.23% share of future net profits of the investee company which will ultimately impact the investment accounted for under the equity method, amount of which cannot be determined at report date.

(iii) TBG Taiwan received CE Mark approval of COVID-19 Nucleic Acid and Antibody Rapid Test Kits

O 21 May 2020, the Group announced that its wholly owned subsidiary TBG Biotechnology Corp. ("TBG Taiwan") has received the CE Mark approval for its ExProbe™ SARS-CoV-2 Testing Kit and SARS-CoV-2 IgG / IgM Rapid Test Kit.

26. SIGNIFICANT EVENTS AFTER THE REPORTING DATE (cont'd)

(iii) TBG Taiwan received CE Mark approval of COVID-19 Nucleic Acid and Antibody Rapid Test Kits (cont'd)

CE Mark certification indicates that the ExProbe^{TM} SARS-CoV-2 Testing Kit and SARS-CoV-2 IgG / IgM Rapid Test Kit meet the essential health, safety, and environmental protection requirements of the applicable European regulations to allow the sale of the kit throughout the European Economic Area as well as any country that accepts CE-mark, subject to satisfying regulatory requirements and obtaining import permits for individual countries. Both tests are manufactured by TBG Biotechnology Corp.in Taiwan and will be exported from Taiwan subject to meeting the regulatory requirements of the destination country. The ExProbe^{TM} SARS-CoV-2 Testing Kit is a RNA based diagnostic kit that uses real time PCR technology with multiplex design to detect distinctive segments within RdRP, N and E genes of the SARS-CoV-2 virus in a single reaction. It is commonly used to confirm active infection of the SARS-CoV-2 virus. The SARS-CoV-2 IgG / IgM Rapid Test Kit test is a lateral flow assay that is able to detect IgG and IgM antibodies against specific protein epitopes on the N and S proteins of the SARS-CoV-2. The Company expects the test to take 15 minutes to complete and detect the presence of SARS-CoV-2 specific IgM and IgG antibodies in the blood, serum and plasma. IgM and IgG antibodies usually generated in the body 7-10 days after SARS-CoV-2 infection and can last for weeks. This test is often used to confirm if a person has been infected with the COVID-19 virus. This rapid test uses droplet of blood, serum or plasma as testing sample. Together, these two test products are expected to be able to confirm symptomatic individuals with an active SARS-CoV-2 viral infection and those who have been infected bySARS-CoV-2 and generated a specific antibody response.

The Group determined that this event does not have any financial impact on the consolidated accounts at 31 December 2019. However, this may have potential impact on the Group's future net profits, amount of which cannot be determined at report date.

Investment in Lanka Graphite Limited (LGR)

On 28 February 2020, the Group acquired 3.2% investment in the equity capital of Lanka Graphite Limited (LGR) consisting of 3,750,000 shares at $0.02 per share for a total of $75,000.

Lanka Graphite Limited (ASX: LGR) is an Australian-based Graphite Exploration Company focused on exploring high purity vein graphite in Sri Lanka of which has been ceased during the period. It currently holds seven exploration licences and one exploration licence application.

LGR has been actively and currently exploring acquisition opportunities across other sectors outside mining and exploration business. LGR is a related party of the Company.

The investment will serve as an experimental project that may bring future potential opportunity to the Group for further exploration. The Group also considered that adding this new investment into the Group's portfolio of assets will strengthen TBG's industry profile and business activities.

Investment in Zucero Therapeutics Pty Ltd

The novel coronavirus outbreak has resulted in significant turmoil in global stock markets. This has had a material impact on the Group's unlisted investment in Zucero Therapeutics Pty Ltd value since 31 December 2019.

The Group understands that in June 2020 Zucero Therapeutics Ltd completed a capital raising of $3 million which funds will be used for working capital and to advance Zucero's technology and its anti-viral and oncology clinical activities.

The Group did not participate in the capital raising.

27. AUDITORS' REMUNERATION

	Consolidated	
	31 Dec 2019	31 Dec 2018
	$	$
(a) Audit services – BDO Audit Pty Ltd		
Audit and review of the Group's financial reports	**260,507**	155,500
(b) Audit services – PwC Taiwan		
Audit and review of TBG Inc.'s financial reports[1]	**14,282**	13,337
(c) Audit services – PwC Xiamen		
Audit and review of TBG Xiamen's financial reports[1]	**-**	16,893
	274,789	185,730
(d) Non-audit services – BDO (QLD) Pty Ltd		
Other non-audit services in relation to the entity[2]	**15,839**	14,360
	290,628	200,090

[1] Pertains to audit services in relation to the financials of the accounting parent for TWD 300,000 (2018: TWD 300,000) and TBG Xiamen for CNY nil (2018: CNY 83,333)

[2] Non-audit services received from BDO for income tax and tax-effect accounting services

28. DIRECTOR AND EXECUTIVE AND RELATED PARTY DISCLOSURES

(a) Remuneration of directors and other key management personnel

	31 Dec 2019	31 Dec 2018
	$	$
Short term benefits	**412,557**	482,883
Long term benefits	**4,705**	3,680
Post-employment benefits	**13,684**	58,120
Share-based payments	**-**	-
Termination payments	**-**	-
Total key management personnel compensation	**430,946**	544,683

28. DIRECTOR AND EXECUTIVE AND RELATED PARTY DISCLOSURES (cont'd)

(b) Related party transactions to parent and associates[1]

31 Dec 2019	Parent[2] $	Associate[3] $
Revenues		
- Sale of goods	**448,616**	**866,436**
Expenses		
- Office lease	**190,095**	**-**
- Utilities	**35,288**	**-**
Receivables from related party		
- Trade receivables	**40,656**[4]	**1,413,876**[5]
- Other receivables	**6,200**	**447,164**[5]

31 Dec 2018	Parent $	Associate $
Revenues		
- Sale of goods	954,586	-
Expenses		
- Office lease	181,377	-
Receivables from related party		
- Trade receivables	319,450	-

[1] Transactions with the related parties are on normal commercial terms.
[2] The parent entity is Medigen Biotechnology Corp, a company based in Taiwan.
[3] The associate is TBG Biotechnology (Xiamen) Inc., a company based in China.
[4] Of the total amount, $34,517 was impaired at 31 December 2019 (2018: $nil).
[5] These amounts were impaired at 31 December 2019.

(c) Subsidiaries and associates

The consolidated financial statements include the financial statements of TBG Diagnostics Limited and the subsidiaries are listed in the following table:

Name	Country of Incorporation	% Equity Interest 31 Dec 2019	% Equity Interest 31 Dec 2018
TBG Inc.	Cayman Islands	**100**	100
TBG Biotechnology Corp.	Taiwan	**100**	100
Texas Biogene Inc.	United States	**100**	100
TBG Biotechnology Corp. (Xiamen)	China	**48.23**	100

(d) Non-controlling interest (NCI)

The non-controlling interest is represented by Xiamen Haicang who owns 40% of the subscribed capital stock of Xiamen BioBay Medical Health Ltd. On 9 April 2018 Xiamen Haicang contributed a further CNY$2,000,000 (AUD$412,692) to Xiamen BioBay Medical Health Ltd during the period. This contribution was in proportion to the contribution made by the TBG of CNY$3,000,000 (AUD$620,271) (through Xia De (Xia Men) Biotechnology Holding Co.) resulting in the interest held by both parties remaining the same.

Xiamen BioBay Medical Health Ltd. was a part of the disposal group that was completed on 3 May 2019. Refer to *note 5 (ii).*

Set out below is a summarised information of a subsidiary that has non-controlling interest that are material to the group. The amounts disclosed are before inter-company eliminations.

28. DIRECTOR AND EXECUTIVE AND RELATED PARTY DISCLOSURES (cont'd)

(d) Non-controlling interest (NCI) (cont'd)

	Non-controlling interest	
	31 Dec 2019	31 Dec 2018
Summarised Statement of Financial Position	**$**	$
Current assets	-	552,949
Current liabilities	-	546,729
Current net assets	-	6,220
Non-current assets	-	1,425,686
Non-current liabilities	-	-
Non-current net assets	-	1,425,686
Net assets	-	1,431,906
Accumulated NCI	-	574,337

	31 Dec 2019	31 Dec 2018
Summarised statement of comprehensive income	**$**	$
Revenues	-	558,452
Profit for the period	-	(608,859)
Other comprehensive income	-	35,270
Total comprehensive income	-	(573,589)
Profit allocated to NCI[1]	-	(243,544)

[1] 40% non-controlling interest allocated to Xiamen Haicang shareholders

	Non-controlling interest	
	31 Dec 2019	31 Dec 2018
Summarised statement of cash flows	**$**	$
Cash outflows from operating activities	-	(558,028)
Cash outflows from investing activities	-	(1,198,088)
Cash inflows from financing activities	-	1,032,963
Foreign exchange differences	-	40,276
Net (decrease) in cash and cash equivalents	-	(682,877)

29. INVESTMENT IN ASSOCIATES ACCOUNTED FOR UNDER THE EQUITY METHOD

Investment in associates are accounted for under the equity method of accounting. Information relating to associates that are material to the consolidated entity are set out below:

(a) Details of associates and joint venture entities

Name	Country of Incorporation	% Equity Interest 31 Dec 2019	31 Dec 2018
TBG Biotechnology Corp. (Xiamen) Group	China	**48.23**	100
- Xia De (Xiamen) Biotechnology Co., Ltd	China	**48.23**	100
- Xiamen BioBay Medical Health Ltd[1]	China	**-**	60
- TBG Biotechnology (Hunan)	China	**42.87**	-
- Changsha TBG Digital Cloud	China	**48.23**	-
- Changsha ChangYe Medical Laboratory Corp.	China	**48.23**	-
- Changsha ChangYe Medical Inspection Institute	China	**47.75**	-
- Changsha ChangYe Medical Technology	China	**48.23**	-

[1] BioBay Medical Health Ltd was sold by the Group on 25 August 2019 to Shanghai Encheng Medical Technology Co., Ltd

(b) Financial statements of associate

Summarised Statement of Financial Position

	31 Dec 2019 $	31 Dec 2018 $
Current assets	**3,530,023**	-
Current liabilities	**3,312,825**	-
Current net assets	**217,198**	-
Non-current assets	**11,406,099**	-
Non-current liabilities	**943,272**	-
Non-current net assets	**10,462,827**	-
Net assets	**10,680,025**	-
Accumulated NCI	**45,734**	-

29. INVESTMENT IN ASSOCIATES ACCOUNTED FOR UNDER THE EQUITY METHOD (cont'd)

(c) Financial statements of associate (cont'd)

	2019	2018
Statement of Comprehensive Income	**$**	**$**
Revenue	**2,669,797**	-
Cost of sales	**(928,321)**	-
Gross profit	**1,741,476**	-
Expenses	**(5,581,951)**	-
Results from operating activities	**(3,840,475)**	-
Income tax	**-**	-
Loss after income tax	**(3,840,475)**	-
Other comprehensive income	**(1,049,763)**	-
Total comprehensive income (loss)	**(4,890,238)**	-
Net loss attributable to non-controlling interest	**(45,913)**	-

(d) Reconciliation to investment in associates accounted for under the equity method

	31 Dec 2019 $	31 Dec 2018 $
Opening balance, 1 January 2019	-	
Fair value at initial recognition – note 5 (c)	8,806,877	-
Additional cash investment from rights issue	2,130,184	
Share of other reserves	(419,057)	
Share of net loss of associates – (c)	(2,347,328)[1]	-
Impairment loss – note 4 (g)	(5,027,440)	
Closing balance, 31 December 2019	**3,143,236**	**-**

[1] Includes $517,211 pertaining to share in amortisation of intangibles and goodwill written-off

Directors' Declaration

The directors of the company declare that:

1. The financial statements, comprising the statement of profit or loss and other comprehensive income, statement of financial position, statement of cash flows, statement of changes in equity, accompanying notes, are in accordance with the *Corporations Act 2001* and:
   a. comply with Accounting Standards and the *Corporations Regulations 2001*; and
   b. give a true and fair view of the consolidated entity's financial position as at 31 December 2019 and of its performance for the period ended on that date.
2. The company has included in the notes to the financial statements an explicit and unreserved statement of compliance with International Financial Reporting Standards.
3. In the directors' opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.
4. The remuneration disclosures included in paragraphs pages 12 to 18 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.*
5. The directors have been given the declarations by the chief executive officer and chief financial officer required by section 295A.

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

On behalf of the directors

Jitto Arulampalam
Executive Chairman
Date: 12 June 2020

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INDEPENDENT AUDITOR'S REPORT

To the members of TBG Diagnostics Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of TBG Diagnostics 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 or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, 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 ended on that date; and

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

Basis for 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 *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (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.

Material uncertainty related to going concern

We draw attention to Note 2 in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the group's ability to continue as a going concern and therefore the group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in respect of this matter.

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 the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Loss of control and subsequent recognition of the TBG Xiamen Group ("TBG Xiamen")

<table>
<tr><th>Key audit matter</th><th>How the matter was addressed in our audit</th></tr>
<tr><td>
During the year, the Group acquired 100% of the issued capital of Changsha ChangYe Medical Laboratory Corp ("ChangYe") through the transfer of a portion of TBG Xiamen's shares to the founding shareholders of ChangYe. Through this transaction, the Group lost control of TBG Xiamen.
Disclosure of this transaction is included in Note 5 to the financial statements.
The accounting for the loss of control of TBG Xiamen in the 31 December 2019 financial statements was considered a key audit matter due to:

The significance of this transaction to the Group.
There is significant judgement involved in the accounting for this transaction due to its complexity as well as the subjectivity required in determining how the remaining investment was to be accounted for.
The level of disclosure required in the 31 December 2019 financial statements to reflect the transaction.
Due to the complexity of the transaction, management engaged with external experts to obtain the following:

An external Purchase Price Allocation of the ChangYe Group as at the date of disposal;
An external valuation of the retained interest in the TBG Xiamen Group as at the date of disposal; and
An external accounting position paper on the accounting for the acquisition of ChangYe, the loss of control of the TBG Xiamen Group and the subsequent accounting for the retained interest.

</td><td>
Our audit procedures included, amongst others:

Obtaining an understanding of the various steps involved in the acquisition of the ChangYe Group and concurrent loss of control of TBG Xiamen by obtaining and reviewing the related contracts.
Reviewing management's accounting for each stage of the transaction with reference to the contracts.
Obtaining the reports from management's external experts and:

Assessing the professional competence and objectivity of each expert
Evaluating the appropriateness of the methods and assumptions used, challenging management in relation to the inputs and assumptions used by the experts
Providing the reports of the external experts to our internal experts to assess.

Assessing the accounting treatment of TBG Xiamen subsequent to the loss of control.
Completing audit procedures over the TBG Xiamen Group to obtain the required assurance as at the date of loss of control.
Assessing the disclosures related to the transaction by comparing these disclosures to our understanding of the matter and the applicable accounting standards.

</td></tr>
</table>

Carrying value of investment in associates - Impairment assessment of TBG Xiamen

Key audit matter	***How the matter was addressed in our audit***
The Group's disclosures about its equity accounted investment in the TBG Xiamen Group are included in Note 29. Due to losses incurred during the period and performance below forecast, it was assessed that there were indicators of impairment present. As a result, an impairment assessment was required to be carried out. The impairment assessment as at 31 December 2019 was considered a key audit matter due to: • The carrying value of the investment is material to the financial statements; • Management's assessment process is complex and highly judgmental. This is based on assumptions, specifically forecast future cash flows, growth rates and discount rate, which are affected by expected future market or economic conditions; • There was difficulty and delays in obtaining the necessary supporting information from the associate; and • To support management's impairment assessment, management also obtained an external valuation of the retained interest as at 31 December 2019.	Our audit procedures included, amongst others: • Obtaining the external valuation report from management's external expert and: o Assessing the professional competence and objectivity of the valuer o Evaluating the appropriateness of the methods and assumptions used, challenging management in relation to the inputs and assumptions used by the valuer o Providing the report of the valuer to our internal experts to assess. • Evaluating the inputs used in the value in use calculation including the growth rates, discount rate and underlying cash flows applied by management. • Assessing the disclosures related to the impairment assessment by comparing these disclosures to our understanding of the matter and the applicable accounting standards.

Recognition and valuation of Investment in Zucero Therapeutics Limited (“Zucero”)

<table>
<tr><th>Key audit matter</th><th>How the matter was addressed in our audit</th></tr>
<tr><td>During the year, the Group entered into a Deed of Settlement for the full outstanding amount related to the disposal of Progen PG500 Series Pty Ltd.

Disclosure of this transaction is included in Note 5 to the financial statements.

The accounting and recognition for the investment in Zucero in the 31 December 2019 financial statements was considered a key audit matter due to:

• There is significant judgement involved with the valuation of the Zucero shares;
• A valuation of the shares at the date of acquisition and as at year-end required the use of management’s external expert;
• The significance of this transaction to the Group - the value of the shares is material to the statement of financial position of the Group; and
• The level of disclosure required in the 31 December 2019 financial statements to reflect the transaction.</td><td>Our audit procedures included, amongst others:

• Evaluating management’s assessment of the fair value of the investment in Zucero including:
  o Obtaining management's external valuation of the investment in Zucero as at the date of settlement and as at 31 December 2019
  o Assessing the professional competence and objectivity of the valuer
  o Evaluating the appropriateness of the methods and assumptions used
  o Challenging management in relation to the inputs and assumptions used by the valuer
  o Providing the external valuation to the internal experts to assess the reasonableness of the structure and assumptions applied in the models.
• Confirming the cash received from Zucero to the bank.
• Confirming the Group’s share in Zucero at the date of the transaction and as at 31 December 2019.
• Assessing management’s classification of the investment and the accounting treatment as at the date of the transaction and as at 31 December 2019.
• Assessing the disclosures related to the transaction by comparing these disclosures to our understanding of the matter and the applicable accounting standards.</td></tr>
</table>

Other information

The directors are responsible for the other information. The other information comprises the information contained in Directors' Report for the year ended 31 December 2019, but does not include the financial report and our auditor's report thereon, which we obtained prior to the date of this auditor's report, and the Annual Report, which is expected to be made available to us after that date.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information identified above 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 on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and will request that it is corrected. If it is not corrected, we will seek to have the matter appropriately brought to the attention of users for whom our report is prepared.

Responsibilities of the directors for the Financial Report

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

In preparing the financial report, the directors are responsible for assessing the ability of the group 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 has no realistic alternative but to do so.

Auditor's responsibilities 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 when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at:
http://www.auasb.gov.au/auditors_responsibilities/ar1.pdf

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 12 to 18 of the directors' report for the year ended 31 December 2019.

In our opinion, the Remuneration Report of TBG Diagnostics Limited, for the year ended 31 December 2019, complies with section 300A of the *Corporations 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.

BDO Audit Pty Ltd

BDO

T R Mann
Director

Brisbane, 12 June 2020