

APPENDIX 4D

Half-Year Report for the period ending 31 December 2014

TW HOLDINGS LIMITED

ACN

Reporting Period

Previous Corresponding
Period

008 095 207

Half year ended
31 Dec 2014Half year ended
31 Dec 2013**Results for announcement to the market**

Financial Results		%		\$A
Revenues from ordinary activities (Item 2.1)		-	to	-
Loss from ordinary activities after tax attributable to members (Item 2.2)	Down	56%	to	(175,361)
Net loss for the period attributable to members (Item 2.3)	Down	56%	to	(175,361)
Final and interim dividends (Item 2.4)	It is not proposed that either a final or interim dividend be paid.			
Record date for determining entitlements to the dividend (Item 2.5)	N/A			
Brief explanation of any of the figures reported above (Item 2.6): Refer attached Interim Financial Report				

Net tangible assets per ordinary share (Item 3)

Current Period

0.187 cents

Previous Corresponding
Period

0.257 cents

Details of entities over which control has been gained or lost (Item 4)

N/A

Details of dividends or distribution payments (Item 5)

No dividends or distributions are payable.

Details of dividend or distribution reinvestment plans (Item 6)

There is no dividend or distribution reinvestment program in operation.

Details of associates and joint venture entities (Item 7)

The Company does not have any investments in associate entities or joint venture interests.

Foreign entities to disclose which accounting standards are used in compiling the report (Item 8)

N/A

Details of any audit dispute or qualification (Item 9)

None

This half-yearly reporting information should be read in conjunction with the most recent annual financial report of the Company.

TW Holdings Limited

ACN 008 095 207

INTERIM FINANCIAL REPORT
31 DECEMBER 2014

CONTENTS

COMPANY INFORMATION	2
DIRECTORS' REPORT	3
AUDITOR'S INDEPENDENCE DECLARATION	4
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	5
STATEMENT OF FINANCIAL POSITION	6
STATEMENT OF CHANGES IN EQUITY	7
STATEMENT OF CASH FLOWS	8
NOTES TO THE FINANCIAL STATEMENTS	9
DIRECTORS' DECLARATION	12
INDEPENDENT AUDITOR'S REVIEW REPORT	13

COMPANY INFORMATION

DIRECTORS

Mr David Wheeler (Non-Executive Chairman)
Mr Nicholas Calder (Non-Executive Director)
Mr Simon Taylor (Non-Executive Director)

COMPANY SECRETARY

Mr Nicholas Calder

REGISTERED OFFICE

Level 1, 100 Havelock Street
West Perth WA 6005
Tel: +61 1300 133 921
Fax: +61 8 6160 5901

ASX CODE

TWH

AUDITORS

BDO
Level 7, BDO Centre
420 King William St
Adelaide SA 5000

STOCK EXCHANGE

Australian Securities Exchange Ltd

HOME EXCHANGE

Adelaide

SHARE REGISTRY

Computershare Investor
Services Pty Ltd
Level 5, 115 Grenfell Street
ADELAIDE SA 5000

This interim financial report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the Annual Report for the year ended 30 June 2014 and any public announcements made by TW Holdings Limited during the interim reporting period in accordance with the continuous disclosure requirements of the *Corporations Act 2001*.

DIRECTORS' REPORT

The Directors of TW Holdings Limited ('TW Holdings' or 'the Company') present their Report for the half year ended 31 December 2014 and the Independent Review Report thereon.

Director Details

The persons who were Directors of TW Holdings during the whole of the half-year and up to the date of this report are:

David Wheeler, Non-Executive Chairman (*appointed 18 November 2014*)

Nicholas Calder, Non-Executive Director (*appointed 18 November 2014*)

Simon Taylor, Non-Executive Director (*appointed 18 November 2014*)

Scott Douglas, Chairman, Non-Executive Director (*resigned 18 November 2014*)

Craig Anderson, Non-Executive Director (*resigned 18 November 2014*)

Johann Jooste-Jacobs, Non-Executive Director (*resigned 18 November 2014*)

Review and Results of Operations

The newly appointed Board of Directors of the Company has undertaken a strategic review of the financial and operational position of the Company and is continuing to evaluate investment opportunities for the Company.

Corporate

During the half-year the Company incurred a loss after tax of \$175,361 (2013 – loss of \$399,451).

The Company's financial position is sound as at the end of the half-year, with cash balances totalling \$496,244.

Auditor's Independence Declaration

Section 307C of the Corporations Act 2001 requires our auditors, BDO, to provide the directors of the company with an Independence Declaration in relation to the review of the interim financial report. This Independence Declaration is set out on page 6 and forms part of this Directors' Report for the half-year ended 31 December 2014.

Signed in accordance with a resolution of the directors.



David Wheeler
Chairman
25 February 2015

**DECLARATION OF INDEPENDENCE
BY ANDREW TICKLE
TO THE DIRECTORS OF TW HOLDINGS LIMITED**

As lead auditor for the review of TW Holdings Limited for the half-year ended 31 December 2014, I declare that, to the best of my knowledge and belief, there have been:

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



Andrew Tickle
Director

BDO Audit (SA) Pty Ltd

Adelaide, 25 February 2015

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the half-year ended 31 December 2014

	31 December 2014 \$	31 December 2013 \$
Continuing operations		
Interest income	7,577	20,970
Expenses		
Administration expenses	(121,790)	(153,500)
Employee benefits and directors fees	(59,596)	(60,000)
Project expenses	-	(206,399)
Depreciation expense	(1,552)	(522)
Loss before income tax expense	(182,938)	(420,421)
Income tax expense	-	-
Net loss for the period	(175,361)	(399,451)
Other comprehensive income		
<i>Items that may be reclassified to profit or loss</i>		
Other comprehensive income for the period, net of tax	-	-
Total comprehensive loss for the period	(175,361)	(399,451)
Earnings per share		
Basic earnings per share (cents per share)	(0.04)	(0.09)

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

STATEMENT OF FINANCIAL POSITION

As at 31 December 2014

	Notes	31 December 2014 \$	Restated 30 June 2014 ¹ \$
ASSETS			
Current Assets			
Cash and cash equivalents		496,244	784,931
Other assets	3	25,195	18,681
Total Current Assets		521,439	803,612
Non-Current Assets			
Property, plant and equipment		-	1,552
Total Non-Current Assets		-	1,552
TOTAL ASSETS		521,439	805,164
LIABILITIES			
Current Liabilities			
Trade and other payables	4	34,661	143,025
Total Current Liabilities		34,661	143,025
TOTAL LIABILITIES		34,661	143,025
NET ASSETS		486,778	662,139
EQUITY			
Issued capital	5	80,486,376	80,486,376
Accumulated losses		(79,999,598)	(79,824,237)
TOTAL EQUITY		486,778	662,139

Note 1: Refer Note 6 for further information on a prior period error.

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

STATEMENT OF CHANGES IN EQUITY

For the half-year ended 31 December 2014

	Issued Capital \$	Reserves \$	Accumulated Losses \$	Total \$
Balance at 1 July 2014	80,486,376	-	(79,869,151)	617,225
Adjustment ¹	-	-	44,914	44,914
Balance at 1 July 2014	80,486,376	-	(79,824,237)	662,139
<i>Comprehensive Income</i>				
Net loss for the period	-	-	(175,361)	(175,361)
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the period	-	-	(175,361)	(175,361)
Total transactions with owners and other transfers	-	-	-	-
Balance at 31 December 2014	80,486,376	-	(79,999,598)	486,778

Note 1: Refer Note 6 for further information on a prior period error.

	Issued Capital \$	Reserves \$	Accumulated Losses \$	Total \$
Balance at 1 July 2013	80,486,376	-	(79,116,025)	1,370,351
<i>Comprehensive Income</i>				
Net loss for the period	-	-	(399,451)	(399,451)
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the period	-	-	(399,451)	(399,451)
Total transactions with owners and other transfers	-	-	-	-
Balance at 31 December 2013	80,486,376	-	(79,515,476)	970,900

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

STATEMENT OF CASH FLOWS

For the half-year ended 31 December 2014

	6 months to 31 December 2014 \$	6 months to 31 December 2013 \$
Cash flows from operating activities		
Interest received	7,577	26,135
Project due diligence	-	(188,905)
Payments to suppliers and employees	(296,264)	(225,984)
Net cash outflow from operating activities	(288,687)	(388,754)
Net increase (decrease) in cash and cash equivalents	(288,687)	(388,754)
Cash and cash equivalents at the beginning of the financial period	784,931	1,387,780
Cash at the end of the financial period	496,244	999,026

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

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1: CORPORATE INFORMATION

The Financial Report of TW Holdings Limited ("TW Holdings" or the "Company") for the half-year ended 31 December 2014 was authorised for issue in accordance with a resolution of the directors on 23 February 2015. TW Holdings is a company incorporated in Australia and limited by shares which are publicly traded on the ASX. The Company is seeking to identify alternative investment opportunities which will generate shareholder value.

NOTE 2: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

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

Basis of preparation

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

Accounting policies and methods of computation

The accounting policies and methods of computation adopted are consistent with those of the previous financial year and corresponding interim reporting period. These accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards.

New and amended standards adopted by the entity

A number of new or amended standards became applicable for the current reporting period, however, the Company did not have to change its accounting policies or make retrospective adjustments as a result of adopting these standards. There may be some changes to the disclosures in the 30 June 2015 annual report as a consequence of these amendments.

Impact of standards issued but not yet applied by the entity

There were no new standards issued since 30 June 2014 that have been applied by TW Holdings. The 30 June 2014 annual report disclosed that TW Holdings anticipated no material impacts (amounts recognised and/or disclosed) arising from initial application of those standards issued but not yet applied at that date, and this remains the assessment as at 31 December 2014.

NOTE 3: OTHER ASSETS

	31 December 2014 \$	30 June 2014 \$
GST recoverable	25,195	18,681

NOTES TO THE FINANCIAL STATEMENTS (continued)

NOTE 4: TRADE AND OTHER PAYABLES

	31 December 2014 \$	30 June 2014 \$
Trade creditors	28,661	50,111
Accruals	6,000	137,828
Total trade and other payables	<u>34,661</u>	<u>187,939</u>

NOTE 5: CONTRIBUTED EQUITY

Shares

Issued and paid up capital

Movements in issued and paid up capital	-	-
Balance at beginning of period	80,486,376	80,486,376
Shares issued during the period	-	-
Total issued and paid up capital at the end of the period	<u>80,486,376</u>	<u>80,486,376</u>

NOTE 6: RESTATEMENT OF COMPARATIVES

During the preparation of the accounts for the half-year ended 31 December 2014 the company became aware that the accrual for rent expenses as at 30 June 2014 had been overstated. The error has been corrected by restating each of the affected financial statement line items for the prior period as follows:

	30 June 2014 \$	Increase/Decrease \$	30 June 2014 Restated \$
Statement of Financial Position (extract)			
Trade and other Payables	187,939	(44,914)	143,025
Total Liabilities	187,939	(44,914)	143,025
Net Assets	617,225	44,914	662,139
Accumulated losses	(79,869,151)	44,914	(79,824,237)
Total Equity	617,225	44,914	662,139

No other prior period has been affected by this error.

NOTE 7: RELATED PARTY TRANSACTIONS

The Company pays an entity associated with Mr S Douglas for administration, rent and office services. During the half-year the amount paid for these services was \$6,340 (2013 - \$Nil).

NOTE 8: SUBSEQUENT EVENTS

No matter has arisen since the end of the half-year that has significantly affected or may significantly affect the company's operations, the results of those operations or its financial position.

NOTES TO THE FINANCIAL STATEMENTS (continued)

NOTE 9: CONTINGENT LIABILITIES

There are no contingent liabilities requiring disclosure in the financial report.

NOTE 10: OPERATING SEGMENTS

The Board has considered the requirements of AASB 8 Operating Segments and the internal reports that are reviewed by the chief operating decision maker (the Board) in allocating resources and have concluded at this time that there are no separately identifiable segments.

DIRECTORS' DECLARATION

In the opinion of the directors of TW Holdings Limited ('the Company'):

1. The attached financial statements and notes thereto are in accordance with the Corporations Act 2001 including:
 - a. complying with Accounting Standards and the Corporations Regulations 2001; and
 - b. giving a true and fair view of the Company's financial position as at 31 December 2014 and of its performance for the half-year then ended; and
2. There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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



David Wheeler
Chairman
25 February 2015

INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF TW HOLDINGS LIMITED

Report on the Half-Year Financial Report

We have reviewed the accompanying half-year financial report of TW Holdings Limited, which comprises the statement of financial position as at 31 December 2014, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the half-year ended on that date, notes comprising a statement of significant accounting policies and other explanatory information, and the directors' declaration.

Directors' Responsibility for the Half-Year Financial Report

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

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the company's financial position as at 31 December 2014 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of TW Holdings Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

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

Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of TW Holdings Limited, would be in the same terms if given to the directors as at the time of this auditor's review report.



Conclusion

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

- (a) giving a true and fair view of the company's financial position as at 31 December 2014 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and *Corporations Regulations 2001*.

A stylized, handwritten signature in blue ink that reads 'BDO'.

BDO Audit (SA) Pty Ltd

A handwritten signature in blue ink, appearing to read 'Andrew Tickle'.

Andrew Tickle
Director

Adelaide, 25 February 2015