

# Appendix 4D

## 1. Company Details

Name of Entity

**ON Q Group Limited**

ABN

009 104 330

Half year ended ("current period")

31 December 2013

Half year ended ("previous period")

31 December 2012

## 2. Results for announcement to the market

	2013 \$	2012 \$
2.1 Revenues from continuing operations	N/A	N/A
2.2 Profit / (loss) from continuing operations after tax attributable to members	N/A	N/A
2.3 Net profit / (loss) for the period attributable to members	N/A	N/A
2.4 Dividends	Amount per security	Franked amount per security
Interim dividend declared	N/A	N/A
2.5 Record date for determining entitlements to the dividend	N/A	
2.6 Brief explanation of any of the figures in 2.1 to 2.4 above necessary to enable figures to be understood		

## 3. Net tangible assets per security

Net tangible asset backing per ordinary security

31 December 2013

N/A

31 December 2012

N/A

## 4. Details of entities over which control has been gained or lost

4.1. Control gained over entities

N/A

4.2. Control lost over entities

N/A

## 5. Dividends

### Individual dividends per security

	Date dividend is payable	Amount per security	Franked amount per security at 30% tax	Amount per security of foreign source dividend
<b>Interim dividend:</b> Current year	N/A	N/A	N/A	N/A
Previous year	N/A	N/A	N/A	N/A

## 6. Dividend reinvestment plans

The dividend or distribution plans shown below are in operation.

N/A	
The last date(s) for receipt of election notices for the dividend or distribution plans.	N/A

## 7. Details of associates and joint entities

N/A
-----

## 8. Foreign entities

For foreign entities, details of origin of accounting standards used in compiling the report.
N/A

## 9. If the accounts are subject to audit dispute or qualification, details are described below.

The Auditors are unable to and do not express a conclusion as to whether the half-year financial report of On Q Group Ltd is in accordance with the Corporations Act 2001 due to the reasons described in the Basis of Disclaimer of Auditor's Conclusion in the Auditor's Review Report.
---

Sign here:



Director

Date:

30 April 2015

Print Name:

Khoo Ghee Choo (Jamie)

# **ON Q GROUP LIMITED**

ACN 009 104 330

## **2013 INTERIM REPORT**

For half year ended 31 December 2013

## **ON Q GROUP LIMITED AND ITS CONTROLLED ENTITIES**

### **DIRECTORS' REPORT**

Your directors submit the financial report of the consolidated group for the half-year ended 31 December 2013.

#### **Directors**

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

Khoo Ghee Choo (Jamie), Non-executive director, appointed 3 September 2014

Ko Chun Way (Wayne), Non-executive director, appointed 3 September 2014

Chow Yee Koh, Non-executive director, appointed 3 September 2014

Ian Christiansen, Non-executive director, 21 March 2003 – 3 September 2014 (removed)

Julian Little, Executive director, 28 February 2001 – 3 September 2014 (removed)

The directors have been in office since the start of the financial period to the date of this report unless otherwise stated.

#### **Review of Operations**

The company was placed into voluntary administration on 28 July 2008 and subsequently placed into liquidation on 23 December 2008. A Deed of Company Arrangement (DOCA) was entered into on 12 March 2014. The Company was released from the DOCA on 27 November 2014.

The Company's shares were suspended from trading on the ASX since 5 May 2008.

Information on accounting records for the half year ended 31 December 2013 and 2012 is not available ("N/A", See note 1).

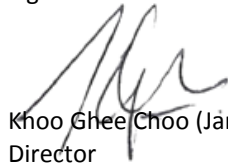
#### **Significant Events after Reporting Date**

Refer to Note 2 of the financial report for details of significant events after the reporting date.

#### **Auditor's declaration**

The lead auditor's independence declaration under section 307C of the *Corporations Act 2001* is set out on page 2 of the financial report for the half-year ended 31 December 2013.

Signed in accordance with a resolution of the directors:



Khoo Ghee Choo (Jamie)

Director

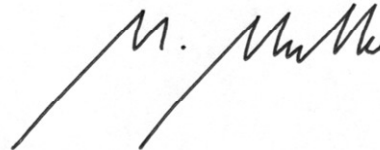
30 April 2015

**AUDITOR'S INDEPENDENCE DECLARATION**

As lead auditor for the review of the financial report of On Q Group Limited for the half-year ended 31 December 2013 I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- (a) the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- (b) any applicable code of professional conduct in relation to the review.

This declaration is in respect of On Q Group Limited and the entities it controlled during the period.



**M D Muller**  
Director

**Sydney, NSW**  
**30 April 2015**

**HLB Mann Judd Assurance (NSW) Pty Ltd ABN 96 153 077 215**

Level 19 207 Kent Street Sydney NSW 2000 Australia | Telephone +61 (0)2 9020 4000 | Fax +61 (0)2 9020 4190

Email: [mailbox@hlbnsw.com.au](mailto:mailbox@hlbnsw.com.au) | Website: [www.hlb.com.au](http://www.hlb.com.au)

Liability limited by a scheme approved under Professional Standards Legislation.

HLB Mann Judd is a member of  International. A world-wide organisation of accounting firms and business advisers.

ON Q GROUP LIMITED AND ITS CONTROLLED ENTITIES

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME  
FOR THE HALF-YEAR ENDED 31 DECEMBER 2013

	Half year 31 Dec 2013 A\$	Half year 31 Dec 2012 A\$
Revenue	N/A	N/A
Expenses	N/A	N/A
<b>Profit /(loss) before income tax expense</b>	<b>N/A</b>	<b>N/A</b>
Income tax expense	N/A	N/A
<b>Profit/(loss) for the half-year</b>	<b>N/A</b>	<b>N/A</b>
Other comprehensive income, net of tax	N/A	N/A
<b>Total comprehensive income for the year attributable to members of the parent</b>	<b>N/A</b>	<b>N/A</b>
<b>Earnings Per Share</b>		
Basic earnings per share (cents per share)	N/A	N/A
Diluted earnings per share (cents per share)	N/A	N/A

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

**ON Q GROUP LIMITED AND ITS CONTROLLED ENTITIES**

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
AS AT 31 DECEMBER 2013**

	<b>As at 31 Dec 2013 A\$</b>	<b>As at 30 Jun 2013 A\$</b>
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>	N/A	N/A
<b>NON-CURRENT ASSETS</b>	N/A	N/A
<b>TOTAL CURRENT ASSETS</b>	N/A	N/A
<b>TOTAL ASSETS</b>	N/A	N/A
<b>LIABILITIES</b>		
<b>CURRENT LIABILITIES</b>	N/A	N/A
<b>NON-CURRENT LIABILITIES</b>	N/A	N/A
<b>TOTAL LIABILITIES</b>	N/A	N/A
<b>NET ASSETS</b>	N/A	N/A
<b>EQUITY</b>		
Issued capital	24,147,000	24,147,000
Retained profit/(Accumulated loss)	N/A	N/A
<b>TOTAL EQUITY</b>	N/A	N/A

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

**ON Q GROUP LIMITED AND ITS CONTROLLED ENTITIES**

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE HALF-YEAR ENDED 31 DECEMBER 2013**

	<b>Issued Capital</b>	<b>Retained Earnings</b>	<b>Total</b>
	<b>A\$</b>	<b>A\$</b>	<b>A\$</b>
Balance at 1 July 2012	24,147,000	N/A	N/A
Total comprehensive income	-	N/A	N/A
Balance at 31 December 2012	<u>24,147,000</u>	<u>N/A</u>	<u>N/A</u>
Balance at 1 July 2013	24,147,000	N/A	N/A
Total comprehensive income	-	N/A	N/A
Balance at 31 December 2013	<u>24,147,000</u>	<u>N/A</u>	<u>N/A</u>

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



**ON Q GROUP LIMITED AND ITS CONTROLLED ENTITIES**

**CONSOLIDATED STATEMENT OF CASH FLOW  
FOR THE HALF-YEAR ENDED 31 DECEMBER 2013**

	<b>Half year 31 Dec 2013 A\$</b>	<b>Half year 31 Dec 2012 A\$</b>
<b>CASH FLOWS RELATING TO OPERATING ACTIVITIES</b>	N/A	N/A
<b>CASH FLOWS RELATING TO INVESTING ACTIVITIES</b>	N/A	N/A
<b>CASH FLOWS RELATING TO FINANCING ACTIVITIES</b>	N/A	N/A
<b>Net (decrease)/increase in cash and cash equivalents</b>	N/A	N/A
<b>Cash and cash equivalents at beginning of half year</b>	N/A	N/A
<b>Cash and cash equivalents at end of half year</b>	N/A	N/A

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

## **ON Q GROUP LIMITED AND ITS CONTROLLED ENTITIES**

### **NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2013**

#### **NOTE 1: BASIS OF PREPARATION**

On Q Group Limited (the “Company”) is a company domiciled in Australia. The consolidated interim financial report of the Company as at and for the half-year ended 31 December 2013 comprises the Company and its subsidiaries (together referred to as “the consolidated group”) and the consolidated group’s interests in associated and jointly controlled entities.

The consolidated interim financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards including AASB 134 Interim Financial Reports and the Corporations Act 2001.

The half-year report does not include full disclosures of the type normally included in an annual financial report.

It is recommended that this financial report be read in conjunction with the annual financial report for the year ended 30 June 2013 and with any public announcements issued during the half-year in accordance with the continuous disclosure obligations arising under the Corporations Act 2001 and Australian Securities Exchange.

#### **MAINTENANCE OF ACCOUNTING RECORDS**

The company was placed into voluntary administration on 28 July 2008 and subsequently placed into liquidation on 23 December 2008. A Deed of Company Arrangement (DOCA) was entered into on 12 March 2014. The Company was released from DOCA on 27 November 2014.

The current directors were all appointed in 3 September 2014 and have since arranged the statutory financial statements to be prepared and brought up to date for the purposes of satisfying the company’s’ reporting requirements. The current directors have prepared the financial report based on available information provided to them following their appointment. The current Directors have not been able to locate the records pertaining to the period prior to their appointment. Given voluntarily administration of the Company there is only limited information available to support the transactions and account balances of the current period to prepare accounts. The available information included, but is not limited to, the following:

- The June 2007 financial report
- The December 2007 half year interim financial report
- ASX announcements during the financial period and up to the date of this report

Given the circumstances and the Company's current position, the statutory accounts have been prepared on limited available information. Where insufficient information is available for disclosure , this is noted in the financial statements and notes as “N/A” (not available).

#### **NOTE 2: SUBSEQUENT EVENTS**

23 January 2014 – Danny Tony Vrkic appointed administrator of the Company by the Liquidators for the purposes of recapitalisation of the Company.

27 February 2014 – Deed of Company Arrangement approved by creditors.

12 March 2014 – Deed of Company Arrangement executed.

4 August 2014 – Notice of Extraordinary General Meeting of shareholders on recapitalisation proposal.

## **ON Q GROUP LIMITED AND ITS CONTROLLED ENTITIES**

### **NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2013**

#### **NOTE 2: SUBSEQUENT EVENTS (continued)**

3 September 2014 – All resolutions of the Extraordinary General Meeting of shareholders on recapitalisation proposal were passed by the requisite majority. Old board of directors and company secretary removed and replaced with a new board of directors and company secretary.

17 October 2014 – Supreme Court Judgement on the termination of winding up procedure of the Company, subject to the Deed of Company Arrangement.

17 October 2014 – Company raised \$405,000 from allotment of 142,158,000 shares

27 November 2014 – Deed of Company Arrangement effectuated.

2 December 2014 – Company raised \$500,000 from allotment of 175,503,704 shares.

22 December 2014 – Company entered into a conditional Sale and Purchase agreement to acquire a Singapore biotechnology company which focuses on using stem cell technology to grow and extract plant essence.

26 February 2015 - Issued 5,000,000 shares through exercising of options by option holder.

17 March 2015 - Issued 95,000,000 shares through exercising of options by option holders.

31 March 2015 – Company issued 49,101,374 Convertible Notes to raise \$3,437,096.

24 April 2015 – As at 31 December 2014 the net assets of the Company totalled \$317,132 and cash at bank totalled \$501,211. Management have prepared forecasts which show that the Company will be able to continue as a going concern. Furthermore, on 31 March 2015 the Company issued 49,101,374 Convertible Notes to raise \$3,437,096. The directors believe that the Company will have sufficient cash to be able to continue as a going concern for at least 12 months from the date of the financial report. Therefore the financial report has been prepared on this basis.

Other than above, there has not arisen in the interval between the end of the half year and the date of this report any other item, transaction or event of a material or unusual nature likely, in the opinion of the directors to affect the operations of the consolidated entity, the results of these operations or the state of affairs of the entity.

#### **NOTE 3: SEGMENT INFORMATION**

The directors have considered the requirements of AASB 8 Operating Segments and the internal reports that are received by the Board in allocating resources and have concluded at this time that there are no separately identifiable segments. This decision has been made specifically in light of the reduced size and scope of the Group's operations given the restructure of the Group including its abandoned and discontinued operations as disclosed throughout the report.

#### **NOTE 4: RELATED PARTIES**

Other than otherwise disclosed in the financial report, no other information is available in relation to any related party transaction during the current period.

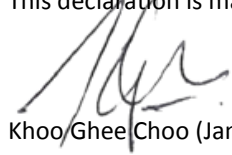
**ON Q GROUP LIMITED AND ITS CONTROLLED ENTITIES**

**DIRECTORS' DECLARATION  
FOR THE HALF-YEAR ENDED 31 DECEMBER 2013**

In the directors' opinion:

1. The financial statements and notes set out on pages 3 to 8 are in accordance with the Corporations Act 2001, including:
  - i. complying with Accounting Standard 134: Interim Financial Reporting, and
  - ii. giving a true and fair view of the consolidated entity's financial position as at 31 December 2013 and of its performance for the half-year ended on that date.
2. There are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

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



Khoo Ghee Choo (Jamie)  
Director

Sydney  
30 April 2015

**ON Q GROUP LIMITED**  
**FOR THE HALF-YEAR ENDED 31 DECEMBER 2013**  
**INDEPENDENT AUDITOR'S REVIEW REPORT**

To the members of On Q Group Limited

**Report on the half-year financial report**

We have reviewed the accompanying half-year financial report of On Q Group Limited ("the company") which comprises the consolidated statement of financial position as at 31 December 2013, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity, the consolidated statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies other selected explanatory notes and the directors' declaration of the consolidated entity, comprising the company and the entities it controlled at the half-year end or from time to time during the half-year.

**Directors' Responsibility for the Half-Year Financial Report**

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

**Auditor's responsibility**

Our responsibility is to express a conclusion on the half-year financial report based on our review. Because of the matters discussed in the Basis of Disclaimer of Auditor's Conclusion paragraph, we were not able to complete a review in accordance with the Auditing Standard on Review Engagements ASRE: 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity.

**Independence**

In conducting our review, we have complied with independence requirements of the *Corporations Act 2001*.

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

**Basis for Disclaimer**

*Incomplete Accounting and Statutory Records*

As disclosed in the directors' report, on 5 May 2008 the company's securities were suspended from official quotation by the Australian Securities Exchange. On 28 July 2008, the company under section 436A of the *Corporations Act 2001*, was placed under administration and appointed Messrs Paul Andrew Burness and Matthew James Jess Joint and Several Administrators of the Company. On 12 March 2014, the company executed a deed of arrangement with its creditors and was released from deed of creditors' arrangement on 27 November 2014. The accounting and statutory records prior to the appointment of new directors in September 2014 were not adequate to permit the application of necessary review procedures. As such, we are unable to obtain all the information and explanations we require in order to form a conclusion on the half-year financial report.

**ON Q GROUP LIMITED**  
**FOR THE HALF-YEAR ENDED 31 DECEMBER 2013**  
**INDEPENDENT AUDITOR'S REVIEW REPORT**  
**(CONTINUED)**

**Disclaimer of Conclusion**

Because of the significance of the matters described in the Basis of Disclaimer paragraph above, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for a review conclusion opinion. Accordingly, we do not express opinion conclusion on the financial report.

**Report on Other Legal and Regulatory Requirements**

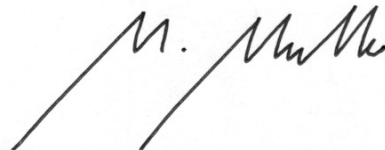
Due to the matters described in the Basis of Disclaimer paragraph, we have not been given all information, explanation and assistance necessary for the conduct of the review; and we are unable to determine whether the company has kept:

- (i) Financial records sufficient to enable the financial report to be prepared and reviewed, and
- (ii) Other records and registers as required by the *Corporations Act 2001*.



**HLB Mann Judd Assurance (NSW) Pty Ltd**  
**Chartered Accountants**

**Sydney, NSW**  
**30 April 2015**



**M D Muller**  
**Director**