



2016 ANNUAL REPORT

FOR YEAR ENDING
31 DECEMBER 2016.

ACN 008 675 803

kresta™

Kresta Holdings Limited

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Corporate information

ABN 26 008 675 803

Directors

Xianfeng Lu, Executive Chairman
Richard Taylor, Non-executive Director
Sean Shwe, Non-executive Director

Company Secretary

Neil Perkins

Registered Office and Principal Place of Business

380 Victoria Road
Malaga WA 6090
Australia
Phone: +61 8 9249 0777
Website: www.kresta.com.au

Share Register

Computershare Investor Services Pty Ltd
Level 2, Reserve Bank Building
45 St Georges Terrace
Perth WA 6000
Phone: +61 8 9323 2000

Kresta Holdings Limited shares are listed on the Australian Securities Exchange (ASX).
ASX Code: KRS

Bankers

Commonwealth Bank of Australia Limited

Auditors

Ernst & Young
The Ernst & Young Building
11 Mounts Bay Road
Perth WA 6000

Solicitors

K&L Gates
Level 32, 44 St Georges Terrace
Perth WA 6000

Directors' report

Your directors of Kresta Holdings Limited submit their report for the year ended 31 December 2016.

Directors

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

Names, qualifications, experience and special responsibilities

Xianfeng Lu, (Executive Chairman)

Mr Lu became Chairman of Kresta Holdings Limited in December 2014. He joined Kresta as a Director in February 2014 and has filled the role of Managing Director since March 2014. Mr Lu is Executive Chairman and a significant shareholder of Ningbo Xianfeng New Material Company Co., Ltd ("APLUS"), a Company he founded in 2003 manufacturing and selling sun-screening material and products internationally. Aplus, through its wholly owned subsidiary Suntarget (Hong Kong) Trading Co Limited, is the majority shareholder of Kresta with an 84% shareholding. He is a member of the remuneration committee of the Company.

Richard Taylor, B.Econ., ACA. (Non-executive Director)

Mr Taylor joined the board as a non-executive director in March 2011 and is also a member of the Audit and Risk Committee and the Remuneration Committee. He served as Chairman of the Company from February to December 2014. He is a chartered accountant and was formerly a tax partner for 20 years with Deloitte and its antecedent firms. In this role, he advised on mergers and acquisitions, helping companies IPO and structuring funding arrangements across a broad range of industries. He led their Deloitte Australia Private Equity Team and was a member of their National Tax Executive.

Sean Shwe, B.Com., MBA., FAIM. (Non-executive Director) – Appointed 30 November 2016

Mr Shwe joined the board of Kresta Holdings Limited in November 2016. Mr Shwe had previously been the Chief Operating Officer, General Manager & Operations and Strategy Manager. During his tenure, Mr Shwe successfully led the turnaround of Mardo operations within the Group. Prior to joining Kresta, Mr Shwe worked in a number of commercial, financial and project roles with companies that include Veolia / BHP Project and Spirac Group. In 2013, Mr Shwe was nominated a winner in the esteemed 30 Under 30 national competition in Australia. Mr Shwe is the Fellow of Australian Institute of Management.

Andrew Tacey, B.Econ. (Director) – Resigned 30 November 2016

Mr Tacey was appointed as a director of Kresta Holdings Limited in June 2014. He is a member of the family that established the Curtain Wonderland business and has held a management position for 24 years including the last 11 years as General Manager. Mr Tacey has extensive experience in the window coverings industry including procurement, sales, manufacturing and strategy.

Directors' report (continued)

Directors (continued)

Interests in the shares and options of the Company

As at the date of this report, the interests of the directors in the shares of Kresta Holdings Limited were:

	Number of Ordinary Shares
X. Lu	126,741,799
R. Taylor	-
S.Shwe	551,895

As at the date of this report, no directors have any in-substance options of Kresta Holdings Limited.

Company Secretary

Brendan Cocks, B. Com., CA

Mr Brendan Cocks resigned as Company Secretary on 31 May 2016 and is no longer employed by the company.

Neil Perkins, B. Com., CA

Mr Perkins was appointed Company Secretary on 31 May 2016. Mr Perkins has worked for the group since March 2015 and has over 16 years of experience across a broad range of industries including retail, manufacturing, resources and professional services.

Dividends

The Company has not declared a dividend for 31 December 2016 financial year (31 December 2015: Nil).

Principal activities

The principal activities during the year of entities within the consolidated entity were the manufacturing, distribution and retailing of window coverings treatments and components.

There have been no significant changes in the nature of those activities during the year.

Operating and financial review

Group overview

The Group has been a leading manufacturer and retailer of window furnishings for over 40 years. The Group's manufacturing and procurement operations are centred in Western Australia and Queensland, and it markets and sells through a large number of outlets located throughout Australia and also has a presence in New Zealand.

The Group operates two manufacturing plants involving production of roller blinds, curtains, vertical blinds and awnings. The manufacturing operations continue to be a part of the Group's core activities. At the same time, the Group also sources finished products from local and overseas contract suppliers at competitive prices and acceptable delivery time to customers.

Directors' report (continued)

Operating and financial review (continued)

Group overview (continued)

The Group recorded revenue of \$85,834,000 which was a decrease of \$10,097,000 or 10.5% from the corresponding year ending 31 December 2015. Factors contributing to this reduction in revenue include Vista closing stores across Australia that were not generating profits and Curtain Wonderland Ready Made business was relatively subdued for the year as the company went through changes in its ranging.

The company recorded a pre-tax loss of \$1,071,000 (December 2015 full year loss \$3,851,000)¹. During the year, the Company completed its restructure and made a significant progress with its cost reduction initiatives. These two areas had a material impact on our profitability for the year.

Net loss after tax was a loss of \$857,000 compared with a prior year loss of \$2,629,000.

On a cash flow basis, the Company recorded a cash inflow from operations of \$4,378,000. This reflects the operating performance of the business and the Company's focus on improvements to Working Capital Management. Furthermore there was \$1,761,000 of capital expenditure during the year which was spent on show room refurbishments and relocations for our Kresta stores, East Coast expansion of our Curtain Wonderland stores and investment in new manufacturing plant and equipment for our Queensland factory.

During the year, the Company repaid the related party loan provided by the Lylu Trust of \$2,000,000.

Cash at the end of the period was \$9,009,000 (up from \$8,650,000 at December 2015).

Operating results for the year

The Group recorded a net loss after tax of \$857,000 for the year ended 31 December 2016.

Shareholder returns

	2016 31 December	2015 31 December	2014 31 December	2014 30 June	2013 30 June
Basic (loss)/earnings per share (cents)	(0.57)	(1.75)	0.03	(0.95)	1.06
Return on shareholders' funds	(4.9%)	(9.7%)	0.2%	(6.7%)	7.2%
Closing share price (cents)	16.0	18.0	22.0	20.5	15.0

Capital structure

The Group's net assets decreased from \$18,325,000 as at 31 December 2015 to \$17,464,000 at 31 December 2016.

Liquidity and funding

At year end, the Group had cash at bank and on hand at 31 December 2016 of \$9,009,000 (31 December 2015: \$8,650,000).

Directors' report (continued)

Significant changes in the state of affairs

There have been no significant changes in the state of affairs of the Company during the financial year and up to the date of this report.

Significant events after the balance date

Subsequent to year end, the Group paid RMB15,148,936 to Suntarget (Hong Kong) Trading Co., Limited. These payments related to interest due of RMB2,987,390 and principal repayment of RMB12,161,546 on the RMB16,000,000 unsecured loan.

Other than the matters raised above, there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors of the company, to affect significantly the operations of the Group, the results of those operations, or the state of affairs of the Group, in future financial years.

Environmental regulation and performance

The Group holds licences issued by the relevant environmental protection authorities. These licences specify limits to, and regulate the management of, discharges to the air and water run-off associated with the manufacturing operations.

There have been no significant known breaches of the Group's licence conditions or any environmental regulations to which it must comply.

Likely developments

During the next year the business will focus on building the Curtain Wonderland brand on the East Coast with a focus in New South Wales.

Indemnification and insurance of directors and officers

During the financial year, the Company paid premiums in respect of a contract insuring all the directors and officers of Kresta Holdings Limited and its controlled entities against legal costs and any other payments arising from liabilities incurred by the officers in defending proceedings for conduct other than:

- (a) A wilful breach of duty.
- (b) A contravention of sections 182 or 183 of the *Corporations Act 2001*, as permitted by section 199B of the *Corporations Act 2001*.

Details of the premium are subject to a confidentiality clause under the contract of insurance.

Indemnification of auditors

To the extent permitted by law, the Company has agreed to indemnify its auditors, Ernst & Young, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify Ernst & Young during or since the financial year.

Directors' report (continued)

Directors' meetings

The number of meetings of directors (including meetings of committees of directors) held during the period and the number of meetings attended by each director were as follows:

	Directors		Meetings of committees		Remuneration*	
	Eligible	Attended	Audit and Risk Eligible	Attended	Eligible	Attended
Current directors						
X. Lu	3	3	-	-	-	-
R. Taylor	3	3	2	2	-	-
S. Shwe	3	2	1	1	-	-
A. Tacey	3	2	1	1	-	-

* The last remuneration meeting was held in December 2014 where remuneration was last set.

Committee membership

As at the date of this report, the Company had an audit and risk committee and a remuneration committee.

Members of these committees of the Board as at the date of this report:

Audit and Risk	Remuneration
R. Taylor (Committee Chairman)	R. Taylor (Committee Chairman)
S. Shwe	X. Lu

Rounding

The amounts contained in this report and in the financial report have been rounded to the nearest \$1,000 (where rounding is applicable and where noted (\$'000)) under the option available to the Company under the ASIC Corporation (Rounding in Financial/Directors' Reports) Instrument 2016/191. The Company is an entity to which the ASIC Instrument applies.

Shares issued under the Company's LTI scheme

Shares granted to executives of the Company

During the period, no shares were granted to executives under the Long Term Incentive scheme.

No shares have been granted since the end of the year.

Shares issued but held in escrow

As at reporting date, nor any time during the year, were shares issued under the LTI scheme held in escrow.

Directors' report (continued)

Auditor's independence

The Auditor's independence declaration is set out on page 14 and forms part of the directors' report for the financial year ended 31 December 2016.

Non-audit services

Ernst & Young did not render non-audit services for the financial year ended 31 December 2016.

Remuneration report (audited)

This remuneration report for the period ended 31 December 2016 outlines the remuneration arrangements of the Company and the Group in accordance with the requirements of the *Corporations Act 2001* (the Act) and its regulations. This information has been audited in accordance with section 300A of the Act.

The remuneration report details the remuneration arrangements for key management personnel (KMP) who are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and the Group, directly or indirectly, including any director (whether executive or otherwise) of the Parent Company.

Individual key management personnel disclosures

Details of KMP are set out below.

Directors

X. Lu	Executive Chairman
R. Taylor	Director (Non-Executive)
S. Shwe	Director (Non-Executive) – Appointed 30 November 2016
A. Tacey	Executive Director – Resigned 30 November 2016

Executives

B.W. Cocks	Chief Financial Officer and Company Secretary – Resigned 31 May 2016
A. Xu	Chief Information Officer – Resigned 7 April 2016

Remuneration philosophy

Compensation levels for Directors and Key Management Personnel of the Company are competitively set to attract and retain appropriately qualified and experienced Directors and Executives.

Remuneration committee

The remuneration committee of the Board of directors is responsible for determining and reviewing compensation arrangements for the directors and executives. The remuneration committee assesses the appropriateness of the nature and amount of emoluments of such executives on a periodic basis by reference to relevant employment market conditions. Key Management Personnel are given the opportunity to receive their base emolument in cash and fringe benefits such as motor vehicles. It is intended that the manner of payment chosen will be optimal for the recipient without creating undue additional cost for the Company.

To assist in achieving these objectives, the remuneration committee links the nature and amount of each executive's emolument to the Group's financial and operational performance. All variable remuneration needs to be approved by the remuneration committee.

Directors' report (continued)

Remuneration report (audited) (continued)

Remuneration structure

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

Non-executive director remuneration

Objective

The Board seeks to set aggregate remuneration at a level which provides the Company with the ability to attract and retain directors of the highest calibre, whilst incurring a cost which is acceptable to the shareholders.

Structure

Each non-executive director receives a fee for being a director of the Company and the fees and payments reflect the demands which are made on, and the responsibilities of, the directors. No additional fee is paid for membership of Board committees.

The Company's constitution and the ASX listing rules specify that the non-executive directors' fee pool shall be determined from time to time by a general meeting. The latest determination was at the 2010 AGM held on 25 November 2010 when shareholders approved an aggregate fee pool of \$400,000 per year.

Executive remuneration

Objective

The Group aims to reward executives with a level and mix of remuneration commensurate with their position and responsibilities within the Group and so as to:

- Reward executives for company, business unit and individual performance against targets set by reference to appropriate benchmarks;
- Align the interests of executives with those of shareholders;
- Link reward to the financial and operational performance of the Group; and
- Ensure total remuneration is competitive by market standards.

Structure

The remuneration committee has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the Company. Remuneration consists of the following key elements:

- Fixed remuneration
- Variable remuneration
 - Short Term Incentive (STI)
 - Long Term Incentive (LTI)

The proportion of fixed remuneration and variable remuneration (potential short term and long term incentives) is established for each executive by the remuneration committee.

The Board is currently considering the most appropriate structure for variable remuneration based on the Company's strategy and expected performance in the future. At present Incentives are rewarded on a discretionary basis, based on performance.

The below section sets out the historic approach to fixed and variable remuneration which is current at the date of this report. The remuneration committee may vary this approach during the year as the Company's strategic plans evolve and the Remuneration Committee considers the most appropriate remuneration and incentive structure.

Directors' report (continued)

Remuneration report (audited) (continued)

Executive remuneration (continued)

Fixed remuneration

Objective

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

Fixed remuneration is reviewed annually by the remuneration committee and the process consists of a review of company, business unit and individual performance, relevant comparative remuneration externally and internally and, where appropriate, external advice on policies and practices. No external advice was undertaken during the year on fixed remuneration

Structure

Executives are given the opportunity to receive their fixed (primary) remuneration in cash and fringe benefits such as motor vehicles. It is intended that the manner of payment chosen will be optimal for the recipient without creating undue additional cost for the Group.

Variable remuneration – short term incentive

Objective

The objective of the annual 12 month STI program is to link the achievement of the Group's financial and operational targets with the remuneration received by the executives charged with meeting those targets. The total potential STI available is set at a level so as to provide sufficient incentive to the executive to achieve the balanced scorecard financial and operational targets and such that the cost to the Group is reasonable in the circumstances.

Structure

Actual STI payments granted to each executive depend on the extent to which specific operating targets set at the beginning of the financial year are met. The targets consist of a number of key performance indicators (KPIs) covering both financial and non-financial measures of performance. Typically included are measures such as contribution to earnings before interest and tax and net profit after tax. Others such as customer satisfaction, return on capital invested and earnings per share will be introduced when appropriate. These measures were chosen as they represent the key drivers for the short term success of the business and provide a framework for delivering long term value.

On an annual basis, after consideration of performance against KPIs, an overall performance rating for the Group for each KPI is approved by the remuneration committee. The aggregate of annual STI payments available for executives across the Group is subject to the approval of the remuneration committee. Payments made are usually delivered as a cash bonus and at the discretion of the remuneration committee.

STI bonus for 2016 financial year

There was no STI cash bonus paid to executives in 2016 (2015: \$nil).

Variable remuneration – long term incentive

Objective

The objective of the LTI plan is to reward executives in a manner which aligns this element of remuneration with the creation of shareholder wealth.

Structure

As at 31 December 2016, there are no LTI grants on offer to executives.

Directors' report (continued)

Remuneration report (audited) (continued)

Shareholdings of key management personnel

The movement during the reporting period in the number of ordinary shares held directly, indirectly or beneficially, by each key management person, including their related parties, is as follows:

Shares	Balance 1 January 2016	Granted as compensation	Net change other	Balance at Resignation date	Balance 31 December 2016
Current directors					
X. Lu	126,741,799	-	-	-	126,741,799
R. Taylor	-	-	-	-	-
S. Shwe	551,895	-	-	-	551,895
A. Tacey	450,000	-	-	(450,000)	-
B. Cocks	204,142	-	-	(204,142)	-
A. Xu	14,500	-	-	(14,500)	-
Total	127,962,336	-	-	(668,642)	127,293,694

Consequences of performance on shareholder wealth

In considering the Group's performance and benefits for shareholder wealth, the remuneration committee have regard to the following numbers in respect of the current financial year and in the previous four financial years.

	2016 31 December	2015 31 December	2014 31 December	2014 30 June	2013 30 June
Earnings / (loss) before interest and tax (\$000)	(388)	(3,612)	144	(1,804)	1,849
Net profit / (loss) after tax (\$000)	(857)	(2,629)	52	(1,375)	1,535
Earnings / (loss) per share (cents)	(0.57)	(1.75)	0.03	(0.95)	1.06
Increase / (decrease) in share price (cents)	(2)	(4)	1.5	5.5	4.0

Net profit after taxes is considered as one of the financial performance targets in setting the STI. Profit amounts for June 2013 to December 2016 have been calculated in accordance with Australian Accounting Standards.

Employment contracts

Executives are employed under written contracts with varying notice terms of between 1 to 3 months. Under the terms of the present contracts:

- Executives may resign from their positions and thus terminate the contract by giving 1 to 3 months' written notice.
- The Company may terminate the employment agreement by providing 1 to 3 months' written notice or provide payment in lieu of the notice period (based on the total remuneration).
- The Company may terminate the contract at any time without notice if serious misconduct has occurred. Where termination with cause occurs, the executives are only entitled to that portion of remuneration which is fixed, and only up to the date of termination.
- On resignation or termination, if conditions relating to the Long Term Incentive Scheme (LTIS) are not satisfied the Company may buy back or instruct the employee to sell the in-substance options (see note 14) at the discretion of the Company. If conditions relating to the LTI scheme are satisfied, the Company may make written demand for the repayment of the outstanding amount of the scheme loan.

Directors' report (continued)

Remuneration report (audited) (continued)

Remuneration of key management personnel of the Company and the Group

Remuneration for the year ended 31 December 2016

	Short-term benefits			Post-employment	Share-based	Long-term	Termination	Total	Performance
	Salary & fees	Cash bonus	Non-monetary	Superannuation	payments	benefits	payments ⁽ⁱ⁾		and options
			benefits		Share options	Long service			related
	\$	\$	\$	\$	\$	leave	\$	\$	%
Non-executive directors									
R. Taylor	68,493	-	-	6,507	-	-	-	75,000	-
	68,493	-	-	6,507	-	-	-	75,000	-
Executive directors									
X. Lu ⁽ⁱ⁾	132,500	-	-	-	-	-	-	132,500	-
S. Shwe	74,741	-	-	7,100	-	-	-	81,841	-
A. Tacey	308,996	-	-	21,257	-	111,134	120,192	561,579	-
	516,237	-	-	28,357	-	111,134	120,192	775,920	-
Other key management personnel									
B. W. Cocks	80,237	-	-	12,606	-	-	125,000	217,843	-
A. Xu	125,078	-	-	12,332	-	-	19,231	156,641	-
	205,315	-	-	24,938	-	-	144,231	374,484	-
	790,045	-	-	59,802	-	111,134	264,423	1,225,404	-

⁽ⁱ⁾ From 1 April 2016, company incurs \$60k per annum in relation to Mr. Lu.

⁽ⁱⁱⁱ⁾ Termination payments paid during the year consistent of eligible termination payments and payments in lieu of notice.

Directors' report (continued)

Remuneration report (audited) (continued)

Remuneration of key management personnel of the Company and the Group

Remuneration for the year ended 31 December 2015

	Short-term benefits			Post-employment	Share-based	Long-term	Termination	Total	Performance
					payments	benefits	payments		and options
	Salary & fees	Cash bonus	Non-monetary benefits ⁽ⁱ⁾	Superannuation	Share options	Long service leave			related
	\$	\$	\$	\$	\$	\$	\$	\$	%
Non-executive directors									
R. Taylor	68,493	-	-	6,507	-	-	-	75,000	-
	68,493	-	-	6,507	-	-	-	75,000	-
Executive directors									
X. Lu	350,186	-	-	-	-	-	-	350,186	-
S. Shwe	248,846	-	20,276	23,641	-	-	-	292,763	-
A. Tacey	252,347	-	-	23,125	-	-	-	275,472	-
	851,379	-	20,276	46,766	-	-	-	918,421	-
Other key management personnel									
B. W. Cocks	250,000	-	-	23,750	-	-	-	273,750	-
A. Xu	250,000	-	-	23,750	-	-	-	273,750	-
	500,000	-	-	47,500	-	-	-	547,500	-
	1,419,872	-	20,276	100,773	-	-	-	1,540,921	-

(i) Relates to an allowance for motor vehicle.

Directors' report (continued)

Remuneration report (audited) (continued)

Other transactions and balances with key management personnel and their related parties

The following table provides the total amount of transactions and outstanding balances that have been entered into with related parties for the relevant financial year.

	Purchases from related parties		Interest charged by related parties		Amounts owed to related parties		Amounts owed by related parties	
	12 months ended Dec 2016	12 months ended Dec 2015	Dec 2016	Dec 2015	Dec 2016	Dec 2015	Dec 2016	Dec 2015
	\$000	\$000	\$000	\$000	\$000	\$000	\$000	\$000
SunTarget (HongKong) Trading Co., Limited. (i)	-	-	700	-	13,754	13,862	-	-
Lylu Pty Ltd as trustee of the Lylu Trust (ii)	-	-	8	-	-	2,000	-	-
Ningbo Xianfeng New Material Co., Ltd (APLUS) (i)	-	28	-	-	4	4	51	-
Moon Lake Investments Pty Ltd (ii)	-	-	-	-	-	-	28	-
	-	28	708	-	13,758	15,866	79	-

(i) Suntarget (HongKong) Trading Co., Limited is a subsidiary of Ningbo Xianfeng New Material Company ("Aplus") the majority shareholder of the company. Their shareholder and Executive Chairman Mr Xianfeng Lu is also Executive Chairman of Kresta Holdings Limited.

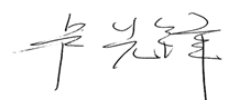
(ii) The Lylu Trust provided the company with a \$2,000,000 unsecured loan during the year. The loan was repaid in February 2016 and had a fixed interest rate of 6% per annum. A beneficiary of the trust is a relation of Mr Xianfeng Lu.

(iii) Moonlake Investments Pty Ltd is a private company owned by Mr Xianfeng Lu.

Terms and conditions of transactions with related parties

The purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees received for any related party payables.

Signed in accordance with a resolution of the directors.



Xianfeng Lu
Executive Chairman
Perth, 31 March 2017

Auditor's Independence Declaration to the Directors of Kresta Holdings Limited

As lead auditor for the audit of Kresta Holdings Limited for the financial year ended 31 December 2016, I declare to the best of my knowledge and belief, there have been:

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

This declaration is in respect of Kresta Holdings Limited and the entities it controlled during the financial year.



Ernst & Young



T G Dachs
Partner
Perth
31 March 2017

Corporate governance statement

The Board of directors of Kresta Holdings Limited is responsible for establishing the corporate governance framework of the Group having regard to the ASX Corporate Governance Council (CGC) published guidelines as well as its corporate governance principles and recommendations. The Board guides and monitors the business and affairs of Kresta Holdings Limited on behalf of the shareholders by whom they are elected and to whom they are accountable.

Kresta Holdings Limited's Corporate Governance Statement is structured with reference to the Corporate Governance Council's principles and recommendations, which are as follows:

- | | |
|-------------|--|
| Principle 1 | Lay solid foundations for management and oversight |
| Principle 2 | Structure the Board to add value |
| Principle 3 | Promote ethical and responsible decision making |
| Principle 4 | Safeguard integrity in financial reporting |
| Principle 5 | Make timely and balanced disclosure |
| Principle 6 | Respect the rights of shareholders |
| Principle 7 | Recognise and manage risk |
| Principle 8 | Remunerate fairly and responsibly |

Kresta Holdings Limited's corporate governance practices were in place throughout the year ended 31 December 2016 and were compliant with the Council's best practice recommendations, except for there being no separate nomination committee.

Board responsibilities

As the Board acts on behalf of and is accountable to the shareholders, it seeks to identify the expectations of the shareholders, as well as other regulatory and ethical expectations and obligations. In addition, the Board is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks. The Board seeks to discharge these responsibilities in a number of ways.

The responsibility for the operation and administration of the Group is delegated by the Board to the executive team. The Board is responsible for setting the strategic direction of the Company, establishing goals for management and monitoring the achievement of those goals. The executive team is responsible to the Board for the day to day management of the Company.

Whilst at all times the Board retains full responsibility for guiding and monitoring the Group, in discharging its stewardship it makes use of board committees. Specialist board committees are able to focus on a particular responsibility and provide informed feedback to the Board.

To this end the Board has established the following committees:

- Audit and risk committee
- Remuneration committee

The roles and responsibilities of these committees are discussed throughout this corporate governance statement.

Corporate governance statement (continued)

Board responsibilities (continued)

The Board is responsible for ensuring that management's objectives and activities are aligned with the expectations and risks identified by the Board. The Board has a number of mechanisms in place to ensure this is achieved including:

- Ongoing development of the strategic plan and approving initiatives and strategies designed to ensure the continued growth and success of the entity; and
- Implementation of budgets by management and monitoring progress against budget — via the establishment and regular reporting of both financial and non-financial key performance indicators.

Other functions reserved to the Board include:

- Approval of the annual and half-yearly financial reports;
- Approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures;
- Ensuring that any significant risks that arise are identified, assessed, appropriately managed and monitored; and
- Reporting to shareholders.

Structure of the board

The skills, experience and expertise relevant to the position of director held by each director in office at the date of the annual report are included in the directors' report. Directors of Kresta Holdings Limited are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with — or could reasonably be perceived to materially interfere with — the exercise of their unfettered and independent judgement.

There are procedures in place, agreed by the Board, to enable directors in furtherance of their duties to seek independent professional advice at the Company's expense.

The structure of the Board is determined in accordance with the following policies and guidelines:

- The Chairman of the Audit and Risk Committee and the Chairman of the Remuneration Committee must both be independent;
- The Board should comprise directors with an appropriate range of qualifications and expertise; and
- The Board shall meet at least once every three months.

The directors in office at the date of this statement are:

Name	Position	Term in office	Independent
X. Lu	Executive Chairman	3.1 years	No ⁽ⁱ⁾
R. Taylor	Non-Executive Director	6.0 years	Yes
S. Shwe	Non-Executive Director	0.3 years	No

⁽ⁱ⁾ Mr Lu is an associate of Suntarget (Hong Kong) Trading Co. Ltd which holds 84.35% shareholding in the Company.

Corporate governance statement (continued)

Audit and risk committee

The Board has established an audit and risk committee. It is the Board's responsibility to ensure that an effective internal control framework exists within the entity. This includes internal controls to deal with both the effectiveness and efficiency of significant business processes, including the safeguarding of assets, the maintenance of proper accounting records, and the reliability of financial information. The Board has delegated responsibility for the establishment and maintenance of a framework of internal controls and ethical standards for the management of the Group to the audit and risk committee.

The committee also provides the Board with additional assurance regarding the reliability of financial information for inclusion in the financial reports. The Chairman of the audit and risk committee is a non-executive director.

The members of the audit and risk committee as at the date of this report:

R. Taylor
S. Shwe

Nomination committee

The Board is responsible for selecting candidates for the position of director. There is no separate nomination committee.

Remuneration committee

It is the Company's objective to provide maximum stakeholder benefit from the retention of a high quality board and executive team by remunerating directors and executives fairly and appropriately with reference to relevant employment market conditions. To assist in achieving this objective, the remuneration committee links the nature and amount of officers' remuneration to the Company's financial and operational performance.

For a full discussion of the Company's remuneration philosophy and framework and the remuneration received by directors and executives in the current period please refer to the remuneration report, which is contained within the directors' report.

The Board is responsible for determining and reviewing compensation arrangements for the directors themselves, and the executives. The Board has established a remuneration committee, comprising of at least two directors.

Members of the remuneration committee as at the date of this report:

R. Taylor (Committee Chairman)
X. Lu

For details on the number of meetings of the remuneration committee held during the year and the attendees at those meetings, refer to the directors' report.

Corporate governance statement (continued)

Risk

The Board has continued its proactive approach to risk management. The identification and effective management of risk, including calculated risk-taking is viewed as an essential part of the Company's approach to creating long-term shareholder value.

In recognition of this, the Board determines the Company's risk profile and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control. In doing so the Board has taken the view that it is crucial for all Board members to be a part of this process. Furthermore, the Board has established an audit and risk committee which also has accountability for assessing the Company's risk profile.

The Board oversees the assessment of the effectiveness of risk management and internal compliance and control. The tasks of undertaking and assessing risk management and internal control effectiveness are delegated to management through the MD, including responsibility for the day to day design and implementation of the Company's risk management and internal control system. Management reports to the Board on the Company's key risks and the extent to which it believes these risks are being adequately managed. The reporting on risk by management occurs at board meetings in various ways including, through the review of key performance indicators measuring financial and other operational matters.

The Board has a number of mechanisms in place to ensure that management's objectives and activities are aligned with the risks identified by the Board. These include the following:

- A comprehensive annual insurance program; and
- Implementation of Board approved operating plans and budgets and Board monitoring of progress against these budgets, including the establishment and monitoring of KPIs of both a financial and non-financial nature.

For the purposes of assisting investors to understand better the nature of the risks faced by Kresta Holdings Limited, the Board has prepared a list of operational risks. These include the following:

- Fluctuations in exchange rates and demand volumes;
- The occurrence of force majeure events by significant suppliers; and
- Increasing costs of operations, including labour costs.
- Purchase arrangements with different suppliers in order to de-risk reliance on factory.

The Board notes that this does not necessarily represent an exhaustive list and that it may be subject to change based on underlying market events.

Corporate governance statement (continued)

Diversity policy

The Company values diversity and recognises the benefits it can bring to the organisation's ability to achieve its goals. Accordingly the Company has developed a diversity policy. This policy outlines the Company's diversity objectives in relation to gender, age, cultural background and ethnicity. The policy includes the requirement to establish measurable objectives in achieving diversity in the Company's workforce and Board.

The table below shows the proportion of female employees of the Group as at 31 December 2016.

Position	Number	Percent %
Board members	-	-
Senior managers	-	-
Managers	105	89%
Other employees	314	81%
	<u>419</u>	<u>82%</u>

New appointments are based on the applicants' experience and industry expertise. The Group always considers the appointment of suitably qualified females and appointments are not influenced by gender.

The Company has not adopted Recommendation 3.3 of the ASX's Corporate Governance Principles and Recommendations in that it did not set or disclose measureable objectives for achieving gender diversity in accordance with its Diversity Policy.

Trading policy

Under the Company's securities trading policy all KMP, officers and employees must not buy or sell the Company's securities whilst they are in possession of inside information. Inside information is that which is not generally available and if it was generally available, a reasonable person would expect it to have a material effect on the price or value of shares or other securities. Further, all KMP, officers and employees must not disclose any inside information to any other persons unless those persons have a need to know and confirm that they will comply with this policy.

Subject to the general prohibition clause, KMP, officers and employees are not permitted to trade in the Company's securities during the following blackout periods:

- From 30 June until the day after the release of the results for the half year;
- From 31 December until after the day after the release of the results for the full year; and
- Any time frame determined by the Board once market sensitive information is considered, which may reasonably have a market impact.

KMP, officers and employees may be able to trade during black out periods in exceptional circumstances with the approval of the Chairman. In this instance the KMP, officer or employee needs to demonstrate that they don't hold unpublished price sensitive information.

Before commencing to trade, an executive or director must notify the Chairman and the Company Secretary. The Chairman must notify the Chairman of the Audit and Risk Committee and the Company Secretary.

As required by the ASX listing rules, the Company notifies the ASX of any transaction conducted by directors in the securities of the Company.

Corporate governance statement (continued)

Managing director and chief financial officer declaration

In accordance with section 295A of the *Corporations Act 2001*, the Executive Chairman and CFO have provided a written statement to the Board that:

- Their view provided on the Company's financial report is founded on a sound system of risk management and internal compliance and control which implements the financial policies adopted by the Board.
- The Company's risk management and internal compliance and control system is operating effectively in all material respects.

The Board agrees with the views of the ASX on this matter and notes that due to its nature, internal control assurance from the Executive Chairman and CFO can only be reasonable rather than absolute. This is due to such factors as the need for judgement, the use of testing on a sample basis, the inherent limitations in internal control and because much of the evidence available is persuasive rather than conclusive and therefore is not and cannot be designed to detect all weaknesses in control procedures.

Independence declaration

The *Corporations Act 2001* require external auditors to make an annual independence declaration, addressed to the Board, declaring that the auditors have maintained their independence in accordance with CLERP 9 amendments and the rules of the professional accounting bodies.

Ernst & Young has provided such a declaration to the Board for the financial year ended 31 December 2016.

Shareholder communication policy

Pursuant to Principle 6, Kresta Holdings Limited's objective is to promote effective communication with its shareholders at all times.

Kresta Holdings Limited is committed to:

- Ensuring that shareholders and the financial markets are provided with full and timely information about the Group's activities in a balanced and understandable way;
- Complying with continuous disclosure obligations contained in the ASX listing rules and the *Corporations Act 2001* in Australia; and
- Communicating effectively with its shareholders and making it easier for shareholders to communicate with Kresta Holdings Limited.

To promote effective communication with shareholders and encourage effective participation at general meetings, information is communicated to shareholders:

- Through the release of information to the market via the ASX;
- Through the distribution of the annual report and notices of annual general meeting;
- Through shareholder meetings and investor relations presentations; and
- Through letters and other forms of communications directly to shareholders by posting relevant information on Kresta Holdings Limited's website: www.kresta.com.au/shareholders

The Company's website has a dedicated investor relations section for the purpose of publishing all important company information and relevant announcements made to the market.

The external auditors are required to attend the annual general meeting and are available to answer any shareholder questions about the conduct of the audit and preparation of the audit report. Shareholders may submit questions for the external auditors to the Company Secretary no later than five business days before an annual general meeting.

Consolidated statement of comprehensive income

For the year ended 31 December 2016

	Note	December 2016 \$000	December 2015 \$000
Sale of goods		85,834	95,931
Revenue		85,834	95,931
Other income	4a	1,965	489
Changes in inventories of finished goods and work in progress		(4,975)	7,610
Raw materials and consumables used		(18,336)	(33,763)
Employee benefits expense	4b	(38,725)	(44,673)
Depreciation and amortisation charge	4c	(1,981)	(1,867)
Other expenses	4d	(24,170)	(27,339)
Results from operating activities		(388)	(3,612)
Finance income		45	5
Finance costs		(728)	(244)
Net finance expense	4e	(683)	(239)
Loss before income tax		(1,071)	(3,851)
Income tax benefit	5	214	1,222
Loss for the period		(857)	(2,629)
Other comprehensive income			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Net foreign currency translation		(4)	(20)
Other comprehensive loss for the period, net of tax		(4)	(20)
Total comprehensive loss for the period		(4)	(20)
Total comprehensive loss attributable to owners of the Company		(861)	(2,649)
Loss per share for profit attributable to the ordinary equity holders of the parent:	6		
Basic loss per share		(0.57 cents)	(1.75 cents)
Diluted loss per share		(0.57 cents)	(1.75 cents)

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

Consolidated statement of financial position

As at 31 December 2016

	<i>Note</i>	December 2016 \$000	December 2015 \$000
ASSETS			
Current assets			
Cash and cash equivalents	8	9,009	8,650
Trade and other receivables	9	1,699	3,216
Inventories	10	12,473	17,461
Prepayments		1,206	1,766
Total current assets		24,387	31,093
Non-current assets			
Trade and other receivables	9	12	32
Property, plant and equipment	12	13,227	13,764
Deferred tax assets	5	4,730	4,271
Intangible assets and goodwill	13	2,554	2,586
Total non-current assets		20,523	20,653
TOTAL ASSETS		44,910	51,746
LIABILITIES			
Current liabilities			
Trade and other payables	15	9,619	11,865
Interest-bearing loans and borrowings	16	13,318	16,397
Provisions	17	3,319	3,780
Income tax payable		99	-
Total current liabilities		26,355	32,042
Non-current liabilities			
Interest-bearing loans and borrowings	16	-	85
Provisions	17	1,091	1,294
Total non-current liabilities		1,091	1,379
TOTAL LIABILITIES		27,446	33,421
NET ASSETS		17,464	18,325
EQUITY			
Contributed Equity	18	12,892	12,892
Reserves	18	(55)	(51)
Retained earnings	18	4,627	5,484
TOTAL EQUITY		17,464	18,325

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

Consolidated statement of cash flows

For the year ended 31 December 2016

	Note	December 2016 \$000	December 2015 \$000
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		96,317	105,049
Payments to suppliers and employees (inclusive of GST)		(91,755)	(110,719)
Receipt of government grants	19	19	163
Interest received	4e	47	5
Interest paid	4e	(104)	(211)
Income tax paid		(146)	-
Net cash flows from / (used in) operating activities	8	4,378	(5,713)
Cash flows from investing activities			
Proceeds from sale of property, plant and equipment		153	157
Purchase of property, plant and equipment	12	(1,761)	(3,014)
Purchase of intangibles	13	(21)	(392)
Refund of deposit		-	367
Net cash flows used in investing activities		(1,629)	(2,882)
Cash flows from financing activities			
Proceeds from borrowings		1,017	17,216
Repayment of borrowings		(3,397)	(1,226)
Net cash flows (used in) / from financing activities		(2,380)	15,990
Net increase in cash and cash equivalents		369	7,395
Net foreign exchange differences		(10)	20
Cash and cash equivalents at beginning of period		8,650	1,235
Cash and cash equivalents at end of period	8	9,009	8,650

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

Consolidated statement of changes in equity

For the year ended 31 December 2016

	Ordinary shares	Employee reserved shares	Employee equity benefits reserve	Foreign currency translation reserve	Retained earnings	Total
	\$000	\$000	\$000	\$000	\$000	\$000
At 1 January 2016	12,892	-	495	(546)	5,484	18,325
Loss for the period	-	-	-	-	(857)	(857)
Other comprehensive loss	-	-	-	(4)	-	(4)
Total comprehensive loss for the period	-	-	-	(4)	(857)	(861)
Transactions with owners in their capacity as owners	-	-	-	-	-	-
At 31 December 2016	12,892	-	495	(550)	4,627	17,464
At 1 January 2015	12,892	69	495	(526)	8,044	20,974
Loss for the period	-	-	-	-	(2,629)	(2,629)
Other comprehensive loss	-	-	-	(20)	-	(20)
Total comprehensive loss for the period	-	-	-	(20)	(2,629)	(2,649)
Transfers	-	(69)	-	-	69	-
Transactions with owners in their capacity as owners	-	-	-	-	-	-
At 31 December 2015	12,892	-	495	(546)	5,484	18,325

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

Notes to the consolidated financial statements

For the year ended 31 December 2016

1. Corporate Information

The consolidated financial report of Kresta Holdings Limited and its subsidiaries (collectively, the Group) for the year ended 31 December 2016 was authorised for issue in accordance with a resolution of the directors on 31 March 2017.

Kresta Holdings Limited is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Stock Exchange. Kresta Holdings Limited is a company domiciled in Australia. The address of the Company's registered office is 380 Victoria Road Malaga WA 6090.

The Group is a for-profit entity and the nature of the operations and principal activities of the Group are described in the directors' report.

2. Summary of significant accounting policies

(a) Basis of preparation

The financial report is a general purpose financial report, which has been prepared in accordance with the requirements of the *Corporations Act 2001*, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. The financial report has also been prepared on a historical cost basis.

The financial report is presented in Australian dollars and all values are rounded to the nearest thousand dollars (\$000) unless otherwise stated.

(b) Going Concern

During the year the Group incurred a loss after tax of \$0.861 million, with a net cash outflow from operations of \$4.378 million. The Group has a working capital deficiency of \$1.968 million, inclusive of \$13.754 million relating to related party loans from Suntarget (HongKong) Trading Co., Limited (Suntarget) discussed further in note 16.

Subsequent to year end, the Group has paid RMB15,148,936 to Suntarget (Hong Kong) Trading Co., Limited discussed further in note 23.

The financial statements have been prepared on a going concern basis as Suntarget a subsidiary of Ningbo Xianfeng New Material Company (APlus) the majority shareholder, has confirmed that they will:

- Not seek repayment of any monies due to it from the Group; and
- Will assist in meeting the Group's liabilities as and when they fall due, up to a maximum of RMB50,000,000, but only to the extent that money is not otherwise available to meet such liabilities.

Suntarget has confirmed that they will provide financial support for at least 18 months from 24 March 2017, subject to circumstances not changing in a manner such that it would or might no longer be open to them continuing to provide such financial support.

(c) Compliance with IFRS

The financial report also complies with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

(d) New accounting standards and interpretations

Changes in accounting policy and disclosures

The Group has adopted all the Australian Accounting Standards and AASB Interpretations, mandatory for annual periods beginning on or after 1 January 2016. Adoption of these Standards and Interpretations did not have any effect on the financial position or performance of the Group.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

2. Summary of significant accounting policies (continued)

(d) New accounting standards and interpretations (continued)

Accounting standards and interpretations issued but not yet adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet effective have not been adopted by the Group for the annual reporting period ended 31 December 2016. These are outlined below:

(i) AASB 15: *Revenue from Contracts with Customers*

Application date of standard – 1 January 2018; Application date for Group – 1 January 2018

Impact: The Company is currently evaluating the impact of the new standard

IFRS 15 Revenue from Contracts with Customers replaces IAS 11 Construction Contracts, IAS 18 Revenue and related Interpretations (IFRIC 13 Customer Loyalty Programmes, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfers of Assets from Customers and SIC-31 Revenue—Barter Transactions Involving Advertising Services).

AASB 15 specifies the accounting treatment for revenue arising from contracts with customers (except for contracts within the scope of other accounting standards such as leases or financial instruments). The core principle of AASB 15 is that an entity recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. An entity recognises revenue in accordance with that core principle by applying the following steps:

- (a) Step 1: Identify the contract(s) with a customer
- (b) Step 2: Identify the performance obligations in the contract
- (c) Step 3: Determine the transaction price
- (d) Step 4: Allocate the transaction price to the performance obligations in the contract
- (e) Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

(ii) AASB 16: *Leases*

Application date of standard – 1 January 2019; Application date for Group – 1 January 2019

Impact: The Company is currently evaluating the impact of the new standard

The key features of AASB 16 are as follows:

Lessee accounting

- Lessees are required to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value.
- Assets and liabilities arising from the lease are initially measured on a present value basis. The measurement includes non-cancellable lease payments (including inflation-linked payments), and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or not to exercise an option to terminate the lease.
- AASB 16 contains disclosure requirements for lessees.

Lessor accounting

AASB 16 substantially carries forward the lessor accounting requirements in AASB117. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those types of leases differently.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

2. Summary of significant accounting policies (continued)

(d) New accounting standards and interpretations (continued)

Accounting standards and interpretations issued but not yet adopted (continued)

AASB 16 also requires enhanced disclosures to be provided by lessors that will improve information disclosed about a lessor's risk exposure, particularly to residual value risk.

AASB 16 supersedes:

(a) AASB 117 *Leases*

(b) Interpretation 4 *Determining whether an Arrangement contains a Lease*

(c) SIC-15 *Operating Leases-Incentives*

(d) SIC-27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*

(iii) AASB 9 *Financial Instruments*

Application date of standard – 1 January 2019; Application date for Group – 1 January 2018

Impact: The Company is currently evaluating the impact of the new standard

AASB 9 (December 2014) is a new Principal standard which replaces AASB 139. This new Principal version supersedes AASB 9 issued in December 2009 (as amended) and AASB 9 (issued in December 2010) and includes a model for classification and measurement, a single, forward-looking 'expected loss' impairment model and a substantially-reformed approach to hedge accounting.

AASB 9 is effective for annual periods beginning on or after 1 January 2018. However, the Standard is available for early application. The own credit changes can be early applied in isolation without otherwise changing the accounting for financial instruments.

The final version of IFRS 9 introduces a new expected-loss impairment model that will require more timely recognition of expected credit losses. Specifically, the new Standard requires entities to account for expected credit losses from when financial instruments are first recognised and to recognise full lifetime expected losses on a more timely basis.

Amendments to AASB 9 (December 2009 & 2010 editions) (AASB 2013-9) issued in December 2013 included the new hedge accounting requirements, including changes to hedge effectiveness testing, treatment of hedging costs, risk components that can be hedged and disclosures.

AASB 9 includes requirements for a simplified approach for classification and measurement of financial assets compared with the requirements of AASB 139.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

2. Summary of significant accounting policies (continued)

(d) New accounting standards and interpretations (continued)

Accounting standards and interpretations issued but not yet adopted (continued)

(iii) AASB 9 Financial Instruments (continued)

The main changes are described below.

- Financial assets that are debt instruments will be classified based on (1) the objective of the entity's business model for managing the financial assets; (2) the characteristics of the contractual cash flows.
- Allows an irrevocable election on initial recognition to present gains and losses on investments in equity instruments that are not held for trading in other comprehensive income. Dividends in respect of these investments that are a return on investment can be recognised in profit or loss and there is no impairment or recycling on disposal of the instrument
- Financial assets can be designated and measured at fair value through profit or loss at initial recognition if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities, or recognising the gains and losses on them, on different bases.
- Where the fair value option is used for financial liabilities the change in fair value is to be accounted for as follows:
 - The change attributable to changes in credit risk are presented in other comprehensive income (OCI)
 - The remaining change is presented in profit or loss

AASB 9 also removes the volatility in profit or loss that was caused by changes in the credit risk of liabilities elected to be measured at fair value. This change in accounting means that gains caused by the deterioration of an entity's own credit risk on such liabilities are no longer recognised in profit or loss. Consequential amendments were also made to other standards as a result of AASB 9, introduced by AASB 2009-11 and superseded by AASB 2010-7, AASB 2010-10 and AASB 2014-1 – Part E. AASB 2014-7 incorporates the consequential amendments arising from the issuance of AASB 9 in Dec 2014. AASB 2014-8 limits the application of the existing versions of AASB 9 (AASB 9 (December 2009) and AASB 9 (December 2010)) from 1 February 2015 and applies to annual reporting periods beginning on after 1 January 2015.

(iv) IFRIC Interpretation 22 Foreign Currency Transactions and Advance Consideration

Application date of standard – 1 January 2018; Application date for Group – 1 January 2018

Impact: The Company is currently evaluating the impact of the new standard

IFRIC Interpretation 22 Foreign Currency Transactions and Advance Consideration, which addresses the exchange rate to use in transactions that involve advance consideration paid or received in a foreign currency, is effective 1 January 2018.

(v) AASB 2016-2 Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 107

Application date of standard – 1 January 2017; Application date for Group – 1 January 2017

Impact: The Company is currently evaluating the impact of the new standard

The Standard amends AASB 107 Statement of Cash Flows (August 2015) to require entities preparing financial statements in accordance with Ties 1 reporting requirements to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

2. Summary of significant accounting policies (continued)

(e) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries as at 31 December 2016. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses 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. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- De-recognises the assets (including goodwill) and liabilities of the subsidiary
- De-recognises the carrying amount of any non-controlling interests
- De-recognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

2. Summary of significant accounting policies (continued)

(f) Business combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the Group elects whether it measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred, and included in other expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree. If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognised in accordance with AASB 139 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it will not be remeasured and subsequent settlement is accounted for within equity. In instances where the contingent consideration does not fall within the scope of AASB 139, it is measured in accordance with the appropriate AASB.

(g) Revenue recognition

Revenue is recognised and measured at the fair value of the consideration received or receivable to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Sale of goods

Revenue from sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer and the costs incurred or to be incurred in respect of the transaction can be measured reliably. Risks and rewards of ownership are considered passed to the buyer at the time when the goods become available for delivery under a binding sales agreement.

Interest income

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

Dividends

Revenue is recognised when the Group's right to receive the payment is established.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

2. Summary of significant accounting policies (continued)

(h) Government grants – refer note 19

Government grants are recognised in the statement of financial position as a liability when the grant is received.

When the grant relates to an expense item, it is recognised as income over the periods necessary to match the grant on a systematic basis to the costs that it is intended to compensate.

When the grant relates to an asset, the fair value is credited to deferred income and is released to the statement of comprehensive income over the expected useful life of the relevant asset by equal annual instalments.

(i) Leases – refer note 21

The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement at inception date, whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

Group as a lessee

Finance leases, which transfer to the Group substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in profit or loss.

Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

Operating lease payments are recognised as an operating expense in the profit or loss on a straight-line basis over the lease term. Operating lease incentives received are recognised as an integral part of the total lease expense, over the term of the lease.

(j) Cash and cash equivalents – refer note 8

Cash and cash equivalents in the statement of financial position comprise cash at bank and on hand.

For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts. Bank overdrafts are included within interest-bearing loans and borrowings in current liabilities on the statement of financial position.

(k) Trade and other receivables – refer note 9

Trade receivables, which generally have 30-60 day terms, are recognised at original invoice amount less an allowance for impairment.

Collectability of trade receivables is reviewed on an ongoing basis. Individual debts that are known to be uncollectible are written off when identified. An impairment provision is recognised when there is objective evidence that the Group will not be able to collect the receivable. Failure to collect debts after debt collection procedures and enforcements are considered objective evidence of impairment. The amount of the impairment loss is the carrying amount of the impaired receivables.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

2. Summary of significant accounting policies (continued)

(l) Inventories – refer note 10

Inventories including raw materials and finished goods are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials — purchase cost on a first-in, first-out basis. The cost of purchase comprises the purchase price, import duties and other taxes (other than those subsequently recoverable by the entity from the taxing authorities), transport, handling and other costs directly attributable to the acquisition of raw materials. Volume discounts and rebates are taken into account in determining the cost of purchase.

Finished goods — cost of direct materials and labour and a proportion of variable and fixed manufacturing overheads based on normal operating capacity. Costs are assigned on the basis of weighted average costs.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

(m) Derivative financial instruments and hedging

The Group uses derivative financial instruments (including forward currency contracts and interest rate swaps) to hedge its risks associated with foreign currency and interest rate fluctuations. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured to fair value.

Derivatives are carried as assets when their fair value is positive and as liabilities when their fair value is negative.

The fair values of forward currency contracts are calculated by reference to current forward exchange rates for contracts with similar maturity profiles. The fair values of interest rate swaps are determined using a valuation technique based on cash flows discounted to present value using current market interest rates. The valuations incorporate various inputs including credit quality of counterparties, foreign exchange spot and forward rates, interest rate curves and forward rate curves of the underlying commodity.

Any gains or losses arising from changes in the fair value of derivatives, except for those that qualify as cash flow hedges, are taken directly to profit or loss for the year.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Cash flow hedges that meet the strict criteria for hedge accounting are accounted for as follows:

The effective portion of the gain or loss on the hedging instrument is recognised directly in other comprehensive income in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the income statement in other operating expenses.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

2. Summary of significant accounting policies (continued)

(m) Derivative financial instruments and hedging (continued)

The Group uses forward currency contracts as hedges of its exposure to foreign currency risk in forecasted transactions and firm commitments. The ineffective portion relating to foreign currency contracts is recognised in finance costs.

Amounts recognised as other comprehensive income are transferred to the income statement when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast purchase occurs. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as other comprehensive income are transferred to the initial carrying amount of the non-financial asset or liability.

If the forecast transaction or firm commitment is no longer expected to occur, the cumulative gain or loss previously recognised in equity is transferred to the income statement. If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover, or if its designation as a hedge is revoked, any cumulative gain or loss previously recognised in other comprehensive income remains separately in equity until the forecast transaction or firm commitment is met.

(n) Foreign currency translation

Functional and presentation currency

Both the functional and presentation currency of Kresta Holdings Limited and its Australian subsidiaries is Australian dollars (\$). The New Zealand operation's functional currency is New Zealand Dollars which are translated to the presentation currency (see below for consolidated reporting).

Transactions and balances

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

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Translation of Group Companies' functional currency to presentation currency

The result of the New Zealand operation is translated into Australian Dollars (presentation currency) as at the monthly average rate. Assets and liabilities are translated at exchange rates prevailing at reporting date. Exchange variations resulting from the translation are recognised in other comprehensive income and carried in the foreign currency translation reserve in equity.

(o) Income tax and other taxes – refer note 5

Current tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities based on the current period's taxable income. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date. Deferred income tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

2. Summary of significant accounting policies (continued)

(o) Income tax and other taxes – refer note 5 (continued)

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

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

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

- When the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- When the deductible temporary difference is associated with investments in subsidiaries, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

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

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

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

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

2. Summary of significant accounting policies (continued)

(o) Income tax and other taxes – refer note 5 (continued)

Other taxes

Revenues, expenses and assets are recognised net of the amount of GST except:

- When the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable.
- Receivables and payables, which are stated with the amount of GST included.

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

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

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

(p) Property, plant and equipment – refer note 12

Plant and equipment is stated at historical cost less accumulated depreciation and any accumulated impairment losses. Such cost includes the cost of replacing parts that are eligible for capitalisation when the cost of replacing the parts is incurred. Similarly, when each major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement only if it is eligible for capitalisation. All other repairs and maintenance are recognised in profit or loss as incurred.

Land and buildings are measured at cost less accumulated depreciation on buildings and any accumulated impairment losses.

Depreciation is calculated on a straight-line basis over the estimated useful life of the specific assets as follows:

- Land — not depreciated
- Buildings — over 40 years
- Plant and equipment — over 5 to 15 years
- Leased equipment — the lease term
- Motor vehicles — over 4 to 8 years

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

Derecognition

An item of property, plant and equipment is derecognised upon disposal or when no further future economic benefits are expected from its use or disposal.

Gains and losses on derecognition are determined by comparing proceeds with the carrying amount. These are included in profit or loss.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

2. Summary of significant accounting policies (continued)

(q) Goodwill and intangibles – refer note 13

Goodwill

Goodwill acquired in a business combination is initially measured at cost of the business combination being the excess of the consideration transferred and the amount recognised for non-controlling interest and any previous interest held over the fair value of the Group's net identifiable assets acquired and liabilities assumed. If this consideration transferred is lower than the fair value of the net identifiable assets of the subsidiary acquired, the Group re-assesses whether it has correctly identified all the assets acquired and all of the liabilities assumed and reviews the procedures to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the difference is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Goodwill is reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes, and is not larger than an operating segment determined in accordance with AASB 8. The cash-generating units are:

- Kresta Holdings Limited cash-generating unit; and
- Curtain Wonderland Pty Limited cash-generating unit

Impairment is determined by assessing the recoverable amount of the cash-generating unit, to which the goodwill relates.

When the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised. When goodwill forms part of a cash-generating unit and an operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this manner is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

Impairment losses recognised for goodwill are not subsequently reversed.

Intangibles

Intangible assets acquired separately or in a business combination are initially measured at cost. The cost of an intangible asset acquired in a business combination is its fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

2. Summary of significant accounting policies (continued)

(q) Goodwill and intangibles – refer note 13 (continued)

Intangibles (continued)

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised over their useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for prospectively by changing the amortisation period or method, as appropriate, which is a change in accounting estimate. The amortisation expense on intangible assets with finite lives is recognised in profit or loss in the depreciation and amortisation charge category.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level consistent with the methodology outlined for goodwill above. Such intangibles are not amortised. The useful life of an intangible asset with an indefinite life is reviewed each reporting period to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for as a change in an accounting estimate and is thus accounted for on a prospective basis.

A summary of policies applied to the Group's intangible assets is as follows:

Software

IT software is carried at cost less accumulated amortisation and accumulated impairment losses. This intangible asset has been assessed as having a finite life and is amortised using the straight line method over a period of 4 years. The amortisation has been recognised in the income statement in the line item 'depreciation and amortisation charge'. If an impairment indication arises, the recoverable amount is estimated and an impairment loss is recognised to the extent that the recoverable amount is lower than the carrying amount.

Trademark

Trademark has been acquired through business combination and is carried at cost. The Group has determined that there is no foreseeable limit to the period over which the trademark is expected to generate net cash flows for the Group. Thus, the trademark has an indefinite useful life. The trademark has a legal life of ten years and is renewable every 10 years at little cost. The Group intends to renew the trademark continuously and no factors have been identified indicating any limit to the period the trademark would contribute to net cash inflows. The trademark is subject to impairment testing on an annual basis or whenever there is an indication of impairment.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in profit or loss when the asset is derecognized.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

2. Summary of significant accounting policies (continued)

(r) Impairment of non-financial assets other than goodwill and indefinite life intangibles

Non-financial assets other than goodwill and indefinite life intangibles are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

The Group conducts an annual internal review of asset values, which is used as a source of information to assess for any indicators of impairment. External factors, such as changes in expected future processes, technology and economic conditions, are also monitored to assess for indicators of impairment. If any indication of impairment exists, an estimate of the asset's recoverable amount is calculated.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are tested for possible reversal of the impairment whenever events or changes in circumstances indicate that the impairment may have reversed.

(s) Trade and other payables – refer note 15

Trade and other payables are carried at amortised cost and due to their short-term nature, they are not discounted. They represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are usually paid within 30-60 days of recognition.

(t) Provisions and employee benefits – refer note 17

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

When the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in profit or loss net of any reimbursement.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting date. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision resulting from the passage of time is recognised in finance costs.

Employee leave benefits

Wages, salaries, annual leave and sick leave

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave expected to be settled within 12 months of the reporting date are recognised in respect of employees' services up to the reporting date. They are measured at the amounts expected to be paid when these liabilities are settled. Expenses for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid or payable.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

2. Summary of significant accounting policies (continued)

(t) Provisions and employee benefits – refer note 17 (continued)

Employee leave benefits (continued)

Long service leave

The liability for long service leave is recognised and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures, and periods of service. Expected future payments are discounted using market yields at the reporting date on corporate bonds with terms to maturity and currencies that match, as closely as possible, the estimated future cash outflows.

Make good

The Group is required to restore the leased premises of its retail stores to their original condition at the end of the respective lease terms. A provision has been recognised for the present value of the estimated expenditure required to remove any leasehold improvements. These costs have been capitalised as part of the cost of leasehold improvements and are amortised over the shorter of the term of the lease or the useful life of the assets.

Warranty

Provisions for warranty-related costs are recognised when the product is sold. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

Onerous contract

A provision for onerous contracts is recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

(u) Interest-bearing loans and borrowings – refer note 16

All loans and borrowings are initially recognised at the fair value of the consideration received less directly attributable transaction costs.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use or sale) are capitalised as part of the cost of that asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

2. Summary of significant accounting policies (continued)

(v) Share-based payment transactions – refer note 14

Equity settled transactions

The Group provides benefits to its employees (including key management personnel) in the form of share-based payments, whereby employees render services in exchange for shares or rights over shares (equity-settled transactions).

Benefits were provided under the Group's LTIs this year as eligible employees subscribed for fully paid ordinary shares which were financed via a limited recourse loan provided by the Group. The LTIs is accounted for as an 'in-substance' option plan due to the combined commercial result of an employee acquiring shares using a limited recourse loan. The cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an external valuer using a Binomial Option Pricing model or as deemed appropriate.

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

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

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

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share. Shares in the Group held under the LTIs are classified and disclosed as employee reserved shares and deducted from equity.

(w) Contributed equity – refer note 18

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

(x) Operating segments – refer note 25

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. This includes start up operations which are yet to earn revenues. Management will also consider other factors in determining operating segments such as the existence of a line manager and the level of segment information presented to the Board of directors.

Operating segments have been identified based on the information provided to the chief operating decision makers – being the executive management team.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

2. Summary of significant accounting policies (continued)

(x) Operating segments – refer note 25 (Continued)

The Group aggregates two or more operating segments when they have similar economic characteristics, and the segments are similar in each of the following respects:

- Nature of the products and services
- Nature of the production processes
- Type or class of customer for the products and services
- Methods used to distribute the products or provide the services, and if applicable
- Nature of the regulatory environment

Operating segments that meet the quantitative criteria as prescribed by AASB 8 are reported separately. However, an operating segment that does not meet the quantitative criteria is still reported separately where information about the segment would be useful to users of the financial statements.

Information about other business activities and operating segments that are below the quantitative criteria are combined and disclosed in a separate category for “all other segments”.

(y) Earnings per share – refer note 6

Basic earnings per share is calculated as net profit attributable to members of the parent, adjusted to exclude any costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares, adjusted for any bonus element.

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

- Costs of servicing equity (other than dividends) and preference share dividends
- The after tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised
- Other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares, divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

(z) Financial instruments – initial recognition and subsequent measurement

(i) Financial assets

Initial recognition and measurement

Financial assets within the scope of AASB 139 are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial assets at initial recognition.

All financial assets are recognised initially at fair value plus transaction costs, except in the case of financial assets recorded at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

2. Summary of significant accounting policies (continued)

(z) Financial instruments – initial recognition and subsequent measurement (continued)

Initial recognition and measurement

The Group's financial assets include cash and short-term deposits, trade and other receivables, loans and trade and other payables and derivative financial instruments.

Subsequent measurement

Loans and receivables

Loans and receivables including loan notes are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at amortised cost using the effective interest rate method. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired. Loans and receivables are included in current assets, except for those with maturities greater than 12 months after balance date, which are classified as non-current.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- The rights to receive cash flows from the asset have expired.
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

(ii) Impairment of financial assets

The Group assesses, at each reporting date, whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred “loss event”) and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and when observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

(iii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position if, and only if:

- There is a currently enforceable legal right to offset the recognised amounts.
- There is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

3. Significant accounting judgements, estimates and assumptions

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 and estimates on historical experience and on other various factors it believes to be reasonable under the circumstances, the result of which form the basis of the carrying values of assets and liabilities that are not readily apparent from other sources.

Management has identified the following critical accounting policies for which significant judgements have been made as well as the following key estimates and assumptions made that have the most significant impact on the financial statements. Actual results may differ from these estimates under different assumptions and conditions and may materially affect financial results or the financial position reported in future periods.

Significant judgements made in applying accounting policies

Lease classification

Where the Group enters into a lease arrangement the risks and rewards of ownership are assessed. Where they are deemed to pass to the Group the lease is classified as a finance lease. Where the risk and rewards of ownership are deemed to remain with the lessor, the lease is classified as an operating lease.

Significant accounting estimates and assumptions

Impairment of goodwill and intangibles with indefinite useful lives

The Group determines whether goodwill and intangibles with indefinite useful lives are impaired at least on an annual basis. This requires an estimation of the recoverable amount of the cash-generating units, using a value in use discounted cash flow methodology, to which the goodwill and intangibles with indefinite useful lives are allocated. The cash flows are derived from the budget and forecast for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is most sensitive to the expected future gross margins. The assumptions used in this estimation of recoverable amount and the carrying amount of goodwill and intangibles with indefinite useful lives including a sensitivity analysis are discussed in note 13.

Recovery of deferred tax assets – refer note 5(c)

Deferred tax assets are recognised for deductible temporary differences as management considers that it is probable that future taxable profits will be available to utilise those temporary differences. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits over the next two years together with future tax planning strategies.

Inventory net realisable value – refer note 10

The Group accounts for inventory at the lower of cost and net realisable value. Net realisable value assessments necessitate management's best estimate as to the ability and likelihood of individual inventory items to be sold above cost.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

3. Significant accounting judgements, estimates and assumptions (continued)

Significant accounting estimates and assumptions (continued)

Useful lives of assets – refer note 12

Useful lives and residual value of property, plant and equipment are reviewed annually. Judgement is applied in determining the useful lives of property, plant and equipment. These judgements are supported by consultation with management and other legal sources. Any reassessment of useful lives and residual value in a particular year will affect depreciation and amortisation expense (either increasing or decreasing) from the date of reassessment through to the end of the reassessed useful life for both the current and future years. Useful lives of intangible assets with finite lives are reviewed annually. Any reassessment of useful lives in a particular year will affect the amortisation expense (either increasing or decreasing) through to the end of the reassessed useful life for both the current and future years.

Long service leave provision – refer note 17

Management judgement is applied in determining the following key assumptions used in the calculation of long service leave at balance date:

- Future increases in salaries and wages;
- Future on-cost rates; and
- Experience of employee departures and period of service.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

4. Other income and expenses

	December 2016 \$000	December 2015 \$000
(a) Other income		
Government grants	19	87
Foreign exchange gains	849	70
Net unrealised gain on related party loan	804	-
Other	293	332
	1,965	489
(b) Employee benefits expense		
Wages and salaries	24,757	28,349
Superannuation expense	2,140	2,450
Subcontractors	9,517	10,939
Other employee benefits expense	2,311	2,935
	38,725	44,673
(c) Depreciation and amortisation charge		
Depreciation	1,941	1,815
Amortisation of IT software	40	52
	1,981	1,867
(d) Other expenses		
Advertising	5,819	7,185
Property rent	8,295	7,961
Property outgoings	3,871	3,757
Communication expenses	1,692	2,044
Banking and transaction expenses	544	608
Impairment loss – receivables	13	285
Net loss from disposal of property, plant & equipment	347	122
Foreign exchange losses	3	315
Freight	1,331	2,251
Other expenses	2,255	2,811
	24,170	27,339
(e) Net finance (expense) / income		
Finance income	45	5
Finance charges payable under finance leases and hire purchase contracts	(14)	(14)
Other borrowing costs	(714)	(230)
Finance costs	(728)	(244)
Net finance (expense) / income	(683)	(239)

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2015

4. Other income and expenses (continued)

	December 2016 \$000	December 2015 \$000
(f) Cost of inventories recognised as an expense	23,311	26,153
(g) Write (back) / down of inventory to net realisable value included within the cost of inventory recognised as an expense	126	7
(h) Minimum lease payments – operating leases	27	57

5. Income tax

(a) Income tax expense

The major components of income tax expense are:

*Income statement**Current income tax*

Current income tax charge

245 -

Adjustments in respect of current income tax of previous years

- 26

Deferred income tax

Current income tax benefit

(851) (1,009)

Relating to origination and reversal of temporary differences

315 (239)

Adjustments in respect of deferred income tax of previous years

77 -

Income tax benefit reported in the statement of comprehensive income

(214) (1,222)

(b) Numerical reconciliation between aggregate tax expense recognised in the statement of comprehensive income and tax expense calculated per the statutory income tax rate

A reconciliation between tax expense and the product of accounting profit before income tax multiplied by the Group's applicable income tax rate is as follows:

Accounting loss before tax

(1,071) (3,851)

At the Group's statutory income tax rate of 30% (December 2015: 30%)

(321) (1,155)

Adjustments in respect of current and deferred income tax of previous years

186 26

Expenditure not allowable for income tax

24 17

Expenditure allowable for income tax, but not deducted for accounting purposes

(9) (15)

Other

(94) (95)

Income tax benefit

(214) (1,222)

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

5. Income tax (continued)

(c) Recognised deferred tax assets and liabilities

Deferred income tax at 31 December relates to the following:

	Statement of financial position		Statement of comprehensive income	
	December 2016	December 2015	December 2016	December 2015
	\$000	\$000	\$000	\$000
<i>Deferred tax assets</i>				
Allowance for doubtful debts	127	146	19	(74)
Inventory	531	581	50	(179)
Accruals	127	99	(28)	(13)
Provision for FBT	6	10	4	(3)
Provision for warranty	49	40	(9)	-
Provision for onerous leases	20	38	18	17
Provision for make good	133	126	(7)	(9)
Employee entitlements	1,039	1,206	167	46
Property, plant and equipment	156	140	(16)	85
Intangibles	177	177	-	-
Grants received	-	-	-	-
Tax losses	2,843	1,931	(912)	(1,081)
Other	11	20	9	(12)
	5,219	4,514	(705)	(1,223)
<i>Deferred tax liabilities</i>				
Prepayment	189	189	-	(80)
Property, plant and equipment	59	54	5	79
Interest receivable	241	-	241	2
	489	243	246	1
Net deferred tax assets	4,730	4,271		
Deferred tax (benefit) / expense			(459)	(1,222)

The Group has accumulated tax losses of \$9,477,000 (December 2015: \$3,791,000) for the period of which \$2,843,000 (December 2015: \$958,000) was recognised as a deferred tax asset. The recognition of the net deferred tax asset is based upon the Company's ability to utilise tax losses based on future forecast of taxable profits.

(d) Tax consolidation legislation

Kresta Holdings Limited and its wholly owned Australian subsidiaries have formed a tax consolidated group as of 1 July 2002. The head entity, Kresta Holdings Limited and the controlled entities in the tax consolidated group continue to account for their own current and deferred tax amounts. The Group has applied the group allocation approach in determining the appropriate amount of current taxes and deferred taxes to allocate to members of the tax consolidated group.

In addition to its own current and deferred tax amounts, Kresta Holdings Limited also recognises the current tax liabilities (or assets) from controlled entities in the tax consolidated group.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

5. Income tax (continued)

(d) Tax consolidation legislation (continued)

Assets or liabilities arising under the tax funding agreements with the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the Group.

A tax funding arrangement is in place to reimburse the parent entity for any liabilities of the subsidiaries it assumes and conversely, for the parent entity to reimburse the subsidiaries for any recognised tax losses it acquires.

(e) Members of the tax consolidated group and the tax sharing arrangement

Members of the tax consolidated group have entered into a tax sharing agreement in order to allocate income tax expense to the wholly owned subsidiaries on a systematic basis. The agreement provides for the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations. At balance date, the possibility of default is remote.

(f) Nature of the tax funding agreement

Members of the group have entered into a tax funding agreement. Under the funding agreement the allocation of tax within the group is based on a group allocation. The tax funding agreement requires payments to/from the head entity to be recognised via an inter-entity receivable (payable) which is at call.

The allocation of taxes under the tax funding agreement is recognised as an increase or decrease in the subsidiaries' intercompany accounts with the tax consolidated group head company, Kresta Holdings Limited. The amounts receivable or payable under the tax funding agreement are due upon receipt of the funding advice from the head entity, which is issued as soon as practical after the end of each financial year.

6. Earnings / (loss) per share

The following reflects the income used in the basic and diluted earnings / (loss) per share computations:

	December 2016 \$000	December 2015 \$000
Earnings used in calculating earnings / (loss) per share		
Net loss attributable to ordinary equity holders of Kresta Holdings Limited	(857)	(2,629)
Weighted average number of shares		
	December 2016 Thousands	December 2015 Thousands
Issued ordinary shares at 1 January	150,259	150,259
Effect of shares issued during the year	-	-
Weighted average number of ordinary shares (basic)	150,259	150,259
Effect of dilution:		
In-substance options (100% fully vested and exercised) (Dec 15: 100%)	-	-
Weighted average number of ordinary shares (diluted) at 31 December	150,259	150,259

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

7. Dividends paid and proposed

	December 2016 \$000	December 2015 \$000
(a) Recognised amounts		
<i>Declared and paid during the year</i>		
Dividends on ordinary shares:		
Final franked dividend for 2016: nil (2015: nil)	-	-
Interim franked dividend for 2016: nil (2015: nil)	-	-
	-	-
(b) Unrecognised amounts		
Dividends on ordinary shares:		
Final franked dividend for 2016: nil (2015: nil)	-	-
	-	-
(c) Franking credit balance		
The amount of franking credits available for the subsequent financial year are:		
Franking account balance as at end of the financial year at 30% (2015: 30%)	1,033	1,033
The amount of franking credits available for future reporting periods:		
Impact on the franking account of dividends proposed or declared before the financial report was authorised for issue but not recognised as a distribution to equity holders during the period	-	-
	1,033	1,033
(d) Tax rates		
The tax rate at which paid dividends have been franked is 30% (December 2015: 30%).		
Dividends proposed will be franked at the rate of 30% (December 2015: 30%).		

8. Cash and cash equivalents

	December 2016 \$000	December 2015 \$000
Cash at bank and on hand	9,009	8,650
Total cash and cash equivalents	9,009	8,650

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

8. Cash and cash equivalents (continued)

Cash at bank earns interest at floating rates based on daily bank deposits rates. The carrying amounts of cash and cash equivalents approximate fair value.

Reconciliation of net profit after tax to net cash flows from operations

	December 2016 \$000	December 2015 \$000
Net profit / (loss)	(857)	(2,629)
<i>Adjustments for:</i>		
Depreciation	1,941	1,815
Amortisation	40	53
Net loss on disposal of property, plant and equipment	347	122
Net unrealised gain	(784)	(24)
Share-based payment expense	-	-
<i>Changes in assets and liabilities</i>		
(Increase) / decrease in trade and other receivables	1,533	(713)
(Increase) / decrease in inventories	4,988	(8,015)
Increase in deferred tax assets	(459)	(1,222)
Decrease in prepayments	560	780
Increase / (decrease) in trade and other payables	(2,237)	4,304
Increase in tax receivables/payable	99	-
Decrease in provisions	(793)	(184)
Net cash from / (used in) operating activities	4,378	(5,713)

9. Trade and other receivables

	December 2016 \$000	December 2015 \$000
Current		
Trade receivables	1,960	2,978
Allowance for impairment loss ^(a)	(424)	(509)
	1,536	2,469
Short term deposits ^(b)	31	31
Other receivables ^(c)	132	716
	1,699	3,216
Non-current		
Short term deposits ^(b)	12	32

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

9. Trade and other receivables (continued)

(a) Allowance for impairment loss

Trade receivables are non-interest bearing and are generally on 30-60 day terms. An allowance for doubtful debts is recognised when there is objective evidence that an individual trade receivable is impaired. An impairment allowance of \$9,000 (December 2015: \$285,000) has been recognised by the Group during the year. The amount has been included in the other expense item. No individual amount within the impairment allowance is material.

Movements in the provision for impairment loss were as follows:

	December 2016 \$000	December 2015 \$000
At 1 January	509	261
Charge for the year	9	285
Utilised	(94)	(37)
At 31 December	424	509

At 31 December, the ageing analysis of trade receivables is as follows:

	Total	0-30 days	31-60 days	61-90 days PDNI ⁽ⁱ⁾	61-90 days CI ⁽ⁱⁱ⁾	+91 days PDNI ⁽ⁱ⁾	+91 days CI ⁽ⁱⁱ⁾
		\$000	\$000	\$000	\$000	\$000	\$000
December 2016	1,960	1,116	343	58	-	19	424
December 2015	2,978	1,081	461	265	-	662	509

⁽ⁱ⁾ Past due not impaired (PDNI)

⁽ⁱⁱ⁾ Considered impaired (CI)

Receivables past due but not considered impaired are: \$77,000 (December 2015: \$927,000). Payment terms on these amounts have not been renegotiated. These receivables primarily relate to commercial customers, management has completed a detail review of these balances and is satisfied the impairment is adequate. Other balances within trade and other receivables do not contain impaired assets and are not past due. It is expected that these other balances will be received when due.

(b) Deposits are in respect of security deposits for premises leased.

(c) Other receivables are non-interest bearing and have repayment terms between 30 and 90 days.

(d) Fair value and credit risk

The carrying value of trade and other receivables approximates their fair value. The maximum exposure to credit risk is the carrying value of receivables. Collateral is not held as security, nor is it the Group's policy to transfer (on-sell) receivables to special purpose entities.

(e) Foreign exchange and interest rate risk

Detail regarding foreign exchange and interest rate risk exposure is disclosed in note 20.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

10. Inventories

	December 2016 \$000	December 2015 \$000
Raw materials (at the lower of cost and net realisable value)	4,001	6,950
Finished goods (at the lower of cost and net realisable value)	8,472	10,511
Total inventories at the lower of cost and net realisable value	12,473	17,461

11. Parent entity information

	December 2016 \$000	December 2015 \$000
Current assets	2,174	8,820
Total assets	7,586	13,826
Current liabilities	14,377	16,879
Total liabilities	16,071	19,328
Issued capital	12,892	12,892
Accumulated losses	(21,872)	(18,889)
Reserves	495	495
Employee reserved shares	-	-
Total shareholder's equity	(8,485)	(5,502)
Loss of the parent entity	(2,983)	(3,570)
Total comprehensive loss of the parent entity	(2,983)	(3,570)

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

12. Property, plant and equipment

	Freehold land and building	Plant and equipment	Motor vehicles	Total
	\$000	\$000	\$000	\$000
Cost				
Balance at 1 January 2016	6,884	25,090	2,220	34,194
Other additions	-	1,753	146	1,899
Disposals	-	(1,747)	(135)	(1,882)
Transfer	-	12	2	14
Effect of movements in exchange rates	-	(9)	-	(9)
Balance at 31 December 2016	6,884	25,099	2,233	34,216
Balance at 1 January 2015	6,850	23,221	1,975	32,046
Other additions	34	2,697	275	3,006
Disposals	-	(820)	(30)	(850)
Effect of movements in exchange rates	-	(8)	-	(8)
Balance at 31 December 2015	6,884	25,090	2,220	34,194
Depreciation				
Balance at 1 January 2016	1,277	17,853	1,300	20,430
Depreciation charge for the year	127	1,620	194	1,941
Disposals	-	(1,259)	(135)	(1,394)
Effect of movements in exchange rates	-	12	-	12
Balance at 31 December 2016	1,404	18,226	1,359	20,989
Balance at 1 January 2015	1,150	17,017	1,124	19,291
Depreciation charge for the year	127	1,486	202	1,815
Disposals	-	(657)	(26)	(683)
Effect of movements in exchange rates	-	7	-	7
Balance at 31 December 2015	1,277	17,853	1,300	20,430
Carrying amounts				
At 31 December 2016	5,480	6,873	874	13,227
At 31 December 2015	5,607	7,237	920	13,764

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

12. Property, plant and equipment (continued)

Land and buildings with a carrying amount of \$5,480,000 (December 2015: \$5,607,000) are subject to a first charge over available finance facilities (see note 16).

Plant and equipment and motor vehicles with a carrying amount of \$7,747,000 (December 2015: \$8,157,000) is pledged as securities for current and non-current liabilities as disclosed in note 16.

13. Intangible assets and goodwill

	IT software \$000	Trademark \$000	Goodwill \$000	Total \$000
Cost				
Balance at 1 January 2016	2,562	589	2,212	5,363
Other additions	21	-	-	21
Disposals	(13)	-	-	(13)
Balance at 31 December 2016	2,570	589	2,212	5,371
Balance at 1 January 2015	2,184	589	2,212	4,985
Other additions	378	-	-	378
Balance at 31 December 2015	2,562	589	2,212	5,363
Amortisation and impairment				
Balance at 1 January 2016	1,896	589	292	2,777
Amortisation charge for the year	40	-	-	40
Balance at 31 December 2016	1,936	589	292	2,817
Balance at 1 January 2015	1,844	589	292	2,725
Amortisation charge for the year	52	-	-	52
Balance at 31 December 2015	1,896	589	292	2,777
Carrying amounts				
At 31 December 2016	634	-	1,920	2,554
At 31 December 2015	666	-	1,920	2,586

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

13. Intangible assets and goodwill (continued)

Impairment tests for goodwill

Goodwill acquired through business combinations has been allocated to cash generating units (“CGUs”) for impairment testing as follows:

- the Kresta Holdings Limited CGU; and
- the Curtain Wonderland Pty Limited group of CGUs

Market capitalisation of the Group as at the reporting date was \$24,040,000 (December 2015: \$27,047,000).

Kresta Holdings Limited unit

The recoverable amount of the goodwill has been determined based on a value in use calculation using cash flow projections based on financial budgets approved by senior management covering a five year period. The anticipated sales growth over the five years is estimated to average 2.69% per annum (December 2015: 2.00%).

The pre-tax discount rate applied to cash flow projections is 12.80% per annum (December 2015: 13.88%). The projected value in use exceeds the carrying amount of the assets within the cash generating unit and therefore no impairment has been noted.

The carrying amount of goodwill allocated to the Kresta Holdings Limited unit is \$1,064,000 (December 2015: \$1,064,000).

Curtain Wonderland Pty Limited unit

The recoverable amount of the goodwill has been determined based on a value in use calculation using cash flow projections based on financial budgets approved by senior management covering a five year period. The anticipated sales growth over the five years is estimated to average 3.47% per annum (December 2015: 3.47%).

The pre-tax discount rate applied to cash flow projections is 15.61% per annum (December 2015: 13.88%). The projected value in use exceeds the carrying amount of the assets within the cash generating unit and therefore no impairment has been noted.

The carrying amount of goodwill allocated to the Curtain Wonderland Pty Limited unit is \$856,000 (December 2015: \$856,000).

Key assumptions

The following describes the key assumptions on which management has based its cash flow projections.

Gross margins

The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budgeted year. These are reflective of past experience.

Raw materials price inflation

The basis used to determine the value assigned to raw material price inflation is the forecast price index during the budget year for Australia and for China, being where raw materials are sourced. Values assigned to this key assumption are consistent with external sources of information.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

13. Intangible assets and goodwill (continued)

Key assumptions (continued)

Discount rate

Discount rate reflects management's estimate of the time value of money and the risks specific to each unit. This is the benchmark used by management to assess operating performance and to evaluate future investment proposals. In determining appropriate discount rates for each unit, regard has been given to the weighted average cost of capital, then adjusted for risks specific to each business/CGU where applicable.

Sales growth

Management expect to see top and bottom line growth of at least 3% over the next 5 years due to national synergies, investment in our sales capability, business restructuring to achieve efficiencies, continued focus on purchasing efficiencies and capital investment in our sales footprint.

Sensitivity to changes in assumptions

With regard to the assessments of the value in use of Curtain Wonderland and Kresta Holdings Limited, management believe that no reasonably possible change in any of the above key assumptions would cause the carrying value of the unit to materially exceed its recoverable amount.

14. Share-based payment plans

The LTI scheme was approved by shareholders at the 2011 Annual General Meeting. Under the plan, eligible employees are invited to subscribe for fully paid ordinary shares in the Company, funded by a limited-recourse loan from the Group, where the interest rate on the loan will equal to the dividend rate.

Under the plan, shares are allotted at the weighted average market price of Kresta Holdings Limited shares for the 5 days prior to the offer. The shares are not subject to any specific vesting conditions, other than continuous employment; the shares are being held in escrow with half of the shares to be released between 1.5 to 2.0 years of continuous employment and the other half to be released between 2.5 to 3.0 years of continuous employment from the date of issue.

The eligible employee's obligation for repayment of the loans is limited to the dividends declared and capital returns by the Company and, in the event the employee ceases employment, the market price achieved on the sale of the shares held as security by the Company for the loans.

The plan is accounted for as an in-substance option plan, with the contractual life of each option equivalent to the loan life, being 7 years. Repayment of the loan constitutes exercise of the option, with the exercise price being the remaining loan balance per share. Loans are repaid from dividends declared, capital returns and cash repayments. Once the loan is repaid in full the employee reserved shares are converted to unrestricted ordinary shares.

During the year no LTI Shares were granted to executives (2015: nil)

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

15. Trade and other payables

	December 2016 \$000	December 2015 \$000
Current		
Trade payables ^(a)	3,593	6,786
Other payables ^(b)	3,006	1,955
Customer deposits	2,635	2,826
Goods and services tax	385	298
	<u>9,619</u>	<u>11,865</u>

(a) Trade payables are non-interest bearing and are normally settled on 30-day terms.

(b) Other payables are non-trade payables, are non-interest bearing and are normally settled on 30-day terms.

(c) Fair value

Due to the short term nature of these payables, their carrying value approximates their fair value.

16. Interest-bearing loans and borrowings

	December 2016 \$000	December 2015 \$000
Current		
Insurance finance loan	155	390
Software licence finance loan	85	145
Related Party loan	13,078	15,862
	<u>13,318</u>	<u>16,397</u>
Non-current		
Software licence finance loan	-	85
	<u>-</u>	<u>85</u>

Fair value disclosures

The carrying value of the Group's interest bearing liabilities approximate their fair value.

Insurance finance loan

Insurance finance loan has a fixed rate of 1.2%.

Software licence finance loan

Software licence finance loan has a zero interest rate attached.

Related party loan

The Company has two unsecured loans from Suntarget (HongKong) Trading Co., Limited, a subsidiary of Ningbo Xianfeng New Material Company ("Aplus"). The initial loan in March 2015, was for RMB16,000,000, has a fixed interest rate of 5% per annum and expires on 30 June 2017. The second loan in December 2015, was for RMB50,000,000 which expires 30 June 2018. The interest rate on this loan is fixed at 5% per annum. Both loan contracts require both parties to agree to any extensions of the loan term.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

16. Interest-bearing loans and borrowings (continued)

Trade finance facility

The Group's multi-option facility of \$3,000,000 from Commonwealth Bank of Australia Limited expired during the year. As at 31 December 2016, the fixed and floating charge over the assets of Kresta Holdings Limited and its related entities was still in place.

Financing facilities available

At reporting date, the following financing facilities had been negotiated and were available:

	December 2016 \$000	December 2015 \$000
Total facilities		
Bank overdraft	-	2,578
Bank guarantee	-	422
Trade	-	-
Other finance loan	240	620
	240	3,620
Facilities used at reporting date		
Bank overdraft	-	-
Bank guarantee	-	387
Trade	-	-
Other finance loan	240	620
	240	1,007
Facilities unused at reporting date		
Bank overdraft	-	2,578
Bank guarantee	-	35
Trade	-	-
Other finance loan	-	-
	-	2,613
Total facilities	240	3,620
Facilities used at reporting date	240	1,007
Facilities unused at reporting date	-	2,613

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

16. Interest-bearing loans and borrowings (continued)

Assets pledged as security

The carrying amount of assets pledged as security during the year ended 31 December 2016:

	<i>Note</i>	December 2016 \$000	December 2015 \$000
Current			
<i>Floating charge</i>			
Cash and cash equivalents	8	9,009	8,650
Receivables	9	1,668	3,185
Inventories	10	12,473	17,461
Total current assets pledged as security		23,150	29,296
Non-current			
<i>First mortgage</i>			
Freehold land and buildings	12	5,480	5,607
<i>Floating charge</i>			
Plant and equipment and motor vehicles	12	7,747	8,157
Total non-current assets pledged as security		13,227	13,764
Total assets pledged as security		36,377	43,060

17. Provisions

	Onerous leases \$000	Warranty \$000	Employee benefits \$000	Make good \$000	Total \$000
At 1 January 2016	126	164	4,114	670	5,074
Arising during the year	-	-	1,891	144	2,035
Utilised	(59)	-	(2,528)	(112)	(2,699)
Unused amounts reversed	-	-	-	-	-
At 31 December 2016	67	164	3,477	702	4,410
Current December 2016	60	66	2,995	198	3,319
Non-current December 2016	7	98	482	504	1,091
	67	164	3,477	702	4,410

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

17. Provisions (continued)

	Onerous leases \$000	Warranty \$000	Employee benefits \$000	Make good \$000	Total \$000
At 1 January 2015	185	165	4,242	605	5,197
Arising during the year	-	-	1,880	100	1,980
Utilised	(59)	(1)	(1,860)	(35)	(1,955)
Unused amounts reversed	-	-	(148)	-	(148)
At 31 December 2015	126	164	4,114	670	5,074
Current December 2015	59	66	3,464	191	3,780
Non-current December 2015	67	98	650	479	1,294
	126	164	4,114	670	5,074

(a) Onerous leases

The provision for onerous lease contracts represents the present value of the future lease payments that the Group is presently obligated to make under non-cancellable onerous operating lease contracts, less revenue expected to be earned on the lease, including estimated future sub-lease revenue, where applicable. The estimate may vary as a result of changes in the utilisation of the leased premises and sub-lease arrangements where applicable. The unexpired term of the lease is 25 months.

(b) Warranty

A provision is recognised for expected warranty claims on products sold, based on past experience of the level of repairs and returns. Assumptions used to calculate the provision for warranties were based on current sales levels and current information available about returns based on the two-year warranty period for the products sold.

(c) Employee benefits

The provision for employee benefits represents annual leave and long service leave entitlements accrued and non-monetary benefits provided to eligible employees. The long service leave is discounted to determine its present value. The discount rate is the yield at the reporting date of corporate bonds.

(d) Make good

The Group is required to restore the leased premises of its retail stores to their original condition at the end of the respective lease terms. A provision has been recognised for the present value of the estimated expenditure required to remove any leasehold improvements. These costs have been capitalised as part of the cost of leasehold improvements and are amortised over the shorter of the term of the lease or the useful life of the assets, being between 1 and 6 years.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

18. Contributed equity and reserves

(a) Contributed Equity

	December 2016 \$000	December 2015 \$000
Issued capital - ordinary shares	12,892	12,892
Employee reserved shares	-	-
	<u>12,892</u>	<u>12,892</u>

Ordinary shares have the right to receive dividends as declared and, in the event of winding up the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held. Ordinary shares entitle their holder to one vote, either in person or by proxy, at a meeting of the Company.

Shares issued to employees under the share loan plan referred to in note 14 are fully issued via a limited recourse loan to employees, and as such the arrangement is accounted for as in-substance options. Loans are repaid from dividends declared, capital returns and cash repayments. Once the loan is repaid in full the employee reserved shares are converted to unrestricted ordinary shares.

Movement in ordinary shares on issue

	No. of shares Thousands	\$000
At 1 January	150,259	12,892
At 31 December	<u>150,259</u>	<u>12,892</u>

Movement in employee reserved shares on issue

	No. of shares Thousands	\$000
At 1 January	-	-
At 31 December	<u>-</u>	<u>-</u>

(b) Capital management

The Group's objective when managing capital is to safeguard the ability to continue as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management also aims to maintain a capital structure that ensures the lowest cost of capital available to the entity. The Group is not subject to any externally imposed capital requirements.

The Group regularly reviews the capital structure and seeks to take advantage of available opportunities to improve outcomes for the Group and its shareholders.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

18. Contributed equity and reserves (continued)

(b) Capital management (continued)

During the year additional funds required for working capital and capital expenditure were sourced from related party loans provided by Suntarget refer to note 22.

(c) Retained earnings

Movement in retained earnings

	December 2016 \$000	December 2015 \$000
Balance as at 1 January	5,484	8,044
Net profit / (loss) for the year	(857)	(2,629)
Transfer from Employee shares reserve	-	69
Dividends	-	-
Balance as at 31 December	4,627	5,484

(d) Reserves

Movement in reserves

	Employee equity benefits \$000	Foreign currency translation \$000	Total \$000
At 1 January 2016	495	(546)	(51)
Foreign currency translation differences	-	(4)	(4)
At 31 December 2016	495	(550)	(55)

Share-based payment reserve

This reserve is used to record the value of equity benefits provided to employees, including key management personnel, as part of their remuneration. Refer to note 14 for further details of these plans.

Foreign currency translation reserve

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

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

19. Government grants

Movement in government grants

	December 2016 \$000	December 2015 \$000
At 1 January	-	-
Received during the period	19	163
Recognised as income	(19)	(163)
At 31 December	-	-

During the period the Group received \$19,000 (December 2015: \$163,000) government grants. The government grants received were in relation to training programs which were implemented across the business. The accounting policy adopted by the Group is disclosed in note 2 (g).

20. Financial risk management objectives and policies

The Group's principal financial instruments comprise receivables, payables, bank loans and overdrafts, finance leases and hire purchase contracts, cash and short-term deposits.

Risk exposures and responses

The Group manages its exposure to key financial risks in accordance with the Group's financial risk management policy. The objective of the policy is to support the delivery of the Group's financial targets while protecting future financial security.

The Group enters into derivative transactions, principally forward currency contracts. The purpose is to manage the currency risks arising from the Group's operations and its sources of finance. The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The Group uses different methods to measure and manage different types of risks to which it is exposed. These include monitoring levels of exposure to interest rate and foreign exchange risk and assessments of market forecasts for interest rate and foreign exchange. Ageing analyses and monitoring of specific credit allowances are undertaken to manage credit risk. Liquidity risk is monitored through the development of future rolling cash flow forecasts. During 2015, the group did not enter into any derivative transactions.

Senior management, in conjunction with the Board, reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

At balance date, the Group had the following mix of financial assets exposed to Australian variable interest rate risk:

	December 2016 \$000	December 2015 \$000
Financial assets		
Cash and cash equivalents	9,009	8,650
Net exposure	9,009	8,650

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

20. Financial risk management objectives and policies (continued)

Risk exposures and responses (continued)

Interest rate risk (continued)

Currently the Group does not have any debts that may be affected from changes in interest rates.

At 31 December 2016, if interest rates had moved, with all other variables held constant, post tax loss/profit would have been affected as follows:

Judgements of reasonably possible movements

	Post tax loss (higher) / lower	
	December 2016 \$000	December 2015 \$000
+1.0% (100 basis points) (2015: +1.0%)	90	60
-0.5% (50 basis points) (2015: -0.5%)	(45)	(30)

The movements in profit/loss are due to higher/lower interest costs from variable rate debt and cash balances. The sensitivity is based on reasonably possible changes, over a financial year, using the observed range of actual historical rates and management's judgement of future trends. The analysis was performed on the same basis for December 2015.

Foreign currency risk

As a result of large purchases of inventory denominated in United States Dollars and Chinese Yuan, the Group's statement of financial position can be affected significantly by movements in the USD / AUD and CNY / AUD exchange rates.

The Group also has transactional currency exposures. Such exposure arises from sales or purchases by an operating unit in currencies other than the functional currency.

Less than 4.0% (December 2015: 4.0%) of the Group's sales are denominated in currencies other than the functional currency of the operating unit making the sale. Approximately 60% (December 2015: 60%) of the Group's inventory purchases are denominated in currencies other than the functional currency of the operating unit making the purchase.

The Group uses forward currency contracts to manage foreign currency exposures. It is the Group's policy not to enter into forward currency contracts until a firm commitment is in place and to negotiate the terms of the hedge derivatives to exactly match the terms of the hedged item to maximise hedge effectiveness.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

20. Financial risk management objectives and policies (continued)

Risk exposures and responses (continued)

Foreign currency risk (continued)

At 31 December 2016, the Group had the following exposure to USD and CNY foreign currency:

	Currency	December 2016 \$000	December 2015 \$000
Financial Assets			
Cash and cash equivalents	USD	746	-
Cash and cash equivalents	CNY	22	2,399
Financial Liabilities			
Trade and other payables	USD	(73)	(2,864)
Trade and other payables	CNY	(2,630)	(1,662)
Related party loan	CNY	(13,078)	(13,862)

The following sensitivity is based on the foreign currency risk exposures in existence at the balance sheet date. As at 31 December 2016, had the Australian Dollar moved, with all other variables held constant, post-tax loss would have been affected as follows:

Judgements of reasonably possible movements

	Post tax profit higher / (lower)	
	December 2016 \$000	December 2015 \$000
<u>Financial assets</u>		
AUD / USD +10%	(68)	-
AUD / USD -5%	34	-
AUD / CNY +10% (December 2015: +10%)	(2)	(218)
AUD / CNY -5% (December 2015: -5%)	1	109
<u>Financial liabilities</u>		
AUD / USD +10% (December 2015: +10%)	7	200
AUD / USD -5% (December 2015: -5%)	(4)	(100)
AUD / CNY +10% (December 2015: +10%)	1,427	1,381
AUD / CNY -5% (December 2016: -5%)	(714)	(691)

In both the current and prior year, the sensitivity rates are based on reasonably possible changes, over a financial year, using the observed range of actual historical rates and management's judgement of future trends.

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

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

20. Financial risk management objectives and policies (continued)

Risk exposures and responses (continued)

Credit risk

Credit risk arises from the financial assets of the Group, which comprise cash and cash equivalents and trade and other receivables. The Group's exposure to credit risk arises from potential default of the counterparty, with a maximum exposure equal to the carrying amount of the financial assets.

The Group does not hold any credit derivatives to offset its credit exposure. The Group trades only with recognised, creditworthy third parties, and as such collateral is not requested nor is it the Group's policy to securitise its trade and other receivables. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures.

Receivable balances are monitored on an ongoing basis with the result that the Group's experience of bad debts has not been significant.

At balance date, there are no significant concentrations of credit risk within the Group other than cash and cash equivalents.

Liquidity risk

Liquidity risk arises from the financial liabilities of the Group and the Group's subsequent ability to meet their obligations to repay their financial liabilities as and when they fall due.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bill facilities, finance leases and hire purchase contracts where required.

The following are the remaining contractual maturities at the end of the reporting period of undiscounted financial assets and liabilities.

	December 2016				
	< 6	6-12	1-2	> 2	Total
	months	months	years	years	
	\$000	\$000	\$000	\$000	\$000
Financial assets					
Cash and cash equivalents	9,009	-	-	-	9,009
Trade and other receivables	1,667	32	-	12	1,711
	10,676	32	-	12	10,720
Financial liabilities					
Trade and other payables	(9,619)	-	-	-	(9,619)
Related party loans	(3,182)	(9,896)	-	-	(13,078)
Other loans	(228)	(12)	-	-	(240)
	(13,029)	(9,908)	-	-	(22,937)
Net outflow	(2,353)	(9,876)	-	12	(12,217)

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

20. Financial risk management objectives and policies (continued)

Risk exposures and responses (continued)

Liquidity risk (continued)

	December 2015				
	< 6	6-12	1-2	> 2	Total
	months	months	years	years	
	\$000	\$000	\$000	\$000	\$000
Financial assets					
Cash and cash equivalents	8,650	-	-	-	8,650
Trade and other receivables	2,816	400	-	32	3,248
	11,466	400	-	32	11,898
Financial liabilities					
Trade and other payables	(11,865)	-	-	-	(11,865)
Related party loans	(3,373)	(12,489)	-	-	(15,862)
Other loans	(463)	(72)	(85)	-	(620)
	(15,701)	(12,561)	(85)	-	(28,347)
Net outflow	(4,235)	(12,161)	(85)	32	(16,449)

Fair values

The Group uses various methods in estimating the fair value of a financial instrument. The methods comprise:

- Level 1 – the fair value is calculated using quoted prices in active markets;
- Level 2 – the fair value is estimated using inputs other than quoted prices included in Level 1 that are observable for the asset or liability; and
- Level 3 – the fair value is estimated using inputs for the asset or liability that are not based on observable market data.

For financial instruments not quoted in active markets, the Group uses valuation techniques such as present value techniques, comparison to similar instruments for which market observable prices exist and other relevant models used by market participants. These valuation techniques use both observable and unobservable market inputs.

Financial instruments that use valuation techniques with only observable market inputs or unobservable inputs that are not significant to the overall valuation include forward exchange contracts and interest rate swaps.

Fair values of other financial assets and liabilities approximate their carrying values. There were no transfers between Level 1 and Level 2 during the year.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

21. Commitments

Operating lease commitments

The Group has entered into commercial leases on buildings and IT equipment. The commercial leases on buildings have an average life of between 1 and 6 years with renewal options included in some of the contracts, while the IT equipment has an average life of between 1 and 2 years. There are no restrictions placed upon the lessee by entering into these leases.

Future minimum rentals payable under non-cancellable operating leases as at 31 December are as follows:

	December 2016 \$000	December 2015 \$000
Within one year	7,849	6,216
After one year but not more than five years	20,537	12,811
More than five years	1,662	1,629
Total minimum lease payments	30,048	20,656

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

22. Related parties

The following table provides the total amount of transactions and outstanding balances that have been entered into with related parties for the relevant financial year.

	Purchases from related parties		Interest charged to related parties		Amounts owed to related parties		Amounts owed by related parties	
	12 months ended Dec	12 months ended Dec	Dec	Dec	Dec	Dec	Dec	Dec
	2016	2015	2016	2015	2016	2015	2016	2015
	\$000	\$000	\$000	\$000	\$000	\$000	\$000	\$000
SunTarget (HongKong) Trading Co., Limited. ⁽ⁱ⁾	-	-	700	-	13,754	13,862	-	-
Lylu Pty Ltd as trustee of the Lylu Trust ⁽ⁱⁱ⁾	-	-	8	-	-	2,000	-	-
Ningbo Xianfeng New Material Co., Ltd (APLUS) ⁽ⁱ⁾	-	28	-	-	4	4	51	-
Moon Lake Investments Pty Ltd ⁽ⁱⁱⁱ⁾	-	-	-	-	-	-	28	-
	-	28	708	-	13,758	15,866	79	-

⁽ⁱ⁾ Suntarget (HongKong) Trading Co., Limited is a subsidiary of Ningbo Xianfeng New Material Company (“Aplus”) the majority shareholder of the company. Their shareholder and Executive Chariman Mr Xianfeng Lu is also Executive Chairman of Kresta Holdings Limited.

⁽ⁱⁱ⁾ The Lylu Trust provided the company with a \$2,000,000 unsecured loan during the year. The loan was repaid in February 2016 and had a fixed interest rate of 6% per annum. A beneficiary of the trust is a relation of Mr Xianfeng Lu.

⁽ⁱⁱⁱ⁾ Moonlake Investments Pty Ltd is a private company owned by Mr Xianfeng Lu.

The purchases from related parties are made on terms equivalent to those that prevail in arm’s length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees received for any related party payables.

Ultimate parent

Kresta Holdings Limited is the ultimate parent company.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

22. Related parties (continued)

Subsidiaries

The financial statements include the financial statements of Kresta Holdings Limited and the subsidiaries listed in the following table:

	Country of Incorporation	% Equity interest	
		December 2016	December 2015
Finmar Pty Ltd	Australia	100	100
Kresta Blinds (Holdings) Pty Ltd	Australia	100	100
Kresta Blinds Ltd	Australia	100	100
Kresta Blinds International Pty Ltd	Australia	100	100
Kedena Holdings Pty Ltd	Australia	100	100
Sharatan Pty Ltd	Australia	100	100
Blind Wholesalers, Distributors and Manufacturers Pty Ltd	Australia	100	100
Mardo Australia Pty Ltd	Australia	100	100
Twilight Sun Pty Ltd	Australia	100	100
Mardo International Pty Ltd	Australia	100	100
Sandelle Pty Ltd	Australia	100	100
Curtain Wonderland Pty Ltd	Australia	100	100

Entities subject to class order relief

Pursuant to ASIC Corporations (Wholly-owned Companies) 2016/785, relief has been granted to these controlled entities of Kresta Holdings Limited from the *Corporations Act* requirements for preparation, audit and lodgement of their financial reports.

As a condition of the Instrument, the above companies (the Closed Group) entered into a Deed of Cross Guarantee on 22 February 2010. The effect of the Deed is that Kresta Holdings Limited has guaranteed to pay any deficiency in the event of winding up of either controlled entity or if they do not meet their obligations under the terms of the overdrafts, loans, leases or other liabilities subject to the Guarantee. The controlled entities have also given a similar guarantee in the event that Kresta Holdings Limited is wound up or it does not meet its obligations under the terms of overdrafts, loans, leases or other liabilities subject to the Guarantee.

The statement of financial position and statement of comprehensive income for the closed group is not materially different to the Group's statement of financial position and statement of comprehensive income.

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

22. Related parties (continued)

Compensation of key management personnel of the Group

	December 2016 \$	December 2015 \$
Short-term employee benefits	790,045	1,440,148
Post-employment benefits	59,802	100,773
Other long-term benefits	111,134	-
Termination benefits	264,423	-
Share-based payment	-	-
Total compensation	1,225,404	1,540,921

23. Events after the balance sheet date

Subsequent to year end, the Group paid RMB15,148,936 to Suntarget (Hong Kong) Trading Co., Limited. These payments related to interest due of RMB2,987,390 and principal repayment of RMB12,161,546 on the RMB16,000,000 unsecured loan.

Other than the matters raised above, there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors of the company, to affect significantly the operations of the Group, the results of those operations, or the state of affairs of the Group, in future financial years

24. Auditors' remuneration

The auditor of Kresta Holdings Limited is Ernst & Young.

	December 2016 \$	December 2015 \$
Amounts received or due and receivable by Ernst & Young (Australia) for:		
An audit or review of the financial report of the entity and any other entity in the consolidated group	158,984	111,966
Other services in relation to the entity and any other entity in the consolidated group	-	25,750
Other assurance services	-	25,750
	158,984	137,716

Notes to the consolidated financial statements (continued)

For the year ended 31 December 2016

25. Operating segments

The Group has identified its operating segment based on the management reports that are reviewed and used by the executive management team (chief operating decisions makers) in assessing performance and in determining the allocation of resources. Management has identified a single operating segment, which is manufacture and sales of window coverings.

The performance of the operating segment is evaluated based on profit before tax and net finance costs (profit before tax and interest) and is measured in accordance with the Group's accounting policies. The Group's financing requirements, finance income, finance costs and taxes are managed on a group basis.

Geographical areas

The Group has revenues from external customers attributed to:

- Australia (the Group's country of domicile) and
- New Zealand

	December 2016 \$000	December 2015 \$000
Revenues (Australia)	82,395	92,138
Revenues (New Zealand)	3,439	3,793
	<u>85,834</u>	<u>95,931</u>
	December 2016 \$000	December 2015 \$000
Non-current assets (Australia)	15,722	15,996
Non-current assets (New Zealand)	71	54
	<u>15,793</u>	<u>16,050</u>

Non-current assets include tangible and intangible assets, but exclude financial instruments and deferred tax assets.

Revenue is attributed to geographic location based on the location of the customers.

Major customers

The Group's customers consist of over six thousand individual customers to which it provides products and services. There is no one external customer that generates 10% or more of the Group's revenues.

Directors' declaration

In accordance with a resolution of the Directors of Kresta Holdings Limited, I state that:

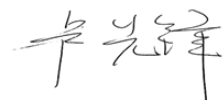
In the opinion of the Directors:

- (a) The financial statements and notes of the consolidated entity are in accordance with the *Corporations Act 2001*, including:
 - (i) Giving a true and fair view of the financial position as at 31 December 2016 and its performance for the year ended on that date of the consolidated entity; and
 - (ii) Complying with Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*;
- (b) The financial statements and notes also comply with International Financial Reporting Standards as disclosed in note 2(c).
- (c) 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 has been made after receiving the declarations required to be made to the Directors in accordance with section 295A of the *Corporations Act 2001* for the financial year ended 31 December 2016.

As at the date of this declaration, there are reasonable grounds to believe that the members of the Closed Group identified in note 22 will be able to meet any obligations or liabilities to which they are or may become subject, by virtue of the Deed of Cross Guarantee.

On behalf of the Board



Xianfeng Lu
Executive Chairman
Perth, 31 March 2017

Independent auditor's report to the shareholders of Kresta Holdings Limited

Report on the audit of the financial report

Opinion

We have audited the financial report of Kresta Holdings Limited (the Company) and its subsidiaries (collectively the Group), which comprises the consolidated statement of financial position as at 31 December 2016, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, notes to the financial statements, 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:

- a. giving a true and fair view of the consolidated financial position of the Group as at 31 December 2016 and of its consolidated financial performance for the year ended on that date; and
- b. 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 auditor independence requirements of 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* (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 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 judgment, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial report. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial report.

1. Going concern assessment

Why significant

For the year ended 31 December 2016, the Group incurred a loss after tax of \$0.861 million, with a net cash inflow from operations of \$4.378 million.

This is an area of significance as the Group has a working capital deficiency of \$1.968 million, inclusive of \$13.078 million relating to related party loans from Suntarget (HongKong) Trading Co., Limited (Suntarget) as disclosed in note 16 to the financial statements.

The financial statements have been prepared on a going concern basis for the reasons described in Note 2(b) to the financial statements.

How our audit addressed the key audit matter

We evaluated the Group's future cash flow forecasts, and the process by which they were prepared, and considered the key underlying assumptions such as expected cash inflows from the sale of goods and expected cash outflows from purchases of inventory, payments to employees and other cash outflows.

We assessed whether the assumptions relating to sales forecasts and sales prices were consistent with current and historical performance.

We also assessed the Group's sensitivity analysis using reduced sales forecasts and accompanying key assumptions to ascertain the extent of change in those assumptions that either individually or collectively would lead to alternative conclusions.

We performed a retrospective evaluation of prior year cash flow forecasts to consider the Group's historical ability to meet their forecasts.

We assessed the adequacy of the letter outlining the financial support provided by the related party, Suntarget.

We assessed the adequacy of the disclosures in the financial statements.

2. Inventory obsolescence provision

Why significant

The Group manufactures and sells window coverings and is subject to changing consumer demands. At 31 December 2016, \$12.473 million of inventory was recorded in the consolidated statement of financial position, as disclosed in Note 10.

The Group utilises an inventory obsolescence methodology, which involves judgment in forecasting future sales and inventory liquidation plans.

The provisioning methodology calculates the appropriate level of provisioning for items which may ultimately be sold below cost.

The valuation of inventory is an area of significance due to the quantum of inventory held and the judgment involved in the assessment of inventory net realizable value.

How our audit addressed the key audit matter

We evaluated the basis for the inventory obsolescence provision including the consistency of provisioning in line with the Group's policy and Australian Accounting Standards.

We assessed the Group's calculation of the provision for obsolescence, which included analyses by product of gross margin, turnover, stock aging and other qualitative criteria, including runouts and discontinued stock.

3. Assessment of impairment of goodwill

Why significant

At 31 December 2016, the Group goodwill of \$1.920 million and other intangibles (IT Software) of \$0.634 million were recorded in the consolidated statement of financial position

The Goodwill relates to Kresta Holdings Limited and Curtain Wonderland Pty Ltd which are in separate cash-generating units (CGUs).

An annual impairment test is performed which requires the Group to exercise judgement in determining the key assumptions and estimates to calculate the recoverable amount of each CGU using a value-in-use model. These assumptions are based on internal factors (such as the budget and forecast) and external market data (including Australian specific interest and inflation rates).

The assumptions and sensitivities associated with the impairment test are disclosed in Note 13 to the Group financial statements.

As described in Note 13, the Group concluded that no impairment existed at 31 December 2016 because the recoverable amount of each cash generating unit exceeded the carrying amount.

How our audit addressed the key audit matter

Our procedures included evaluating and assessing the assumptions and methodologies used by the Group in calculation of the recoverable amount using the value-in-use model for each CGU.

We involved our valuation specialists to support our evaluation and assessment of key assumptions and methodologies used by the Group.

We compared the Group's assumptions to our own assessments, and externally derived data, of key inputs such as projected growth, cost inflation and discount rates. We assessed the Group's sensitivities, which included analysis of their break-even assumptions.

We assessed the Group's procedures around the preparation of the budget, upon which the value-in-use model is based. We have compared the sum of projected discounted cash flows to the carrying value of the assets in the respective CGUs.

We assessed the adequacy of the disclosures concerning goodwill as described in Note 13 to the Group financial statements.

4. Recoverability of deferred tax assets

Why significant

At 31 December 2016, the Group had deferred tax assets of \$4.730 million, of which \$2.843 million relate to recognised tax losses, as disclosed in Note 5 to the financial statements.

Where deferred tax assets arise from tax losses, judgement is required to assess whether it is probable that future taxable profit will be available against which the unused tax losses can be utilised.

This area is significant given the amount of deferred tax recognised relating to tax losses, as well as the significant judgment involved in the Group's assessment of the probability and magnitude of future taxable profits to offset the tax losses.

This assessment requires assumptions to be used in the forecasts of future taxable profits, including expectations regarding future sales and margin, as well as overall market and economic conditions.

How our audit addressed the key audit matter

Our procedures included evaluating and assessing the Group's assumptions over the recoverability of the deferred tax asset balances, particularly in light of the Group's loss making position over the prior two financial years.

We involved our valuation specialists to support our evaluation and assessment of key assumptions and methodologies used by the Group.

We involved our taxation specialists to support our evaluation of the recoverability of carry-forward tax losses.

We compared the Group's assumptions to our own assessments, and externally derived data, of key inputs such as projected growth and cost inflation.

We assessed the Group's procedures around the preparation of the budget, upon which the calculation of future taxable profits has been calculated.

Information other than the financial statements and auditor's report

The directors are responsible for the other information. The other information comprises the information included in the Company's 2016 Annual Report other than the financial report and our auditor's report thereon. We obtained the Directors' Report and the Corporate Governance Statement that are to be included in the Annual Report, prior to the date of this auditor's report, and we expect to obtain the remaining sections of the Annual Report after the date of this auditor's report.

Our opinion on the financial report does not cover the other information and we do not and will 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 on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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 Group's ability to continue as a going concern, disclosing, as applicable, matters relating 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 have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: <http://www.auasb.gov.au/Home.aspx>. This description forms part of our auditor's report.

Report on the audit of the remuneration report

Opinion on the remuneration report

We have audited the Remuneration Report included in pages 7 to 13 of the Directors' Report for the year ended 31 December 2016.

In our opinion, the Remuneration Report of Kresta Holdings Limited for the year ended 31 December 2016, 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.



Ernst & Young



T G Dachs
Engagement Partner
Perth
31 March 2017

ASX additional information

Additional information required by the Australian Stock Exchange Ltd and not shown elsewhere in this report is as follows. The information is current as 31 March 2017.

(a) Distribution of equity securities

(i) Ordinary share capital

150,258,518 fully paid ordinary shares are held by 655 individual shareholders.

All issued ordinary shares carry one vote per share and carry the rights to dividends.

(ii) Options

There are no options on issue.

Options do not carry a right to vote.

The number of shareholders, by size of holding, in each class are:

	Fully paid ordinary share
1 – 1,000	161
1,001 – 5,000	241
5,001 – 10,000	102
10,001 – 100,000	120
100,001 and over	31
	<hr/> 655
Holding less than marketable parcel	365

(b) Substantial shareholders

Ordinary shareholders	Fully paid	
	Number	Percentage
SUNTARGET (HONGKONG) TRADING CO LIMITED	126,741,799	84.35
TIAN YUAN(MEL) PTY LTD	8,530,469	5.68
	<hr/> 135,272,268	<hr/> 90.03

ASX additional information (continued)

(c) Twenty largest holders of quoted equity securities

Ordinary shareholders	Fully paid	
	Number	Percentage
SUNTARGET (HONGKONG) TRADING CO LIMITED	126,741,799	84.35
TIAN YUAN(MEL) PTY LTD	8,530,469	5.68
L P O INVESTMENTS PTY LTD	1,500,000	1.00
MRS XUEJUN CAI	850,000	0.57
MR ANDREW MICHAEL HARCOURT	810,000	0.54
MR ANDREW EDWARD BENNS	710,250	0.47
MR YONGJIU XU	500,293	0.33
DEBUSCEY PTY LTD	500,000	0.33
WHEELMAR DISTRIBUTORS PTY LTD	487,500	0.32
SIESTA INVESTMENT GROUP PTY LTD <SIESTA INVESTMENT FUND A/C>	369,000	0.25
CAIRNGLEN INVESTMENTS PTY LTD	303,083	0.20
MR RONALD LEONARD FREDERICK LAMBERT + MRS MURIEL LAMBERT	289,120	0.19
MS KYOUNG SOOK PHIPPS	284,631	0.19
NALMOR PTY LTD <J CHAPPELL SUPER FUND A/C>	250,000	0.17
NUPCONE PTY LTD <THE COOPER SUPER FUND A/C>	250,000	0.17
MR JURGEN HERMANN ROHWEDDER + MS MARIA ELIZABETH ROHWEDDER <J ROHWEDDER SUPER FUND A/C>	248,000	0.17
CAROJON PTY LTD <IMBRUGLIA S/F A/C>	200,000	0.13
E & M GREENFIELD PTY LTD <EXECUTIVE SUPER FUND A/C>	200,000	0.13
MR GEOFFREY DUNCAN NASH <GDN SUPER FUND A/C>	200,000	0.13
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	193,001	0.13
	143,417,146	95.45

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kresta™

Kresta Holdings Limited

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ACN 008 675 803