Star Combo Pharma Limited

Australia

2021 Annual Report

ASX: S66

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22 October 2021

Chairman's letter

Dear Shareholders

I am pleased to present Star Combo Pharma Limited's 2021 Annual Report.

This financial year has been characterised by unforeseen challenges felt by many businesses globally as the COVID pandemic continued to impact all aspects of people's lives. I would like to start by thanking our entire team at Star Combo for their agility and tenacity in guiding the business through these uncertain times and continuing to execute on our strategy of creating Australia's leading manufacturer of vitamins and health supplements.

Our OEM business has continued to grow this year, despite COVID headwinds, with our domestic relationships strengthening and new contract wins. We have also entered new territories, wining our first contract in New Zealand this year as the division benefited from favourable macro trends with strong demand for health and wellness products during the COVID pandemic.

The upgrade to our manufacturing facilities and construction of our new R&D centre in Smithfield coincides succinctly with this growth, with the upgrade due to be completed next year doubling our manufacturing capacity and enabling us to meet the manufacturing demand in domestic and overseas markets. Our new R&D centre at 165 Woodpark Road, once complete, will enable us to extend our service offering through producing new and innovative products. These products by their nature, will attract a higher margin so as we grow this aspect of the business, we expect it to become increasingly profitable.

Our retail division has suffered both revenue and earnings decline primarily due to the impact of the COVID pandemic. The closure of international borders has driven a significant reduction in revenue from the lack of tourism, while the state lockdowns have impacted sales in our local stores. We expect the COVID pandemic to continue to have a negative impact on this division well into the first half of next year, although there are encouraging signs beginning to emerge.

On behalf of the Board of Directors and our management team at Star Combo, I would like to take this opportunity to thank you, our shareholders for your ongoing support. I look forward to updating you on our progress in the year ahead.

Richard Allely
Chairman
Star Combo Pharma Limited

STAR COMBO PHARMA LTD AND CONTROLLED ENTITIES
ABN 38 615 728 375

FINANCIAL REPORT 2021

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Your directors present their report on the consolidated entity (referred to hereafter as the Group) consisting of Star Combo Pharma Limited and the entities it controlled at the end of, or during, the financial year ended 30 June 2021.

DIRECTORS

The following persons where directors of Star Combo Pharma Ltd during the whole of the financial year and up to the date of this report, unless otherwise stated:

Mr. Richard Allely – Chairman, Non-executive Director
Mr. Jinxing (Star) Zhang – Managing Director
Ms. Su Zhang – Chief Executive Officer
Dr Ziye Sui – Non-executive Director
Mr. Jialong Ding – Non-executive Director
Ms. Wei Han – Non-executive Director

Particulars of each director's skills, experience and qualifications are set out below:

Richard Allely
Chairman, Non-executive Director

Qualifications
- MBA (Finance Major)
- DipCM
- FCPA
- FAICD

Experience and expertise
Richard was appointed to the Board in 2018 as an independent Non-executive Director and Chairman. Richard has previously held non-executive roles on the boards of Australian Medical Publishing Company Pty Ltd, Perisher Blue Pty Ltd, Australian Property Monitors Pty Ltd and Source Financial Inc. (a USA Public Company). He has also been an independent member of Work Cover Authority of NSW and an advisory board member of Renoir Consulting Group.

Richard was the Managing Director and CEO of PMP Ltd (PMP) until 2012, when he stepped down from the position, after serving just over 10 years with the company (seven years as CFO). PMP is the largest printing and distribution company in Australia and New Zealand with a turnover in excess of $A1 billion.

Prior to this, Richard held senior executive roles with a number of leading Australian and International companies including Tenix Pty Ltd (formerly Transfield Pty Ltd), John Fairfax Holdings Ltd, Boral Ltd, James Hardie Industries Ltd and Fanner-PLP Pty Ltd. Richard has significant experience in the manufacturing, building and construction, and publication and media sectors within Australia and South East Asia.

Interest in shares and options
Options over ordinary shares: None (2020: 1,000,000).
Ordinary shares: None.

Other current directorships
None.

Former directorships of listed companies in last three years
None.

Special responsibilities
None.

Star (Jinxing) Zhang
Managing Director

Qualifications
- Bachelor of Science (Biochemistry major)

Experience and expertise
Star was appointed to the Board in 2016 as Managing Director. Star is the founder of Star Combo and has a strong background in the pharmaceutical industry. After graduation from university, Star worked for 10 years at a medical research company in China which produced hard gel capsules, tablets and injections. While there, he pioneered the extraction and purification of hyaluronic acid, important as a lubricant in ocular surgery.

Furthermore, he developed methods to separate low molecular weight hyaluronic acid, which is used in cosmetics. Star then immigrated to New Zealand, where he studied Commerce at the University of Auckland for one year. Upon returning to Australia, Star incorporated Star Combo in 2004 to address the need for high quality and affordable Australian-made health foods in the market.

Interest in shares and options
Options over ordinary shares: None.
Ordinary shares: 38,165,510

Other current directorships
- Antoine International Pty Ltd

Former directorships of listed companies in last three years
None.

Special responsibilities – Managing Director.

Su Zhang
Chief Executive Officer

Qualifications
- Master of Business Administration
- Graduate Certificate in Commerce
- Bachelor of Pharmacy

Experience and expertise
Su has been working in the pharmaceutical industry for over 10 years, starting her career with Terry White Chemists after graduating from University of Sydney in 2006. Upon leaving Terry White Chemists, Su worked for three years at Abbott Australia. She commenced at Abbott Australia as a Senior Drug Safety Associate and later moved into the role of Asia Pacific Regional Manager. In 2009, Su commenced employment with Star Combo, initially focusing her efforts on obtaining a TGA licence for Costar Pharma. Su's responsibilities within Star Combo include quality control and compliance, operational management, production planning and sales cycle management.

Interest in shares and options
Options over ordinary shares: None.
Ordinary shares: 11,448,980

Other current directorships
None.

Former directorships of listed companies in last three years
None.

Special responsibilities
None.

Dr Ziye Sui
Non-executive Director

Qualifications
- M.D., Ph.D.

Experience and expertise
As a senior manager in the medical device industry, Dr. Sui has extensive knowledge and experience in medical device production, regulation, sales, and marketing in both Chinese and international markets. She has rich experience in pharmaceutical wholesale and retail businesses, she managed to build up a B2C platform of homecare medical devices and healthcare products, which could be helpful for Costar products introduction in the Chinese market.

Interest in shares and options
Options over ordinary shares: None.
Ordinary shares: None.

Other current directorships
- Chief Executive Officer (CEO): Lepu Biopharma Co., Ltd.
- Executive Director: CtM Biotech Co., Ltd.
- General Manager: Lepu (Beijing) Biopharma Co., Ltd.
- Board Director: Shanghai Miracogen Inc.
- Board Director: Hangzhou HealSun Biopharma Co., Ltd.
- Board Director: Hangzhou Xiyuan Biotechnology Co., Ltd.

Former directorships of listed companies in last three years
None.

Special responsibilities
None.

Mr Jialong Ding
Non-executive Director

Qualifications

- Senior Technician (in Pharmaceutical Marketing and Human Resource)

Experience and expertise
As the Vice President of the pharmaceutical business in Goldenmax International, Mr. Ding has over 30 years of experience in pharmaceutical distribution, production, and compliance. Prior to this, Mr. Ding held senior executive roles in several Chinese pharmaceutical companies, including subsidiaries of Shanghai Pharma.

Mr. Ding was Vice President of China Nonprescription Medicines Association (CNMA) and Vice President of Shanghai Pharmaceutical Profession Association (SPPA).

Interest in shares and options
Options over ordinary shares: None.
Ordinary shares: None.

Other current directorships
None.

Former directorships of listed companies in last three years
None.

Special responsibilities
None.

Ms Wei Han
Non-executive Director

Qualifications

- Qualified professional statistician
- Board Secretary of Listed Company

Experience and expertise
As the Vice Chairman and director of Goldenmax International, Ms. Han has wide knowledge and experience in company governance of a listed company, compliance and financial management. Prior to joining Goldenmax International, Ms. Han has more than 30 years of specialised experience in company governance and accounting, providing professional services in the Chinese food and consumer industry.

Interest in shares and options
Options over ordinary shares: None.
Ordinary shares: None.

Other current directorships
Goldenmax International Technology Ltd

Former directorships of listed companies in last three years
None.

Special responsibilities
None.

COMPANY SECRETARY

Patrick Raper

Qualifications

- FCPA
- FAICD

Experience and expertise

Patrick has over 25 years of experience as CFO and Company Secretary of ASX listed entities specialising in establishing finance, administration and governance infrastructure to enable fast growing and newly listed entities.

Interest in shares and options

Options over ordinary shares: None
Ordinary shares: None.

CHIEF FINANCIAL OFFICER

Daniel Zheng

Qualifications

- Executive MBA
- Chartered Accountant

Experience and expertise

Daniel joined Star Combo in April 2019. He is responsible for the finance, tax, legal, IT functions across the Group and assisting the Board with strategy execution. Daniel has 20 years of experience in global professional chartered accounting services, IPO preparation, merger and acquisition, business integration and transformation, and financial management in a wide portfolio of private, listed, multinational companies and industry sectors. Daniel spent five years in two of the Big-Four accounting firms both in Australia and China, where he worked as a manager in the audit division. More recently Daniel spent seven years in Head of Finance role with the Australian subsidiary of a leading UK-listed infrastructure services and construction group.

Interest in shares and options

Options over ordinary shares: None
Ordinary shares: None.

MEETINGS OF DIRECTORS

During the financial year, 13 meetings of directors (including committees of directors) were held. Attendance by each director during the year was as follows:

	Directors' Meetings	
	Number eligible to attend	**Number attended**
Richard Allely	13	13
Star (Jinxing) Zhang	13	13
Su Zhang	13	13
Ziye Sui	13	2
Jialong Ding	13	13
Wei Han	13	12

PRINCIPAL ACTIVITIES

The principal activities of the Group during the financial year were the manufacture and distribution of health food products and nutritional supplements. Following the placement of 49m shares for $33.32m to Goldenmax in FY2020 the Group has pursued the development and future growth of its manufacturing facilities in Sydney, with a focus on OEM customers. No other significant change in the nature of the Group's activities occurred during the year.

REVIEW OF OPERATIONS

During the 2021 financial year, the Group continued its focus on implementing and transitioning its strategy to become a leading contract manufacturer in Australia's vitamin and health supplements sector.

While good progress has been made with this strategy, the Group has not escaped the negative impact of the COVID 19 pandemic, which has seen a significant reduction of revenue and earnings in the Austoyou online sales and Koala Mall Retail Division.

The Group has two major divisions:
- OEM Division (Star Combo Pharma)
- Retail Division (Austoyou and Koala Mall)

The directors are very pleased with the overall progress in the OEM Division where performance improved year on year despite the impacts of the COVID 19 pandemic.

However, the Retail Division which to date has been substantially a business relying upon inbound tourism and export sales, has been seriously impacted by the closure of Australian borders to all tourists, various lockdowns reducing access to the retail stores and warehouses, and lower demand coming out of China.

Together, these interruptions have caused the Group's revenue to decline from $38.8m in FY 2020 to $26.7m in FY 2021 with approximately 93% of the decline coming from the online and retail sales activities.

	FY21 Group revenue ($m)	FY20 Group revenue ($m)	Percentage decrease
Star Combo revenue	$12.5	$13.4	7%
Austoyou and Koala Mall revenue	$14.2	$25.4	44%
Total Group Revenue	**$26.7**	**$38.8**	**31%**

OEM Division (Star Combo Pharma)

The small decline in revenues in the OEM Division (of $0.9m) was more than offset by improved gross profit margins achieved through the careful management of manufacturing inputs. Gross Profit in this division grew from $2.4m in FY 2020 to $2.5m in FY 2021 despite the decline in revenues.

The Group won its first manufacturing contract with Chemist Warehouse during the year and the relationship has continued to strengthen with a second round of orders received, exceeding $1 million in revenue for the Group. The relationship is expected to make a growing financial contribution to the Group's revenue and is indicative of the momentum the Group is having in selling its enhanced contract manufacturing offering to an expanded customer base.

The Group also renewed its exclusive supply agreement with Terry White Chemmart for their 450 stores. It is through this distribution arrangement that the Group sells its wholly owned and manufactured Living Healthy brand in Australia.

As the business expanded into new markets overseas this year, the Group won its first OEM contract with New Zealand for the production of 1m Lecithin 1200g soft gel capsules with the first order completing in April this year. The Group has received its second order of the same product which is expected to be completed in August 2021.

The Group also won its first contract in Russia in the fourth quarter of 2021. The Group has entered into an agreement with a Russian distributer for the distribution of its Living Healthy range across the country, products include Vitamin C, multivitamin, calcium and CoQ10. This is an exciting development for the Group as it marks its entry into the country and has the potential to create further supply opportunities in the region for the Group going forward.

The OEM sector continues to be the main area of strategic focus and the area where the Group expect to see the most significant growth in FY 2022 and beyond.

Retail Division (Austoyou & Koala Mall)

The COVID 19 pandemic has had a very negative impact on the Retail Division (Austoyou and Koala Mall) as a large portion of the retail sales at the Group's Koala Mall stores relies on international visitors. Given the closure of Australia's borders to international travellers for most of FY2021, sales have significantly declined. This combined with lower demand from China for products available through the Group's Austoyou online platform, has driven an overall decline in revenue for the Retail Division of 44% from FY 2020 revenue of $25.4m to FY 2021 revenue of $14.2m.

As a result of the decline in revenue and earnings in this division, coupled with a low expectation for a recovery in the near future, the directors are required, under the Australian Accounting Standards, to assess the carrying value of the investment in Austoyou and Koala Mall and determine if there is an impairment of the asset value. This assessment revealed that the carrying value of Austoyou & Koala Mall should be reduced by $6.3m. While this impairment is a "non-cash" reduction to the carrying value of the asset, it is the main reason for the significant loss before tax this year.

Development of manufacturing facilities

During the year, the Group has invested over $7.2m in upgrading its manufacturing facilities at Smithfield, with the acquisition of an adjacent property and the purchase of production equipment to both increase the capacity and improve the cost effectiveness of the existing manufacturing facilities. Progress to date has been adversely affected by the COVID restrictions, however, when completed, they will provide the necessary infrastructure to support the strategic ambition to become a leading contract manufacturer in Australia's vitamin and health supplements sector.

Further

Operating cash flow during the year was positive. The Group has repaid all debt facilities.

From the onset of the COVID-19 pandemic, the Group enacted its strict infection control measures to ensure a COVID-safe environment for all its staff and ensured that disruption to its products and manufacturing lines were minimised. Throughout the pandemic, the Group has been able to maintain continuous operations, with its manufacturing staff on-site only in accordance with strict health and safety guidelines.

NET TANGIBLE ASSETS PER ORDINARY SHARE

Net Tangible Assets per Ordinary Share is $0.22 (FY2020: $0.22).

DIVIDENDS

No dividends were declared or paid during the year (2020: Nil).

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

The Group has impaired by $6.3m the carrying value of its investment in Austoyou.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

Since the end of the financial year the Group has continued to operate through periods of lockdown that have been the result of government policy and safe work practices in response to the COVID 19 pandemic.

On 31 July a staff member tested positive to the COVID 19 virus. The staff member immediately went into isolation, and it appears at the date of this report that no further transmissions have resulted from this source. The Group immediately closed the manufacturing facility, arranged a “deep clean” and implemented all NSW Health recommended procedures. The facilities were re-opened for production within one week.

These lockdowns have had an impact on the Group’s production capacity as staff have not always been able to attend the manufacturing facility to perform their work duties. In addition, there have been difficulties obtaining some raw materials for specific production runs.

Although at the date of this report production is at full capacity, there remains uncertainty as to whether and when the Group can return to consistent full production.

ENVIRONMENTAL REGULATION

The directors recognise the importance of environmental and occupational health and safety issues. The directors are committed to compliance with all relevant regulations to ensure the protection of the environment, the community and the health and safety of employees. The operations of the Group are not subject to any particular and significant environmental regulation under the law of the Commonwealth of Australia or any of its states or territories or New Zealand.

REMUNERATION REPORT (AUDITED)

This remuneration report forms part of the directors' report for the year ended 30 June 2021 and details the nature and amount of remuneration for director, non-executive directors and other key management personnel ("KMP") of Star Combo Pharma Ltd and controlled entities.

REMUNERATION POLICY

The remuneration policy of the Group has been designed to align key management personnel objectives with shareholder and business objectives by providing a fixed remuneration component and bonuses issued at the discretion of the board of the company. The Board of Directors of the Group believes the remuneration policy to be appropriate and effective in its ability to attract and retain key management personnel to run and manage the company, as well as create goal congruence between directors, executives and shareholders.

All remuneration paid to key management personnel (directors and others) is valued at the cost to the company and expenses or where appropriate transferred to capital items. Shares issued to key management personnel are valued as the difference between the market price of those shares and the amount paid by the key management person. Share options are valued using the binomial option or Black Scholes valuation methodology. Shares and options granted to key management personnel (directors and others) are subject to any necessary approvals required by the ASX Listing Rules.

DIRECTORS AND KEY MANAGEMENT PERSONNEL

The term "key management" as used in this remuneration report refers to the following directors and executives:

Directors

The following persons acted as directors of the Company during the financial year or up to the date of this report:

Richard Allely	(Chairman)
Star (Jinxing) Zhang	(Managing Director)
Su Zhang	(Chief Executive Officer)
Dr. Ziye Sui	(Non-executive Director)
Jialong Ding	(Non-executive Director)
Wei Han	(Non-executive Director)

Management

Daniel Zheng	(Chief Financial Officer)

The Company does not consider any other employees or consultants to be Key Management Personnel.

ENGAGEMENT OF REMUNERATION CONSULTANTS

There is no engagement of remuneration consultants.

PERFORMANCE-BASED REMUNERATION

At this point, there is no performance-based remuneration, other than options issued to non-executive directors and employee options issued to certain key employees. The issue of options is designed to align the interest of non-executive directors, key employees and shareholders.

PERFORMANCE CONDITIONS LINKED TO REMUNERATION

There are no performance conditions linked to remuneration.

CHANGES IN DIRECTORS AND EXECUTIVES SUBSEQUENT TO THE YEAR END

There have been no changes in directors and executives subsequent to year end.

KEY MANAGEMENT PERSONNEL EMPLOYMENT DETAILS

The following table provides employment details of persons who were, during the financial year, members of KMP of the Group. The table also illustrates the proportion of remuneration that is performance and non-performance based.

	Position held as at 30 June 2021 and during the year	Contract details (duration and termination)	Proportion of remuneration related to performance (Other than options issued)		Proportion of remuneration not related to performance
Group KMP			Non-salary cash-based incentives	Shares	Fixed Salary/Fees
Directors			%	%	%
Mr. Richard Allely	Chairman	No fixed term. Two months' notice required to terminate.	-	-	100
Dr Ziye Sui	Non-executive Director	No fixed term. Two months' notice required to terminate.	-	-	100
Mr. Star (Jinxing) Zhang	Managing Director	No fixed term. Three months' notice required to terminate.	-	-	100
Ms. Su Zhang	Chief Executive Officer	No fixed term. Two months' notice required to terminate.	-	-	100
Mr. Jialong Ding	Non-executive Director	No fixed term.	-	-	n/a
Ms. Wei Han	Non-executive Director	No fixed term.	-	-	n/a
Management					
Mr. Daniel Zheng	Chief Financial Officer	No fixed term. Three months' notice required to terminate.	-	-	100%

The employment terms and conditions of all key management personnel are formalised in contracts of employment.

KEY MANAGEMENT PERSONNEL REMUNERATION EXPENSE DETAILS FOR THE YEAR ENDED 30 JUNE 2021

The following table of benefits and payments represents the components of the current year and comparative year remuneration expenses for each member of KMP of the consolidated group. Such amounts have been calculated in accordance with Australian Accounting Standards.

		Salary, Fees and Leave	Pension and Super-annuation	*Cash bonus*	Long service leave	Shares/ Units	Options/ Rights	Total
Group KMP	Year	$	$	$	$	$	$	$
Mr. Richard Allely	2021	91,324	8,676	-	-	-	-	**100,000**
	2020	135,236	8,097	-	-	-	-	**143,333**
Ms. Ziye Sui	2021	20,400	-	-	-	-	-	**20,400**
	2020	20,164	-	-	-	-	-	**20,164**
Mr. Jialong Ding	2021	-	-	-	-	-	-	-
	2020	-	-	-	-	-	-	-
Ms. Wei Han	2021	-	-	-	-	-	-	-
	2020	-	-	-	-	-	-	-
Mr. Star (Jinxing) Zhang	2021	182,952	17,380	-	-	-	-	**200,332**
	2020	183,645	17,446	-	-	-	-	**201,091**
Ms. Su Zhang	2021	163,387	15,522	-	2,624	-	-	**181,533**
	2020	152,905	14,526	-	1,205	-	-	**168,636**
Mr. Daniel Zheng (Note 1)	2021	185,000	17,574	-	1,319	-	-	**203,893**
	2020	182,430	17,806	5,000	418	-	-	205,654
Total	**2021**	**643,063**	**59,152**	**-**	**3,943**			**706,158**
Total	**2020**	**684,577**	**58,844**	**5,000**	**1,623**			**750,044**

Note 1: The cash bonus paid to the Mr. Daniel Zheng in FY20 was discretionary.

KEY MANAGEMENT PERSONNEL SHAREHOLDING MOVEMENTS

The number of ordinary shares in Star Combo Pharma Ltd held by each director and member of key management personnel of the Group during the financial year are as follows:

Group KMP	Balance at beginning of the year	Granted as remuneration during the year	Issued on exercise of options during	Other changes during the year	Balance at end of the year
Mr. Richard Allely	-	-	-	-	-
Mr. Craig Bottomley	-	-	-	-	-
Dr Ziye Sui	-	-	-	-	-
Mr. Jialong Ding	-	-	-	-	-
Ms. Wei Han	-	-	-	-	-
Mr. Star (Jinxing) Zhang	38,165,510	-	-	-	38,165,510
Ms. Su Zhang	11,448,980	-	-	-	11,448,980
Mr. Daniel Zheng	-	-	-	-	-

Directors' Report – Remuneration (continued)

KEY MANAGEMENT PERSONNEL OPTIONS AND RIGHTS HELD

The numbers of options to purchase ordinary shares held at the date of this report by each director of Star Combo Pharma Ltd and each of the other key management personnel are listed below. On exercise, each option is convertible into one ordinary share of Star Combo Pharma Ltd. All of the options vested on the date of grant.

	Balance at the beginning of the year		Exercised or lapsed or forfeited during the year		Balance at the end of the year	
	No.	Value. $	**No.**	**Value $**	**No. Exercisable**	**Value $**
Group KMP						
Mr. Richard Allely Note 1	1,000,000	129,091	(1,000,000)	(129,091)	-	-
Dr Ziye Sui	-	-	-	-	-	-
Mr. Jialong Ding	-	-	-	-	-	-
Ms. Wei Han	-	-	-	-	-	-
Mr. Jinxing Zhang	-	-	-	-	-	-
Ms. Su Zhang	-	-	-	-	-	-
Mr. Daniel Zheng	-	-	-	-	-	-
TOTAL	1,000,000	129,091	(1,000,000)	(129,091)	-	-

Note 1 – Grant Date = 16 Feb 2018, Expiry Date = 16 May 2021, Exercise price = $0.625, lapsed on expiry date

See Note 22 of the financial statements for further information on share options.

KEY MANAGEMENT PERSONNEL OTHER RELATED PARTY TRANSACTIONS

There have been no other transactions involving equity instruments apart from those described in the tables above relating to options, rights and shareholdings.

Rental of Star Combo premises
During the financial year, $291,500 (2020: $399,072) was paid to Antoine International Pty Ltd in respect of the rental of Star Combo premises. Antoine International Pty Ltd is a related party by virtue of Jinxing (Star) Zhang being a common director with significant influence over both Antoine International Pty Ltd and Star Combo Pharma Ltd. The total lease liability has been recognised in the financial statements as at 30 June 2021 being $3,023,262 (2020: $3,131,678). The total lease liability is made up of $113,837 current liability (2020: $108,416) and $2,909,425 non-current liability (2020: $3,023,262).

Consultancy services
During the financial year, $51,700 (2020: $45,500) was paid to Richlink Capital Pty Ltd in respect of consultancy services provided.

KEY MANAGEMENT PERSONNEL LOANS TO / FROM

As at 30 June 2021, Mr. Zhang owed Star Combo Australia Pty Ltd $505 (2020: $8,693), which was repaid in full by Mr. Zhang on 4 August 2021.

This concludes the Remuneration Report which has been audited.

SHARE OPTIONS RIGHTS OUTSTANDING

As at the date of this report, there are 1,110,000 options outstanding in relation to Star Combo ordinary shares.

Holders of outstanding share options in relation to Star Combo ordinary shares do not have any rights under the share options to participate in any share issue or interest of Star Combo

	Balance at 30 June 2020	Expired during the year	Options Exercised during the year	Balance at 30 June 2021
Directors Options (Note 1)	1,000,000	(1,000,000)	-	-
Staff Options (Note 2)	1,110,000	-	-	1,110,000
Total	**2,110,000**	**(1,000,000)**	-	**1,110,000**

Note 1: Exercise Price is $0.625. Expiry Date is 16 May 2021.
Note 2: Exercise Price is $0.500. Expiry Date is 15 June 2023.

INDEMNITY AND INSURANCE OF OFFICERS

Indemnification
Under the Star Combo Constitution, unless prohibited by statute, Star Combo indemnifies current and former directors and officers for any loss arising from any claim by reason of any wrongful act committed by them in their capacity as a director or officer (subject to certain exclusions as required by law). During the financial period, Star Combo has paid premiums in respect of contracts insuring the directors and officers of Star Combo against any liability of this nature.

Star Combo has not, during or since the end of the financial period, indemnified or agreed to indemnify an officer or auditor of Star Combo or any related entity against a liability as such by an officer or auditor except to the extent permitted by law.

Insurance premiums
In accordance with normal commercial practices, under the terms of the insurance contracts, the nature of liabilities insured against and the amount of the premiums paid are confidential.

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

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

AUDITOR

BDO Audit Pty Ltd continues in office in accordance with section 327 of the *Corporations Act 2001*.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 18.

NON-AUDIT SERVICES

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

Details of the amounts paid or payable to the auditor (BDO East Coast Partnership) for non-audit services provided during the financial year are outlined in Note 27 to the financial statements.

The Board of Directors has considered the position and, in accordance with the advice received from the audit committee, is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The directors are satisfied that the provision of non-audit services by the auditor, as set out below, did not compromise the auditor 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; and
- None of the services undermine the general principles relating to auditor independence as set out in the relevant professional requirement, including reviewing and auditing the auditor's own work, acting in a management or a decision-making capacity for the Group, acting as an advocate for the Group or jointly sharing economic risks and rewards.

ROUNDING OF AMOUNTS

The Company is of a kind referred to the Australian Securities and Investments Commission Corporations Instrument 2016/191, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Instrument to the nearest dollar.

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

On behalf of the directors

Richard Allely
Chairman

24 August 2021

DECLARATION OF INDEPENDENCE BY NAME OF ENGAGEMENT PARTNER TO THE DIRECTORS OF STAR COMBO PHARMA LTD

As lead auditor of Star Combo Pharma Ltd for the year ended 30 June 2021, 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 Star Combo Pharma Ltd and the entities it controlled during the period.

Ryan Pollett

Ryan Pollett
Director

BDO Audit Pty Ltd

Sydney

24 August 2021

FINANCIAL STATEMENTS

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CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2021

	Note	2021 $	2020 $
Revenue	4	26,724,705	38,835,502
Other income	4	1,388,066	1,466,072
Cost of sales	5	(23,538,798)	(34,911,526)
Impairment of trade receivables		(324,947)	(38,921)
Distribution expense		(41,567)	(42,925)
Marketing and selling costs		(655,654)	(964,812)
Administrative expenses		(4,388,859)	(4,724,045)
Impairment of goodwill	14	(6,337,772)	-
Finance costs		(235,719)	(507,532)
Foreign exchange loss		(52,762)	(18,226)
Loss before income tax		**(7,463,307)**	**(906,413)**
Income tax expense	6	(412,515)	557,725
Loss for the year		**(7,875,822)**	**(348,688)**
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss:			
Foreign currency translation of foreign operations		(9,724)	(1,477)
Total comprehensive income attributable to Members of Star Combo Pharma Ltd		**(7,885,546)**	**(350,165)**
Earnings per share		Cents	Cents
Basic loss per share (cents)	9	(0.058)	(0.004)
Diluted loss per share (cents)	9	(0.058)	(0.004)

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2021

		30 June 2021	30 June 2020
		$	$
ASSETS	**Note**		
Current assets			
Cash and cash equivalents	10	17,322,493	26,600,929
Trade and other receivables	11	4,403,962	2,525,281
Inventories	12	4,502,506	5,379,458
Current tax assets	6	41,179	172,217
Receivables due to share reductions		-	420,306
Other assets		156,663	241,419
Total current assets		**26,426,803**	**35,339,610**
Non-current assets			
Property, plant and equipment	13	10,586,788	5,418,713
Intangible assets and goodwill	14	2,513,444	9,229,706
Right-of-use assets	15	2,898,122	3,267,522
Deferred tax	7	896,937	1,460,629
Total non-current assets		**16,895,291**	**19,376,570**
Total assets		**43,322,094**	**54,716,180**
LIABILITIES			
Current liabilities			
Trade and other payables	16	3,138,534	2,818,767
Lease liabilities	17	142,997	180,892
Deferred consideration	18	-	1,037,710
Borrowings	19	31,566	484,558
Provisions		233,542	142,528
Total current liabilities		**3,546,639**	**4,664,455**
Non-current liabilities			
Lease liabilities	17	3,005,075	3,362,219
Borrowings	19	115,890	1,586,293
Provisions		40,298	27,154
Deferred tax	7	421,460	577,475
Total non-current liabilities		**3,582,723**	**5,553,141**
Total liabilities		**7,129,362**	**10,217,596**
Net assets		**36,192,732**	**44,498,584**
EQUITY			
Issued capital	21	67,322,393	67,742,699
Group reorganisation reserve		(25,498,900)	(25,498,900)
Share based payment reserve	22	891,321	1,020,412
FX Reserve		(10,166)	(442)
Retained earnings		(6,511,916)	1,234,815
Total equity		**36,192,732**	**44,498,584**

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2021

	Ordinary share capital	Group Reorganisation reserve	Share Based Payment reserve	Foreign Currency Translation reserve	Retained earnings	Total Equity
	$	$	$	$	$	$
Balance at 1 July 2019 (Restated)	**42,760,654**	**(25,498,900)**	**1,436,855**	**1,035**	**1,372,121**	**20,071,765**
Impact of adoption of AASB 16 Leases	-	-	-	-	(205,061)	(205,061)
Foreign Currency Translation Reserve	-	-	-	(1,477)	-	(1,477)
Loss after income tax for the year	-	-	-	-	(348,688)	(348,688)
Total comprehensive income for the year	-	-	-	(1,477)	(348,688)	(350,165)
Transactions with equity holders in their capacity as owners:						
Share options expired		-	(416,443)	-	416,443	-
Share issued	33,320,000	-	-	-	-	33,320,000
Share issue costs	(8,337,955)	-	-	-	-	(8,337,955)
Balance at 30 June 2020	**67,742,699**	**(25,498,900)**	**1,020,412**	**(442)**	**1,234,815**	**44,498,584**
Balance at 1 July 2020	**67,742,699**	**(25,498,900)**	**1,020,412**	**(442)**	**1,234,815**	**44,498,584**
Foreign Currency Translation Reserve	-	-	-	(9,724)	-	(9,724)
Loss after income tax for the year	-	-	-	-	(7,875,822)	(7,875,822)
Total comprehensive income for the year	-	-	-	(9,724)	(7,875,822)	(7,885,546)
Transactions with equity holders in their capacity as owners:						
Share options expired		-	(129,091)	-	129,091	-
Shares cancelled	(420,306)	-	-	-	-	(420,306)
Balance at 30 June 2021	**67,322,393**	**(25,498,900)**	**891,321**	**(10,166)**	**(6,511,916)**	**36,192,732**

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

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2021

	Note	2021 $	2020 $
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers (inclusive of GST)		29,138,764	42,971,876
Payments to suppliers and employees (inclusive of GST)		(29,140,380)	(43,992,885)
Interest and other income received		201,001	26,473
Interest and other financial cost paid		(259,517)	(180,037)
Government grant and financial support		265,462	219,333
Income tax received / (paid)		126,200	(62,924)
Net cash from/ (used in) operating activities	25	**331,530**	**(1,018,164)**
CASH FLOWS FROM INVESTING ACTIVITIES			
Payment for plant and equipment		(7,257,379)	(2,718,057)
Payment for intangible assets		-	(64,092)
Payments for business combination		(268,134)	(594,907)
Refund or payment for option fee		-	(250,000)
Net cash used in investing activities		**(7,525,513)**	**(3,627,056)**
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from borrowings		-	2,062,413
Repayments of borrowings		(1,923,395)	(49,419)
Repayment of lease liabilities		(161,058)	(369,914)
Proceeds from issue of shares		-	33,320,000
Costs of raising equity		-	(8,337,955)
Net cash (used in)/from financing activities		**(2,084,453)**	**26,625,125**
Net (decrease)/increase in cash and cash equivalents		(9,278,436)	21,979,905
Cash at the beginning of the financial year		26,600,929	4,621,024
Cash and cash equivalents at end of the financial year	10	**17,322,493**	**26,600,929**

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

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the consolidated financial statements are set our below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the Group consisting of Star Combo Pharma Ltd and its subsidiaries.

(A) BASIS OF PREPARATION

These general-purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (“AASB”) and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

The financial statements are presented in Australian dollars which is the Group's functional and presentation currency.

Historical cost convention
The financial statements have been prepared under the historical cost convention.

Comparative information and presentation

The Group presents reclassified comparative information, where required, for consistency with the current period’s presentation. When required by Accounting Standards, comparative figures have been adjusted to conform changes in presentation for the current financial year.

Parent entity information
In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in Note 26.

Rounding of amounts
The Company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded to the nearest dollar.

(B) PRINCIPLES OF CONSOLIDATION

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company or which are subject to common control. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

The consolidated financial statements incorporate all of the assets, liabilities and results of the parent and all of the subsidiaries (including any structured entities). Subsidiaries are entities the parent controls. The parent controls an entity when it 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 over the entity. A list of the subsidiaries is provided in Note 23.

The assets, liabilities and results of all subsidiaries are fully consolidated into the financial statements of the Group from the date on which control is obtained by the Group. The consolidation of a subsidiary is discontinued from the date that control ceases. Intercompany transactions, balances and unrealised gains or losses on transactions between group entities are fully eliminated on consolidation. The Group is in the process of reviewing the accounting policies of subsidiaries to identify any changes and adjustments might be necessary to ensure uniformity of the accounting policies adopted by the Group.

Business combinations

Business combinations occur where an acquirer obtains control over one or more businesses.

A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The business combination will be accounted for from the date that control is obtained, whereby the fair value of the identifiable assets acquired and liabilities (including contingent liabilities) assumed is recognised (subject to certain limited exemptions).

When measuring the consideration transferred in the business combination, any asset or liability resulting from a contingent consideration arrangement is also included. Subsequent to initial recognition, contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability is remeasured in each reporting period to fair value, recognising any change to fair value in profit or loss, unless the change in value can be identified as existing at acquisition date.

All transaction costs incurred in relation to business combinations, other than those associated with the issue of a financial instrument, are recognised as expenses in profit or loss when incurred.

The acquisition of a business may result in the recognition of goodwill or a gain from a bargain purchase.

Goodwill

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is calculated as the excess of the sum of:

(i) the consideration transferred;

(ii) any non-controlling interest (determined under either the full goodwill or proportionate interest method); and

(iii) the acquisition date fair value of any previously held equity interest;

over the acquisition date fair value of any identifiable assets acquired and liabilities assumed.

(B) PRINCIPLES OF CONSOLIDATION (CONTINUED)

The acquisition date fair value of the consideration transferred for a business combination plus the acquisition date fair value of any previously held equity interest shall form the cost of the investment in the separate financial statements.

Goodwill is tested for impairment annually and is allocated to the Group's cash-generating units or groups of cash-generating units, representing the lowest level at which goodwill is monitored and not larger than an operating segment. Gains and losses on the disposal of an entity include the carrying amount of goodwill related to the entity disposed of.

(C) FINANCIAL INSTRUMENTS

Recognition and measurement

AASB 9 sets out requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items.

Trade receivables and debt securities issued are recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument. A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is measured at the transaction price.

Classification and subsequent measurement

Financial assets

Financial asset is classified as measured at: amortised cost; FVOCI – debt investment; FVOCI – equity investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(C) FINANCIAL INSTRUMENTS (CONTINUED)

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition.

Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Impairment of financial assets

The expected credit loss' (ECL) impairment model applies to financial assets measured at amortised cost, contract assets and debt investments at FVOCI, but not to investments in equity instruments.

(D) IMPAIRMENT OF ASSETS

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Assets that are subject to depreciation (amortisation) are tested for impairment whenever changes in circumstances indicate that the asset's carrying amount may exceed its recoverable amount. An impairment charge is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. Assets that suffer an impairment are reviewed for possible reversal of the impairment at each reporting date.

Non-derivative financial assets
Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs.

Non-financial assets
At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill and indefinite life intangible assets are tested annually for impairment. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, 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 or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

Goodwill
Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

(E) FOREIGN CURRENCY TRANSACTIONS AND BALANCES

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 (functional currency). The consolidated financial statements are presented in Australian dollars, which is Group's functional and presentation currency.

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

Foreign operations
The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into AUD at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into AUD at the exchange rates at the dates of the transactions. Foreign currency differences are recognised in OCI and accumulated in the translation reserve, except to the extent that the translation difference is allocated to NCI.

(F) GOODS AND SERVICES TAX (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO).

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the ATO is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the ATO are presented as operating cash flows included in receipts from customers or payments to suppliers.

(G) CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTONS

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

Key estimates and judgements

Coronavirus (COVID-19) pandemic
Judgement has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on the consolidated entity based on known information. This consideration extends to the nature of the products and services offered, customers, supply chain, staffing and geographic regions in which the consolidated entity operates. Other than as addressed in specific notes, there does not currently appear to be either any significant impact upon the financial statements or any significant uncertainties with respect to events or conditions which may impact the consolidated entity unfavourably as at the reporting date or subsequently as a result of the Coronavirus (COVID-19) pandemic.

Impairment – Goodwill and other indefinite life intangibles assets
The Group assesses impairment at the end of each reporting period by evaluating the conditions and events specific to the Group that may be indicative of impairment triggers. Recoverable amounts of relevant assets are reassessed using value-in-use calculations which incorporate various key assumptions. The directors have assessed the carrying value of the Living Healthy Brand. There has been no noticeable effect on the Living Healthy Brand from COVID-19 and there have been no impairment indicators. The directors have assessed the carrying value of the investment in Austoyou and Koala Mall and the uncertainty of the short-term performance of this business associated with the continuing impact of the COVID pandemic. The directors have recognised an impairment loss on the full amount of goodwill for Austoyou and Koala Mall during the financial year based on future cash flow projections which have been discounted appropriately. Refer to Note 14 for further information.

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

(G) CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTONS (CONTINUED)

Allowance for expected credit losses
The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include recent sales experience, historical collection rates, the impact of the Coronavirus (COVID-19) pandemic and forward-looking information that is available. The allowance for expected credit losses, as disclosed in Note 11, is calculated based on the information available at the time of preparation. The actual credit losses in future years may be higher or lower.

Recovery of deferred tax assets
Deferred tax assets are recognised for deductible temporary differences only if the consolidated entity considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Lease term
The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease commencement date. Factors considered may include the importance of the asset to the consolidated entity's operations; comparison of terms and conditions to prevailing market rates; incurrence of significant penalties; existence of significant leasehold improvements; and the costs and disruption to replace the asset. The Group reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

Incremental borrowing rate
Where the interest rate implicit in a lease cannot be readily determined, an incremental borrowing rate is estimated to discount future lease payments to measure the present value of the lease liability at the lease commencement date. Such a rate is based on what the consolidated entity estimates it would have to pay a third party to borrow the funds necessary to obtain an asset of a similar value to the right-of-use asset, with similar terms, security and economic environment.

Measurement of fair values
The Group overseas significant fair value measurements required for accounting policies and disclosures. The Group regularly reviews significant unobservable inputs and valuation adjustments and assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of AASB, including the level in the fair value hierarchy in which the valuations should be classified. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- *Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.*
- *Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).*
- *Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).*

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.

Further information about the assumptions made in measuring fair values is included in the following notes:

- Note 14 – Intangible assets and goodwill
- Note 15 – Leases (group as a lessee)
- Note 17 – Lease liabilities
- Note 22 – Share option reserve

(H) NEW OR AMENDED ACCOUNTING STANDARDS AND INTERPRETATIONS ADOPTED

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

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

The following Accounting Standards and Interpretations are most relevant to the consolidated entity:

Conceptual Framework for Financial Reporting (Conceptual Framework)
The consolidated entity has adopted the revised Conceptual Framework from 1 July 2020. The Conceptual Framework contains new definition and recognition criteria as well as new guidance on measurement that affects several Accounting Standards, but it has not had a material impact on the consolidated entity's financial statements.

(I) NEW ACCOUNTING STANDARDS AND INTERPRETATIONS NOT YET MANDATORY OR EARLY ADOPTED

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2021. The consolidated entity has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

NOTE 2 – CAPITAL AND FINANCIAL RISK MANAGEMENT

Capital management

The Group's objectives when managing share capital, reserves and retained earnings, which represents the Group's capital, are to:

- Maintain a sustainable debt to equity ratio;
- Generating long-term shareholder value; and
- Ensure that the group can fund its future operations as a going concern.

The Group's potential debt and capital include ordinary share capital and financial liabilities, supported by financial assets.

Management effectively manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distributions to shareholders and share issues.

Financial risk management

The Group's activities expose it to a variety of financial risks; credit risk, liquidity risk and market risk. The Group uses different methods to measure different types of risk to which it is exposed. There have been no substantive changes in the types of risk the Group is exposed to, how these risks arise, or the Board's objectives, policies and processes for managing or measuring the risks from the previous period.

Credit risk

The Group has no significant concentration of credit risk with respect to any single counterparty or group of counter parties. The class of assets described as " Trade and other receivables" is considered to be the main source of credit risk related to the Group.

The Group has no formal policy with regards to past due trade receivables and each receivable is evaluated individually by management. Jinxing (Star) Zhang is considered to be central to the Group's credit risk assessment and management procedures given his strong relationships with the customers of the Star Combo Group. Please refer to Note 11 on Expected Credit Loss on trade receivables.

NOTE 2 – CAPITAL AND FINANCIAL RISK MANAGEMENT (CONTINUED)

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying business, the Group aims to maintain flexibility in funding by keeping committed credit lines available. Management monitors rolling forecasts of the Group's liquidity reserve on the basis of expected cash flows.

The following table sets out the contractual maturities (representing undiscounted contractual cash-flows) of financial liabilities:

	Up to 6 months	6-12 months	1-3 years	3+ years	Total
Trade payables	2,117,845	-	-	-	2,117,845
Borrowings	16,051	16,538	83,639	31,228	147,456
Leases	71,498	71,498	309,021	2,696,055	3,148,073
Total	**2,205,394**	**88,036**	**392,660**	**2,727,283**	**5,413,374**

Market risk

(i) Interest rate risk

Exposure to interest rate risk arises on financial assets and financial liabilities recognised at the end of the reporting period whereby a future change in interest rates will affect future cash flows or the fair value of fixed rate financial instruments. The Group is also exposed to earnings volatility on floating rate instruments. The Group is primarily exposed to this risk on cash and cash equivalents.

Due to the excessive available cash reserves, the Group has paid $2,003,162 to CBA bank on 2 July 2020 to fully settled the bank loan through the early payout arrangement with CBA bank. As a result, the Group is not materially affected by interest rate risk at year end.

(ii) Foreign exchange risk

Foreign exchange risk arises when the future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting. Foreign currency risk is managed by retaining majority of its cash and payables in Australian currency. Products sales are received in USD and RMB with short term credit terms.

A reasonably possible strengthening (weakening) of RMB (Chinese Yuan) against AUD on 30 June 2021 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

	Profit or loss		**Equity, net of tax**	
Effect in $	**Strengthening**	**Weakening**	**Strengthening**	**Weakening**
30 June 2021				
RMB (5% movement)	**(5,603)**	**6,193**	**(17,877)**	**19,758**

NOTE 3 – OPERATING SEGMENTS

During the 2021 financial year, the Group operated in two operating segments being Star Combo the business of development, manufacturing, marketing and sales of natural health supplements and skin care products (OEM Division), and Austoyou retail business made up of the Australia-China e-commerce platform that offers over 5,000 high-demand product lines directly to Chinese health product consumers; and Koala Mall's two retail stores in Sydney (Retail Division). The Group considers Austoyou and Koala Mall as one segment due to their operations consisting mainly in retail business and the common business platform shared by the two. The Group has sold to both Australian and China markets during the financial year. In 2020 financial year, the Group operated in the same two operating segments and sold to both Australian and China markets.

Accounting policy

a. Accounting policies adopted

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the entity's management to makes decisions about resources to be allocated to the segment and assess its performance. Unless stated otherwise, all amounts reported to the Board of Directors, being the chief operating decision makers with respect to operating segments, are determined in accordance with accounting policies that are consistent with those adopted in the annual financial statements of the Group.

b. Intersegment transactions

An internally determined transfer price is set for all intersegment sales. This price is reset annually and is based on what would be realised in the event the sale was made to an external party at arm's length. All such transactions are eliminated on consolidation of the Group's financial statements.

Intersegment loans payable and receivable are initially recognised at the consideration received/to be received net of transaction costs. If intersegment loans receivable and payable are not on commercial terms, these are not adjusted to fair value based on market interest rates. This policy represents a departure from that applied to the statutory financial statements.

c. Segment assets

Where an asset is used across multiple segments, the asset is allocated to the segment that receives the majority of the economic value from the asset. In most instances, segment assets are clearly identifiable on the basis of their nature and physical location.

d. Segment liabilities

Liabilities are allocated to segments where there is a direct nexus between the incurrence of the liability and the operations of the segment. Borrowings and tax liabilities are generally considered to relate to the Group as a whole and are not allocated. Segment liabilities include trade and other payables and certain direct borrowings.

e. Unallocated items

The following items of revenue, expenses, assets and liabilities are not allocated to operating segments as they are not considered part of the core operations of any segment:

- income tax expense;
- deferred tax assets and liabilities;
- current tax liabilities; and
- other financial liabilities.

NOTE 3 – OPERATING SEGMENTS (CONTINUED)

f. Segment information

(i) *Segment performance*

	OEM Division	Retail Division	Total
	$	$	$
30 June 2021			
Revenue			
External sales	12,528,683	14,182,475	26,711,158
Intersegment sales	13,547	-	13,547
Interest revenue	106,076	-	106,076
Other revenue/income	1,055,030	226,960	1,281,990
Total segment revenue	**13,703,336**	**14,409,435**	**28,112,771**
Total group revenue	**13,703,336**	**14,409,435**	**28,112,771**
Segment net loss from operations	(328,992)	(282,887)	(611,879)
- impairment of goodwill (note 14)	-	(6,337,772)	(6,337,772)
- depreciation and amortisation	(453,447)	(60,209)	(513,656)
Segment net loss from operations before tax	**(782,439)**	**(6,680,868)**	**(7,463,307)**

Reconciliation of segment result to group net loss before tax	
i. Amounts not included in segment result but reviewed by the Board:	
- corporate charges	-
ii. Unallocated items:	
- others	-
Net loss before tax from operations	**(7,463,307)**

NOTE 3 – OPERATING SEGMENTS (CONTINUED)

f. Segment information (continued)

(i) *Segment performance (continued)*

	OEM Division $	Retail Division $	Total $
30 June 2020			
Revenue			
External sales	13,401,394	25,421,461	38,822,855
Intersegment sales	12,647	-	12,647
Interest revenue	1,024	-	1,024
Other revenue	1,295,714	169,334	1,465,048
Total segment revenue	**14,710,779**	**25,590,795**	**40,301,574**
Total group revenue	**14,710,779**	**25,590,795**	**40,301,574**
Segment net (loss) / profit from operations	(911,291)	562,951	(348,340)
- depreciation and amortisation	(473,282)	(84,791)	(558,073)
Segment net (loss) / profit from operations before tax	**(1,384,573)**	**478,160**	**(906,413)**
Reconciliation of segment result to group net profit/loss before tax			
i. Amounts not included in segment result but reviewed by the Board:			
- corporate charges			-
ii. Unallocated items:			
- others			-
Net loss before tax from operations			**(906,413)**

NOTE 3 – OPERATING SEGMENTS (CONTINUED)

f. Segment information (continued)

(ii) *Segment assets*

	OEM Division $	Retail Division $	Total $
30 June 2021			
Segment assets			
Segment assets include	40,460,050	1,969,946	42,429,995
Reconciliation of segment assets to group assets			
Intersegment eliminations			
Unallocated assets:			
- deferred tax assets			896,937
Total group assets			**43,326,932**

	OEM Division $	Retail Division $	Total $
30 June 2020			
Segment assets			
Segment assets include	44,431,197	8,824,354	53,255,551
Reconciliation of segment assets to group assets			
Intersegment eliminations			
Unallocated assets:			
- deferred tax assets			1,460,629
Total group assets			**54,716,180**

The non-current assets are held and owned in Australia and an insignificant amount of PPE assets are held and owned in China by the Group's subsidiary company, Chongqing Linkang Business Co., Ltd.

NOTE 3 – OPERATING SEGMENTS (CONTINUED)

f. Segment information (continued)

(iii) *Segment liabilities*

	OEM Division $	Retail Division $	Total $
30 June 2021			
Segment liabilities			
Segment liabilities include	6,099,398	613,343	6,712,740
Reconciliation of segment assets to group liabilities			
Intersegment eliminations			
Unallocated liabilities:			
- deferred tax liabilities			421,460
- current tax liabilities			-
Total group liabilities			**7,134,200**

	OEM Division $	Retail Division $	Total $
30 June 2020			
Segment liabilities			
Segment liabilities include	8,883,012	757,110	9,640,122
Reconciliation of segment assets to group liabilities			
Intersegment eliminations			
Unallocated liabilities:			
- deferred tax liabilities			577,475
- current tax liabilities			-
Total group liabilities			**10,217,597**

NOTE 4 – REVENUE AND OTHER INCOME

	Consolidated	
	2021	**2020**
	$	**$**
Sales of goods	26,724,705	38,835,502
Total revenue	**26,724,705**	**38,835,502**
Reversal of over-accrued contingent consideration (note 18)	1,037,710	1,216,677
Other revenue	244,280	248,371
Interest income	106,076	1,024
Total other income	**1,388,066**	**1,466,072**

Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when it transfers control over a good to a customer.

The following table provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies.

Type of product	**Nature and timing of satisfaction of performance obligations, including significant payment terms**	**Revenue recognition under AASB 15**
Star Combo manufactured products	Customers obtain control of products when the goods are delivered to their premises or customers obtain control of products when the customers arrange the pick of products at the Group's warehouse. Invoices are generated at that point in time. Invoices are paid within the agreed trading terms. Some contracts permit the customer to return an item. Returned goods are exchanged only for new goods – i.e., no cash refunds are offered.	Revenue is recognised when the goods are delivered to the customers at their premises or when the goods are dispatched from the Group's warehouse. For contracts that permit the customer to return an item, revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.
Austoyou retail products	The goods are delivered to the customers by a third-party delivery company after the customer confirms the order and makes payment. Customers obtain control of products when the goods are dispatched from the Group's warehouse. Customers pay the delivery costs and track the delivery through the delivery company's website with a tracking reference number. If the goods lost in transit, the delivery company provide a certain amount of compensation to the customer up to a capped amount.	Revenue is recognised when the goods are dispatched from the Group's warehouse.
Revenue from contracts with customers (Terry White Chemmart)	Star Combo has an agreed arrangement to sell the Living Healthy Brand in Australia exclusively through Terry White Chemmart's nominated distributor.	Revenue is recognised when the goods are dispatched from Star Combo's warehouse

NOTE 4 – REVENUE AND OTHER INCOME (CONTINUED)

Disaggregation of revenue from contracts with customers

In the following table, revenue is disaggregated by primary geographical market (country or region). Revenue has been disaggregated on the basis of the economic factors that arise from operating in more than one geographical market.

	2021		2020	
AUD $	**Star Combo**	**Austoyou retail**	**Star Combo**	**Austoyou retail**
Revenue				
Australia	12,418,726	4,316,023	12,935,628	6,910,652
China	123,504	9,866,452	309,079	18,680,143
Total revenue	**12,542,230**	**14,182,475**	**13,244,707**	**25,590,795**

Other income

Other income is recognised when the significant risks and rewards have transferred.

Other income in 2021 include $0.8m (FY20: $1.2m) reversal of over accrued deferred consideration year 2 for the acquisition of Austoyou business; and $0.3m government grant and financial support.

Interest income

Interest income is recognised as the interest accrues using the effective interest method.

NOTE 5 – EXPENSES

	Consolidated	
	2021	**2020**
	$	**$**
Loss before income tax from continuing operations includes the following specific expenses:		
Cost of sales		
Materials	19,700,368	30,011,078
Employee benefits	970,740	1,336,063
Depreciation on Plant and Equipment	168,384	184,550
Depreciation on Right-of-Use Asset	150,780	120,839
Other direct cost allocated	1,104,284	1,059,731
Other cost of sales	1,444,241	2,199,265
	23,538,797	**34,911,526**
Other expenses		
Depreciation and amortisation	513,284	558,073
Employee benefits	2,443,762	2,480,584
Superannuation expenses	220,772	180,998
Impairment		
Goodwill	6,337,772	-

NOTE 6 – INCOME TAX EXPENSE

	Note	Consolidated 2021 $	2020 $
(a) Components of the income tax expense			
Current tax expense	6(b)	-	(551,610)
Deferred tax expense/(benefit)	6(d)	448,651	(6,115)
Deferred tax benefit resulting from reduction in tax rate		(36,136)	-
		412,515	**(557,725)**

(b) Reconciliation of prima facie income tax expense

The prima facie tax on (loss)/profit from ordinary activities before income tax is reconciled to income tax as follows:

		2021 $	2020 $
Loss from continuing operations before income tax expense		(7,463,306)	(906,413)
Prima facie tax payable at 26% (2020:27.5%)		(1,940,460)	(249,264)
Tax effect of amounts which are not deductible/(taxable) in calculating taxable income:			
Non-deductible expenses		1,649,532	6,350
Adjustment recognised for prior periods		(741,643)	-
Non-assessable income		(200,090)	(314,811)
Movement in temporary differences		-	-
Deferred tax expense resulting from reduction in tax rate		(36,136)	-
De-recognition of previously recognised deferred tax assets		862,964	-
Tax losses not recognised for this year		818,348	-
Income tax expense/(benefit)		**412,515**	**(557,725)**

		2021 $	2020 $
(c) Income tax (receivable)/payable – current			
Income tax receivable		(41,179)	(172,217)
(d) Deferred tax – non-current			
Deferred tax asset		896,937	1,460,629
Deferred tax liabilities		(421,460)	(577,475)
		475,477	**883,154**

Accounting policy

Tax consolidation

The Company and its wholly-owned subsidiaries have formed a tax-consolidated group and are therefore taxed as a single entity from 1 February 2018. The head entity within the tax-consolidated group is Star Combo Pharma Ltd. Austoyou Group Pty Ltd and Koala Mall Pty Ltd joined the tax-consolidated group on 19 February 2019. The members of the tax-consolidated group are identified in Note 23. Tax expense, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax-consolidated group are recognised in the separate financial statements of the members of the tax-consolidated group using the "separate taxpayer within group" approach by reference to the carrying amounts in the separate financial statements of each entity and the tax values applying under tax consolidation.

Income tax

The income tax expense for the year comprises current income tax expense and deferred tax expense.

Current income tax expense charged to profit or loss is the tax payable on taxable income for the current period. Current tax liabilities are measured at the amounts expected to be paid to the relevant taxation authority using tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses and deductible temporary differences to the extent that the realisation of the related tax benefit through future taxable profits is probable.

NOTE 7 DEFERRED TAX

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability. Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised. The benefits for tax losses will only be obtained if:

- The Group derives future taxable amounts of a nature and an amount sufficient to enable the temporary difference or tax loss to be utilised.
- The Group continues to comply with the conditions or utilisation imposed by the law. And;
- No change in tax legislation adversely affects the Group in realising the benefits.

The Group is of the view that it is not probable that unused tax losses will be fully utilised within the next three years and have de-recognised the previously recognised deferred tax assets at the current reporting period.

		Consolidated	
	Note	**2021**	**2020**
		$	**$**
Deferred tax assets			
Tax Losses carried forward*		-	862,964
Temporary differences attributable to:			
Provisions		360,403	224,661
S440 expenditure		460,865	214,602
Other		75,669	158,405
Total deferred tax assets		**896,937**	**1,460,632**
Deferred tax assets not recognised in the balance sheet*		**3,214,795**	**469,694**

*Deferred tax assets are recognised for tax losses carried forward and deductible temporary differences to the extent that the realisation of the related tax benefit through future taxable profits is probable.

		Consolidated	
	Note	**2021**	**2020**
Deferred tax liabilities		**$**	**$**
Intangibles		**421,460**	567,690
Other		-	9,785
Total deferred tax liabilities		**421,460**	**577,475**

NOTE 8 – DIVIDENDS

Dividends paid during the financial year were as follows:

	2021	**2020**
	$	**$**
Dividends		
Dividends paid for the year ended 30 June 2021 of $nil (2020: $nil) per ordinary share	-	-
Franking credits		
Franking credits available for subsequent financial years based on a tax rate of 26% (2020: 27.5%)	2,193,390	2,089,358

NOTE 9 – EARNINGS PER SHARE

	Consolidated	
	2021	**2020**
Basic earnings per share (cents)	(0.058)	(0.004)
Diluted earnings per share (cents)	(0.058)	(0.004)

	2021	**2020**
	$	**$**
Reconciliation of earnings used in calculating earnings per share		
Net loss for the year	(7,875,822)	(348,688)

	2021	**2020**
	No. of shares	**No. of shares**
Reconciliation of shares used in calculating earnings per share		
Basic and diluted earnings per share		
Opening balance of shares for the year	135,646,601	86,616,601
Shares (cancelled)/issued during the year	(824,132)	49,000,000
Closing balance of shares for the year	134,792,469	135,616,601
Weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share	134,792,469	91,418,290

Note: Options are excluded from diluted EPS as they would be anti-dilution.

NOTE 10 – CASH AND CASH EQUIVALENTS

	Consolidated	
	2021	**2020**
	$	**$**
Cash at bank and on hand	5,250,822	6,600,929
Term Deposits	12,071,671	20,000,000
Cash and Cash Equivalents	**17,322,493**	26,600,929

Accounting policy

Cash and cash equivalents include cash on hand, deposits available on demand with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are reported within borrowings in current liabilities on the statement of financial position.

Star Combo has invested $10m short-term term deposit with Westpac bank on 31 January 2021 and $2m short-term deposit with CBA bank on 9 May 2021. The interest rate of the $10m term deposit is 0.55% per annum and 0.25% per annum for the $2m term deposit.

NOTE 11 – TRADE AND OTHER RECEIVABLES - CURRENT

	Consolidated	
	2021	2020
Current	$	$
Trade receivables	2,659,258	2,666,541
Provision for impairment	(658,193)	(333,246)
Other receivables	524,989	183,293
Deposit paid for plant under development	1,877,403	-
Amounts receivable from related parties (Note 24)	505	8,693
Trade and other receivables	**4,403,962**	**2,525,281**
Provision for impairment at the beginning of the year	(333,246)	(385,373)
(Increase)/decrease for the year	(324,948)	52,127
Provision for impairment at 30 June 2021	**(658,194)**	**(333,246)**

Accounting policy

The Group applies the AASB9 simplified approach to measuring expected credit losses using a lifetime expected credit loss provision for trade receivables. To measure expected credit losses, trade receivables are grouped based on similar credit risk and aging.

The expected loss rates are based on the Group's historical credit losses experienced over the two-year period prior to the period end. The historical loss rates are then adjusted for current and forward-looking information on macroeconomic factors affecting the Group's customers. The Group has identified the gross domestic product (GDP), unemployment rate and inflation rate as the key macroeconomic factors in the countries that the Group sells to.

At 30 June 2021 the lifetime expected loss provision for trade receivables is as follows:

	Sales payments outstanding						
	as current	after 30 days	after 60 days	after 90 days	after 180 days	after 365 days	Total
Receivables Outstanding	941,388	674,126	136,974	54,705	484,115	122,260	2,413,568
Default rate	3.23%	1.96%	3.37%	6.50%	100.00%	100.00%	
Lifetime ECL	30,415	13,224	4,622	3,558	484,115	122,260	658,194

NOTE 11 – TRADE AND OTHER RECEIVABLES – CURRENT (CONTINUED)

At 30 June 2020 the lifetime expected loss provision for trade receivables is as follows:

	Sales payments outstanding						
	as current	after 30 days	after 60 days	after 90 days	after 180 days	after 365 days	Total
Receivables Outstanding	1,012,329	1,007,853	420,505	78,486	58,289	89,079	2,666,541
Default rate	3.52%	2.15%	3.36%	6.36%	100%	100.00%	
Additional ECL due to Covid-19			8.54%	93.64%			
Lifetime ECL	35,640	21,687	50,064	78,488	58,288	89,079	333,246

Accounting policy

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

The Group allocates each exposure to a credit risk grade based on data that is determined to be predictive of the risk of loss (including but not limited to external ratings, audited financial statements, management accounts and cash flow projections and available press information about customers) and applying experienced credit judgement. Credit risk grades are defined using qualitative and quantitative factors that are indicative of the risk of default. Exposures within each credit risk grade are segmented by geographic region and industry classification and an ECL rate is calculated for each segment based on delinquency status and actual credit loss experience over the past years. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

The Group considers a financial asset to be in default when the financial asset is more than 180 days past due.

The financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes a breach of contract such as a default or being more than 180 days past due.

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Group has a policy of writing off the gross carrying amount when the financial asset is 180 days past due based on historical experience of recoveries of similar assets. For corporate customers, the Group individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

Trade and other receivables include amounts due from customers for goods sold and services performed in the ordinary course of business. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets.

Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost, less any provision for impairment.

NOTE 12 – INVENTORIES

	Consolidated	
	2021	2020
	$	$
Raw materials	3,323,609	3,357,363
Finished goods	1,178,898	2,022,095
Provision for obsolescence	-	-
Inventories	**4,502,507**	**5,379,458**

Inventories recognised as an expense during the year ended 30 June 2021 amounted to $19,700,368 (2020: $30,011,079). No provision for obsolete inventories was necessary for the year ended 30 June 2021 (2020: $nil).

Accounting policy

Inventories are measured at the lower of cost and net realisable value. The cost of manufactured products includes direct materials, direct labour and an appropriate proportion of variable and fixed overheads. Overheads are applied on the basis of normal operating capacity. Costs are assigned on a first-in, first-out basis.

NOTE 13 – PROPERTY, PLANT & EQUIPMENT

Consolidated	Land $	Plant and equipment $	Leasehold Improvements $	Plant Under development $	Total $
At 30 June 2020					
Cost	336,364	2,801,091	1,006,563	2,821,741	6,965,759
Accumulated depreciation	-	(1,432,184)	(114,862)	-	(1,547,046)
Net book amount	**336,364**	**1,368,907**	**891,701**	**2,821,741**	**5,418,713**
Year ended 30 June 2020					
Opening net book amount	-	1,549,623	894,624	497,684	2,941,931
Additions	336,364	38,005	19,632	2,324,057	2,718,058
Disposals	-	-	-	-	-
Depreciation	-	(218,721)	(22,555)	-	(241,276)
Closing net book amount	**336,364**	**1,368,907**	**891,701**	**2,821,741**	**5,418,713**
At 30 June 2021					
Cost	3,907,635	2,984,609	1,006,563	4,460,660	12,359,467
Accumulated depreciation	-	(1,635,525)	(137,154)	-	(1,772,679)
Net book amount	**3,907,635**	**1,349,084**	**869,409**	**4,460,660**	**10,586,788**
Year ended 30 June 2021					
Opening net book amount	336,364	1,368,907	891,701	2,821,741	5,418,713
Additions	3,571,271	183,518	-	1,638,919	5,393,708
Disposals	-	-	-	-	-
Depreciation	-	(203,341)	(22,292)	-	(225,633)
Closing net book amount	**3,907,635**	**1,349,084**	**869,409**	**4,460,660**	**10,586,788**

NOTE 13 – PROPERTY, PLANT & EQUIPMENT (CONTINUED)

Accounting policy

Plant and equipment are stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of items.

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

Depreciation is calculated on a straight-line basis over the asset's useful life to the consolidated group commencing from the time the asset is held ready for use. The depreciation rates used for each class if depreciable assets are as follows:

Leasehold improvements	4–5%
Plant and equipment	5–33%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each balance sheet date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater that its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are recognised in profit or loss in the period in which they arise.

Plant Under Development

The Group has been in the final stage for the development of a powder production and packaging facility at the premises in Smithfield during the year. Star Combo expects the powder production and packaging line will be ready to use in the early 2022 financial year. Most of the costs have been incurred in FY2020. The balance at 30 June 2021 totalled $2.8m, including the purchase of plant facilities and development costs - mainly the direct-related engineering consulting and project management costs.

The Group has commenced the expansion of its manufacturing capabilities at its existing TGA-licensed manufacturing site at 171 Woodpark Road, Smithfield during the year. The expansion plans will involve upgrading the existing facility and the installation of new production lines to be completed within two years. The Group has paid $3.4m including $1.8m deposit payments for the expansion project of which $1.3m relates to the purchase of production lines.

Under development is not depreciated during the financial year. It commences the depreciation when the development project is completed, and the powder production and packaging line is ready to use.

Land

The Group has paid $3.9m for the purchase of land located at 165 Woodpark Road Smithfield and associated costs in 2021 and 2020 financial year. The site totals 3700m² and is located adjacent to the Company's existing TGA-licensed manufacturing facility.

NOTE 14 – INTANGIBLE ASSETS AND GOODWILL

	Brand Name Living Healthy	Brand Name ATY&KOM	Technology Platform	Customer Relation-ships	Licences	ERP	Goodwill	Total
	$	$	$	$	$	$	$	$
At 30 June 2020								
Cost	664,587	1,325,287	733,602	432,114	163,020	64,092	6,337,772	9,720,474
Accumulated amortisation	-	(176,705)	(195,627)	(115,231)	-	(3,205)	-	(490,768)
Net book amount	**664,587**	**1,148,582**	**537,975**	**316,883**	**163,020**	**60,887**	**6,337,772**	**9,229,706**
Year ended 30 June 2020								
Opening net book amount	664,587	1,281,112	684,695	403,306	163,020	-	6,337,772	9,534,491
Additions	-	-	-	-	-	64,092	-	64,092
Disposals	-	-	-	-	-	-	-	-
Amortisation	-	(132,530)	(146,720)	(86,423)	-	(3,205)	-	(368,878)
Closing net book amount	**664,587**	**1,148,582**	**537,975**	**316,883**	**163,020**	**60,887**	**6,337,772**	**9,229,706**
At 30 June 2021								
Cost	664,587	1,325,287	733,602	432,114	163,020	64,092	6,337,772	9,720,474
Accumulated amortisation	-	(309,234)	(342,347)	(201,654)	-	(16,023)	-	(869,258)
Impairment	-	-	-	-	-	-	(6,337,772)	(6,337,772)
Net book amount	**664,587**	**1,016,053**	**391,255**	**230,460**	**163,020**	**48,069**	**-**	**2,513,444**
Year ended 30 June 2021								
Opening net book amount	664,587	1,148,582	537,975	316,883	163,020	60,887	6,337,772	9,229,706
Additions	-	-	-	-	-		-	-
Disposals	-	-	-	-	-	-	-	-
Impairment	-	-	-	-	-	-	(6,337,772)	(6,337,772)
Amortisation	-	(132,529)	(146,720)	(86,423)	-	(12,818)	-	(378,490)
Closing net book amount	**664,587**	**1,016,053**	**391,255**	**230,460**	**163,020**	**48,069**	**-**	**2,513,444**

NOTE 14 – INTANGIBLE ASSETS AND GOODWILL (CONTINUED)

Accounting policy

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss. Goodwill is not amortised.

The Group considers that both the brand name of Living Healthy and the licences of Austoyou to operate the e-commerce business have indefinite useful lives. The licenses have the potential to be renewed indefinitely which the Group plans to utilise. The Living Healthy brand is made up of list of product registrations, which have the potential to be renewed indefinitely and which the Group plans to utilise.

The estimated useful lives for each class are as follows:

Brand names (Austoyou and Koala Mall)	10 years
Technology platform (Austoyou)	5 years
Customer relationships (Austoyou)	5 years

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Cash Generating Units

Goodwill is allocated to cash-generating units which are based on the Group's reporting segments:

						Consolidated
		2021			**2020**	
	Goodwill	**Intangibles**	**Total**	**Goodwill**	**Intangibles**	**Total**
	$	**$**	**$**	**$**	**$**	**$**
Star Combo CGU	-	712,656	712,656	-	725,474	725,474
Austoyou CGU	-	1,800,788	1,800,788	6,337,772	2,166,460	8,504,232
	-	**2,513,444**	**2,513,444**	**6,337,772**	**2,891,934**	**9,229,706**

NOTE 14 – INTANGIBLE ASSETS AND GOODWILL (CONTINUED)

Impairment review

A comprehensive impairment review was conducted at 30 June 2021. The recoverable amount of the intangible assets is determined based on net present value of future cash inflows, using management budgets and forecasts for a five-year period, after adjusting for central overheads.

The Retail division which to date has been substantially a business relying upon inbound tourism and export sales, has been seriously impacted by the closure of Australian borders to all tourists, various lockdowns reducing access to the retail stores and warehouses and the lower demand coming out of China.

Together, these interruptions have caused the group revenue to decline from $38.8m in FY 2020 to $26.7m in FY 2021 with approximately 93% of the decline coming from the online and retail sales activities.

The COVID19 pandemic has had a very negative impact on the Retail Division (Austoyou and Koala Mall) as a large portion of the retail sales at our Koala Mall stores relies on international visitors. Given the closure of Australia's borders to international travelers for most of FY21, sales have significantly declined. This combined with lower demand from China for products available through the Group's Austoyou online platform, has driven an overall decline in revenue for the Retail Division of 44% from FY 2020 revenue of $25.4m to FY 2021 revenue of $14.2m.

The management has determined that the recoverable amounts of the Retail division are most sensitive to changes in the assumptions of revenue and gross margin. Values assigned to key assumptions for revenue reflect a gradual but steady recovery in the second half of FY2022 to the FY2023, delivering a revenue amount equivalent to a 72% of the FY2020's revenue in FY2023, and a 9% growth rate for two years from FY2025 to FY2026. By the end of FY2026, the Austoyou CGU will deliver more than 95% of the equivalent amount to FY2020's revenue. Values assigned to key assumptions for gross margin reflect past experience except for efficiency improvements. In the value in use calculation, an increase in gross margin by 0.5% for each year for the five-year forecast period, i.e., increased from 6.5% to 7%, the total NPV of the five-year period would increase by $330k; and a decrease in gross margin by 0.5% for each year for the five-year forecast period, the total NPV of the five-year period would decrease by $330k. The management believes the gross margin between 6-7% once the Retail division recovery back to pre-covid conditions are reasonably achievable.

The management has assessed the carrying value of our investment in Austoyou and Koala Mall and the uncertainty of the short-term performance of this business associated with the continuing impact of the COVID pandemic and has decided to impair the investment carrying value by its full amount of $6,337,772.

The value-in-use of the retail division was calculated to be $2.3m which required an impairment of $6m to be allocated. Goodwill is always the first intangible in a CGU to be impaired which had a value just higher than the impairment determined ($6.3m). As the value-in-use model can change with any slight change in estimate, it was considered it appropriate to impair the full goodwill balance and no other intangibles in the retail division required impairment.

There has been no noticeable effect on the Living Healthy Brand from COVID-19, therefore no alterations were made to related forecasts.

A post-tax discount rate of 13% was used, which is considered to reflect the specific risks relating to the relevant segments in which they operate.

Note 15 – LEASES (GROUP AS A LESSEE)

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate. The Group has used 5% as the incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated statement of financial position. The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group did not make any such adjustments during the periods presented.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the consolidated statement of financial position.

The Group has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

Note 15 – LEASES (GROUP AS A LESSEE) (CONTINUED)

The Group leases a number of properties being the main site at Smithfield for the manufacturing, the under-production Powder Production and Packaging Facility and the expansion project, as well as commercial shops. It is customary for lease contracts to provide for payments to increase each year by inflation or/and in others to be reset periodically to market rental rates. All contracts for the Group are incur periodic market rental uplifts.

It is customary for lease contracts to include extension options. The Group has chosen to use the extension option within their transition calculation. There are no immediate plans to leave the properties being leased and it is reasonable to presume the Group will continue to extend per the option. One of the commercial shops leased by the Group is short-term. The lease costs have been expenses as incurred and not capitalised as right-of-use assets.

Right-of-use assets

	Buildings	Total
	$	$
Costs		
At 1 July 2020		
AASB 16 Leases	4,148,607	4,148,607
Additions	130,019	130,019
Modifications and re-assessments	(751,896)	(751,896)
At 30 June 2021	**3,526,730**	**3,526,730**
Accumulated depreciation		
At 1 July 2020		
AASB 16 Leases	(881,085)	(881,085)
Charge for the year	252,477	252,477
At 30 June 2021	**(628,608)**	**(628,608)**

	Buildings	Total
	$	$
Carrying amount		
At 30 June 2020	**3,267,522**	**3,267,522**
At 30 June 2021	**2,898,122**	**2,898,122**

		Consolidated
	2021	2020
	$	$
Amounts recognised in profit and loss		
Depreciation expense on right-of-use assets	229,672	254,625
Interest expense on lease liabilities	169,108	183,792
Expense relating to leases of low value assets	42,521	7,449
Income from sub-leasing right-of-use assets	-	25,449
Gain on modification and re-assessment of ROU assets	(70,480)	-

NOTE 16 – TRADE AND OTHER PAYABLES - CURRENT

	Consolidated	
	2021	2020
Current	$	$
Unsecured liabilities:		
Trade payables	2,117,845	2,033,350
Sundry payables and accrued expenses	1,020,689	785,417
	3,138,534	2,818,767

Accounting policy

Trade and other payables represent the liabilities for goods and services received by the entity that remain unpaid at the end of the reporting period. The balance is recognised as a current liability, with the amounts normally paid within 30-60 days of recognition of the liability. Trade and other payables are initially measured at fair value and subsequently measured at amortised cost using the effective interest method.

Note 17 – LEASE LIABILITIES

	Consolidated	
	2021	2020
	$	$
Maturity analysis		
Year 1	142,997	180,892
Year 2	150,298	133,789
Year 3	158,723	141,643
Year 4	160,123	149,928
Year 5	141,690	158,686
Onwards	2,394,241	2,778,173
	3,148,072	3,543,111
Less: unearned interest	-	-
	3,148,072	**3,543,111**
Analysed as:		
Current	142,997	180,892
Non-current	3,005,075	3,362,219
	3,148,072	**3,543,111**

NOTE 18 – DEFERRED CONSIDERATION

	Consolidated	
	2021	**2020**
	$	**$**
Current		
Deferred consideration	-	1,037,710
	-	**1,037,710**
Non-current		
Deferred consideration	**-**	-
	-	**-**

The deferred consideration is a level 3 recurring fair value measurement. It is based on future period's NPAT as estimated by the management. There were no changes to the valuation techniques of this level 3 fair value measurements in the year.

Deferred consideration – change in estimates

	Consolidated	
	2021	**2020**
	$	**$**
Opening deferred consideration – Year 1	180,284	1,345,741
Reduction in deferred consideration Year 1	-	(895,031)
Paid	(180,284)	(270,426)
Outstanding as at 30 June 2021	**-**	**180,284**
Opening deferred consideration – Year 2	857,426	1,096,901
Finance cost	-	249,741
Re-estimation in deferred consideration Year 2	(769,576)	(489,216)
Paid	(87,850)	-
Outstanding as at 30 June 2021	**-**	**857,426**

NOTE 19 – BORROWINGS

The book value of loans and borrowings are as follows:

		Consolidated
	2021	**2020**
	$	$
Current		
Bank Loans	-	463,006
Finance loan ERP system	13,337	14,532
Finance loan Motor Vehicle	18,229	7,020
	31,566	**484,558**
Non-current		
Bank Loan	-	1,493,275
Finance loan ERP system	45,617	58,954
Finance loan Motor Vehicle	70,273	34,064
	115,890	**1,586,293**

Due to the excess available cash at 30 June 2020, the Group has paid $2,003,162 to CBA bank on 2 July 2020 to fully settled the bank loan through the early payout arrangement with CBA bank.

NOTE 20 – FINANCIAL INSTRUMENTS

The Group's financial instruments consist mainly of deposits with banks, account receivable and payable, deferred consideration and leases.

The totals for each category of financial instruments, measured in accordance with AASB 9 as detailed in the accounting policies to these financial statements, are as follows:

		Consolidated	
		2021	2020
	Note	$	$
Financial assets			
Amortised cost			
Cash and cash equivalents	10	17,322,493	26,600,929
Trade and receivables	11	4,403,962	2,525,281
Total financial assets at amortised cost		**21,726,455**	**29,126,210**
Financial Liabilities			
Other financial liabilities at amortised cost			
Trade and other payables	16	3,138,534	2,818,767
Deferred consideration	18	-	1,037,710
Borrowings	19	147,456	2,070,851
Lease liabilities	17	3,148,072	3,543,111
Total other financial liabilities at amortised cost		**6,434,062**	**9,470,439**

NOTE 21 – ISSUED CAPITAL

	Consolidated	
	2021	2020
	$	$
134,792,469 fully paid ordinary shares (2020: 135,616,601)	67,322,393	67,742,699

	Value of shares	Number of shares
	$	
Movement in fully paid ordinary shares		
Opening balance at 1 July 2020	67,742,699	135,616,601
Shares cancelled	(420,306)	(824,132)
Closing balance at 30 June 2021	**67,322,393**	**134,792,469**

Ordinary shares

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 entitles to one vote, and upon a poll each share is entitled to one vote.

Ordinary shares have no par value.

NOTE 22 – SHARE OPTION RESERVE

Star Combo Pharma Ltd has not issued share options to both employees and consultants (non-employees) during the 2021 financial year.

		Consolidated
	Share options Number	Share based payment reserve $
Opening reserve 1 July 2019	**3,300,000**	**1,436,855**
Expense in the year	-	-
Granted to employees	-	-
Exercised	-	-
Forfeited	-	-
Expired	(1,190,000)	(416,443)
Closing reserve 30 June 2020	**2,110,000**	**1,020,412**
Opening reserve 1 July 2020	**2,110,000**	**1,020,412**
Expense in the year	-	-
Granted to employees	-	-
Exercised	-	-
Forfeited	-	-
Expired	(1,000,000)	(129,091)
Closing reserve 30 June 2021	**1,110,000**	891,321

The expected dividend yield for all options granted in FY2021 was $nil. The expected life of the share options is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the volatility of comparable listed entities, which may not be the actual outcome.

Accounting policy

Equity-settled share-based compensation benefits may be provided to contractors or employees in exchange for the rendering of services. The cost of equity-settled transactions is measured at fair value on grant date. Grant date is the date that both contracting parties have a clear understanding of the terms and conditions attached to the share-based payment arrangement. Fair value is independently determined using the binomial option valuation method. The cost of the payment is charged to the profit and loss over its vesting period, being the period in which the service is rendered. Where non-market-based vesting, conditions are not satisfied and the underlying equity instrument lapses, is cancelled or forfeited, the amount previously charged to the profit and loss is credited back.

NOTE 23 – INTERESTS IN SUBSIDIARIES

Name of subsidiary	Place of incorporation and operation	Proportion of ownership interest and voting power held by the group	
		2021	2020
CoStar Pharma Laboratory Pty Ltd	Australia	100%	100%
Star Combo Australia Pty Ltd	Australia	100%	100%
Chongqing Lingkang Business Co., Ltd.	China	100%	100%
Austoyou Group Pty Ltd	Australia	100%	100%
Koala Mall Pty Ltd	Australia	100%	100%

The registered office of Star Combo Pharma Limited is 171-177 Woodpark Road, Smithfield NSW Australia.

NOTE 24 – RELATED PARTY TRANSACTIONS

Key management personnel
Any person having authority or responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group are considered as key management personnel.

Disclosures relating to key management personnel are set out in the Directors' report pages 12-15.

	Consolidated	
	2021 $	2020 $
Remuneration of Directors and Key management Personnel		
Short-term employee benefits	643,063	689,577
Long-term employee benefits	3,943	1,623
Post-employment benefits	59,152	58,844
	706,158	**750,044**

Controlled entities
Detailed of the percentage of ordinary shares held in controlled entities is disclosed in Note 22. All inter-company loans and balances are eliminated on consolidation. These loans are all interest free, with no set repayment terms.

Transactions with other related parties
Rental of Star Combo premises
During the financial year, $291,500 (2020: $399,072) was paid to Antoine International Pty Ltd in respect of the rental of Star Combo premises. Antoine International Pty Ltd is a related party by virtue of Jinxing (Star) Zhang being a common director with significant influence over both Antoine International Pty Ltd and Star Combo Pharma Ltd. The total lease liability has been recognised in the financial statements as at 30 June 2021 being $3,023,262 (2020: $3,131,678). The total lease liability is made up of $113,837 current liability (2020: $108,416) and $2,909,425 non-current liability (2020: $3,023,262).

Consultancy services
During the financial year, $51,700 (2020: $45,500) was paid to Richlink Capital Pty Ltd in respect of consultancy services provided.

Related party receivables/payables
As at 30 June 2021, Mr Zhang owed Star Combo Australia Pty Ltd $505 (2020: $8,693), which was repaid in full by Mr Zhang on 4 August 2021.

NOTE 25 – NOTES TO THE STATEMENT OF CASH FLOWS

Reconciliation of loss for the year to net cash flows from operating activities

	Consolidated	
	2021	**2020**
	$	**$**
Loss for the year	(7,875,822)	(348,688)
Non-cash and non-operating cash items:		
Depreciation and amortisation	833,822	864,778
Impairment on goodwill	6,337,771	-
Impairment on trade and other receivables (AASB 9)	274,948	288,921
Other income due to reduction in deferred consideration	(769,576)	(1,148,100)
Finance costs on lease liabilities	-	185,817
Gain on termination of ROU assets	(70,480)	-
Unrealised foreign exchange gain	(9,724)	(1,477)
Changes in assets and liabilities:		
(Increase) / Decrease in trade and other receivables	(289,959)	251,780
Decrease / (Increase) in inventories	876,952	(441,507)
Decrease / (Increase) in deferred tax assets	407,677	(500,788)
Decrease in other assets	84,757	109,005
Increase in provisions	104,158	67,330
Increase in income tax payables	126,200	(119,860)
Increase / (Decrease) in trade and other payables	300,806	(225,375)
	331,530	**(1,018,164)**

NOTE 26 – PARENT COMPANY INFORMATION

The following information has been extracted from the books and records of the financial information of the parent entity, being Star Combo Pharma Ltd, set out below and has been prepared in accordance with Australian Accounting Standards.

	2021	2020
	$	$
Financial Position		
Assets		
Current assets	14,327,046	24,706,819
Non-current assets	44,472,295	41,913,212
Total assets	**58,799,341**	**66,620,031**
Liabilities		
Current liabilities	197,079	1,637,899
Non-current liabilities	941,193	732,886
Total liabilities	**1,138,272**	**2,370,785**
Net assets	**57,661,069**	**64,249,246**
Equity		
Issues capital	67,322,394	67,742,700
Share based payment reserve	1,020,412	1,020,412
Retained earnings	(10,681,737)	(4,513,866)
Total equity	**57,661,069**	**64,249,246**
Financial Performance		
Loss for the year	(7,588,561)	(1,038,231)
Total comprehensive income	**(7,588,561)**	**(1,038,231)**

a) Explanation of loss for the financial year

During the financial year ended 30 June 2021, the Group has impaired by $6.3m the carrying value of its investment in Austoyou and Koala Mall. Cost of $2,200 (2020: $526,000) were incurred in respect of professional fees for acquisition transactions which are expensed and $188,000 (2020: $225,000) accounting and audit fees.

b) Guarantees entered into by the parent entity

No guarantees have been entered into by the parent entity during 2021 or 2020.

c) Commitments and contingent liabilities of the parent entity

The parent entity did not have any commitments or contingent liabilities as at 30 June 2021 or 30 June 2020.

NOTE 27 – AUDITOR'S REMUNERATION

	Consolidated	
	2021	2020
	$	$
Auditors of the Group – BDO* and related network firms		
Audit and review of financial statements of the Group	147,000	161,500
Non-audit services		
Taxation compliance services	25,981	42,000
Independent expert report	-	21,000
Total non-audit services	25,981	63,000
Total services provided by BDO	**172,981**	**224,500**

* The BDO entity performing the audit of the Group transitioned from BDO East Coast Partnership to BDO Audit Pty Ltd on 1 August 2020. The disclosures include amounts received or due and receivable by BDO East Coast Partnership, BDO Audit Pty Ltd and their respective related entities.

NOTE 28 – COMMITMENTS AND CONTINGENCIES

Commitments

	Consolidated	
	2021	2020
	$	$
Capital commitments:		
Committed at the reporting date but not recognised as liabilities, payable:		
Property, plant, and equipment	2,549,279	-

Contingencies

There are no contingent liabilities or assets that require disclosure in the financial statements at 30 June 2021 (2020: None).

NOTE 29 – EVENTS AFTER THE BALANCE SHEET DATE

Since the end of the financial year the company has continued to operate through periods of lockdown that have been the result of Government Policy and safe work practices in response to the Covid 19 pandemic.

On 31 July a staff member tested positive to the COVID 19 virus. He immediately went into isolation, and it appears at the date of this report that no further transmissions have resulted from this source. The company immediately closed the manufacturing facility, arranged a "deep clean" and implemented all NSW Health recommended procedures. The facilities were re-opened for production within one week.

These lockdowns have had an impact on the company's production capacity as staff have not always been able to attend the manufacturing facility to perform their work duties. In addition, there have been difficulties obtaining some raw materials for specific production runs.

Although at the date of this report production is at full capacity, there remains uncertainty as to whether and when the company can return to consistent full production.

DIRECTORS' DECLARATION

In the directors' opinion:

- the attached financial statements and notes thereto comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes thereto comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in Note 1 to the financial statements;

- the attached financial statements and notes thereto give a true and fair view of the consolidated entity's financial position as at 30 June 2021 and of its performance for the financial year ended on that date;

- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable; and

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

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

On behalf of the directors

Richard Allely
Chairman
24 August 2021
Sydney

INDEPENDENT AUDITOR'S REPORT

To the members of Star Combo Pharma Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Star Combo Pharma Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2021, 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 30 June 2021 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.

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.

Impairment of Goodwill and Other Intangible Assets

Key audit matter	*How the matter was addressed in our audit*
There is a potential risk that the carrying value of intangible assets is not adequately supported by the future expected cash flows of each Cash Generating Unit (CGU). Furthermore, there is a risk that the expected future cash-flows do not include reliable inputs reflecting the economic environment. The risk in relation to goodwill and intangibles of the ATY CGU is considered significant due to the decrease in trade resulting from the impact of COVID-19. Refer to Note 14 in financial statements which discloses the individual intangible assets and the assumptions used by the Group in testing these assets for impairment.	To challenge the CGU's discounted cash flow ('DCF'), our procedures included, but were not limited to: • Checking the mathematical accuracy and the mechanics of the cash flow forecasts and impairment model. • Challenging key assumptions, including forecast growth rates by comparing them to historical results, business trends, economic and industry forecasts, ensuring these factor in appropriate assumptions in a COVID-19 affected environment. • Using valuation and modelling specialists to compare these assumptions against external benchmarks (such as for the terminal value multiple and discount rates) and considering the assumptions based on our knowledge of the Group and its industry. • Performing sensitivity analysis to stress test the key assumptions used in the 'Value in Use' model, including revenue growth, terminal growth rates and discount rates used. • Considering the sensitivity of the key assumptions in the models by analysing the impact on the recoverable amount from changes in key assumptions.

Other information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 30 June 2021, but does not include the financial report and the auditor's report thereon.

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

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

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:

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.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 the directors' report for the year ended 30 June 2021.

In our opinion, the Remuneration Report of Star Combo Pharma Limited, for the year ended 30 June 2021, 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
Ryan Pollett

Ryan Pollett
Director

Sydney, 24 August 2021

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Smithfield, NSW, 2164
Ph: +612 9756 6555
sales@starcombo.com.au

ASX Additional Information for Listed Public Companies

Additional information required by the ASX Limited Listing Rules and not disclosed elsewhere in this report is set out below. This information is effective as at 18 October 2021.

Corporate Governance Statement

The corporate governance statement is located on the Company's website at the following URL http://investors.starcombo.com.au/Investors/corporate_governance/

Statement of Issued Shares

The total number of shareholders is 630. There are 134,792,469 ordinary fully paid shares listed on the Australian Securities Exchange. The twenty largest shareholders hold 94.03% of issued capital.

Twenty Largest Holders of Equity Securities

Rank	Name	18 Oct 2021	%IC
1	GOLDENSTAR PHARMACEUTICAL INVESTMENT LIMITED	49,000,000	36.35
2	JINXING(STAR) ZHANG	38,165,510	28.31
3	MISS SU ZHANG	11,448,980	8.49
4	LEPU MEDICAL (EUROPE) COOPERATIEF U.A.	11,000,000	8.16
5	CERTANE CT PTY LTD	5,096,357	3.78
6	LIANG ZUO	2,327,339	1.73
7	DW & RL PTY LTD	2,163,335	1.60
8	MR JIXIANG SHI	1,459,500	1.08
9	DW & RL PTY LTD	1,396,675	1.04
10	ICOMOON PTY LTD	1,182,090	0.88
11	EUREKA TECHNOLOGY INNOVATION & INVESTMENT PTY LTD	623,000	0.46
12	MR STEVE HOU	472,238	0.35
13	MS LISHA HUANG	455,000	0.34
14	MR HUILIN LU	381,681	0.28
15	MR XING KANG JIN	349,000	0.26
16	VERITAS FINANCIAL SERVICES PTY LTD	338,634	0.25
17	MR LINGPEI SHI	250,000	0.19
18	MISS JIAYI SHI	220,000	0.16
19	MRS FENGQIN ZHU	207,779	0.15
20	OZCN GROUP PTY LTD	206,000	0.15
	Total	**126,743,118**	**94.03**
	Balance of register	**8,049,351**	**5.97**
	Grand total	**134,792,469**	**100.00**

Substantial shareholders

Rank	Name	18 Oct 2021	%IC
1	GOLDENSTAR PHARMACEUTICAL INVESTMENT LIMITED	49,000,000	36.35
2	JINXING(STAR) ZHANG	38,165,510	28.31
3	MISS SU ZHANG	11,448,980	8.49
4	LEPU MEDICAL (EUROPE) COOPERATIEF U.A.	11,000,000	8.16

Shareholders of Quoted Equities subject to Escrow

Rank	Name	18 Oct 2021	%IC
1	JINXING(STAR) ZHANG	38,165,510	28.14
2	DW & RL PTY LTD	125,741	.09
10	LIANG ZUO	83,827	.01

Voting rights

Ordinary Shares - On a show of hands, every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.
Share Options – No voting rights

On-Market Buyback

There is no current on-market buyback.

Distribution of equity security holders

Holding	Shares	Share Options
1 - 1,000	115	
1,001 - 5,000	250	
5,001 - 10,000	111	
10,001 - 100,000	117	
100,000 and over	37	14
Total	**630**	**14**

Unmarketable Parcels

The number of shareholders holding less than a marketable parcel of 1,429 ordinary shares is 149 ($0.35 on 18 October.) In total they hold 100,838 shares.

Securities exchange

The Company is listed on the Australian Securities Exchange.

Corporate Information

Offices

Australia & registered office:
171-177 Woodpark Rd,
Smithfield, NSW, 2164

China
1402, Building A,
SOHO Building,
Xiyong Avenue,
Shapingba District,
Chongqing

Directors & Officers

Mr Richard Allely	– Chairman
Mr Star Zhang	- Managing Director
Ms Su Zhang	- CEO
Dr Ziye Sui	- Non Executive Director
Mr Jialong Ding	- Non Executive Director
Ms Wei Han	- Non Executive Director
Mr Patrick Raper	- Company Secretary
Mr Daniel Zheng	- CFO

Auditors

BDO Audit Pty Limited
Level 11, 1 Margaret Street, Sydney NSW 2000, Australia

Share Register

Link Market Services Pty Limited
Level 12, 225 George Street, Sydney NSW 2000
Phone: +61 1300 555 475
Website www.starcombo.cme.au