

**30 September, 2014**

**The Manager**

**Company Announcements Office**

**Australian Securities Exchange**

**20 Bridge Street**

**Sydney NSW 2000**

**RE: Annual Report for the year ended June, 2014**

**We attach herewith a copy of the Annual Report for iSentric Limited for the year ended June, 2014.**

**The Annual Report relates to the former Company then known as OMI Holdings Limited (ASX Code OMI).**

**In accordance with previous announcements made to the ASX, OMI Holdings Limited was re-admitted to the ASX on the 23<sup>rd</sup> September, 2014 and its name and ASX Code was changed on the 25<sup>th</sup> September, 2014 to iSentric Limited & ICU respectively.**

**Yours faithfully,**



**Gary Stewart**

**Company Secretary**

**OMI HOLDINGS LIMITED**

(A.B.N. 11 091 192 871)

*And Controlled Entities*

**Annual Report**

**30 June 2014**

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## **Table of Contents**

	Page No.
Report of the Directors	1
Auditor's Independence Declaration	8
Statement of Profit or Loss and Other Comprehensive Income	9
Statement of Financial Position	10
Statement of Changes in Equity	11
Statement of Cash Flows	12
Notes to and forming part of the Financial Statements	13
Director's Declaration	32
Independent Auditor's Report	33
Corporate Governance Statement	35
Additional Information	43

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**DIRECTORS' REPORT**

The Directors present their report together with the financial report of OMI Holdings Limited and its controlled entities for the financial year ended 30 June 2014.

**Directors**

The names of Directors in office at any time during or since the end of the financial year are:

Mr. Terry Cuthbertson	Non Executive Chairman
Mr. Gary Stewart	Non Executive Director
Mr. Michael Doery	Non Executive Director

**COMPANY SECRETARY**

Mr. Gary Stewart

**Principal Activities**

The principal operations and activities of the Consolidated Entity during the year were equity investment and the developing and marketing of safety engineered medical devices used in the medical industry.

**Results for the Year**

For the year ended 30 June 2014, the consolidated entity incurred a loss of \$702,263 (2013: \$719,728), had net cash outflows from operating activities of \$536,349 (2013: \$520,184) and has net liabilities of \$472,614 (2013: net assets \$396,849).

The Company's financial performance during the financial year ended 30 June 2014 was largely due to the following factors:

- (a) Operating expenses incurred during the year;
- (b) Shares buy-back of \$31,736;
- (c) Company restructure costs of \$135,464; partially offset by
- (d) Net proceeds from borrowings of \$715,000.

**Dividends**

No interim dividend was declared or paid during the current financial year. The directors are recommending that no final dividend to be paid in respect of the year ended 30 June 2014 (2013: \$nil).

**Review of Operations**

The consolidated loss for the 12 months ended 30 June 2014 was \$702,263 compared to a loss of \$719,728 for the previous 12 months ended 30 June 2013. Some of the key features of the year ended 30 June 2014 include:

- As announced on 26 February 2014, the Company entered into an agreement to purchase iSentric SDN BHD (a company incorporated in Malaysia) (iSentric) from ASX listed Donaco International Limited (ASX:DNA) (Donaco); and
- Business activities in the year ended 30 June 2014 have centered to investigate investment opportunities and financing activities.

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**Directors' Report (Continued)**

**Financial Position**

The net liabilities of the consolidated group have increased by \$869,462 from 30 June 2013 to \$472,614 as at 30 June 2014. This decrease is largely due to the following factors:

- Operating expenses incurred during the year;
- Costs incurred in regard to costs associated with the proposed acquisition of iSentric;
- Shares buy-back of \$31,736;
- Impairment write down of investment \$190,662;
- Impairment write down of intangible asset \$21,428;
- Company restructure costs of \$135,464; partially offset by
- Net proceeds from borrowings of \$715,000

As at 30 June 2014, the consolidated group has a working capital deficit, being current assets less current liabilities, of \$472,614 (2013: \$368,278).

**Significant Changes in State of Affairs**

There were no significant changes in the state of affairs of the Group during the financial year.

**Corporate Restructure and acquisition**

1. A consolidation of the Company's issued securities, pursuant to which all of the issued capital in the Company will be consolidated on approximately a 3.8 to 1 basis (Consolidation);
2. The Company acquiring 100% of the issued share capital in iSentric, currently held by Donaco in consideration for the issue of the Consideration Shares by the Company; and
3. A public offer of new Shares, each with an issue price of not less than \$0.20, to raise a minimum of \$1,000,000, to be conducted under a prospectus prepared in accordance with Chapter 6D of the Act (Public Offer). The Company is required under the terms of the Sale Agreement with Donaco to raise a minimum of \$1,000,000. Notwithstanding, this contractual requirement, the Company currently proposes to raise up to \$2,000,000 under the Public Offer.
4. The Company will change its name to iSentric Limited after Corporate Restructure to align with its new business focus.
5. The issue of 600 convertible notes with attaching options on the terms approved by shareholders at the general meeting of shareholders held 20 August 2014.

**Likely Developments**

The directors believe that upon completion of iSentric Acquisition and the Offer will provide a solid financial foundation for the future, as well as a capital base that will allow the company to take advantage of a wider range of attractive investment opportunities in the Asia-Pacific market. The company proposes to focus its activities on mobile telecommunications and technology business currently conducted by iSentric and change the company name to iSentric Limited.

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**Directors' Report (Continued)**

**Director Information**

Mr. Terry Cuthbertson                      Independent Non Executive Chairman  
 Appointed 26 July 2010

Terry is currently Chairman of Montec International Limited, Austpac Resources N.L., My Net Fone Limited, South American Iron & Steel Corporation Limited, Mint Wireless Limited and Malachite Resources Limited. He was formerly a partner of KPMG Corporate Finance and New South Wales Partner in charge of Mergers and Acquisitions where he coordinated government privatization, mergers, acquisitions and divestiture activities and public offerings on the ASX for the New South Wales practice.

Mr. Gary Stewart                              Independent Non Executive Director/ Company Secretary  
 Appointed 26 July 2010

Gary has been Director and Company Secretary of public listed companies both in Australia and the United States of America. Gary is also a solicitor of the Supreme Court of New South Wales and practices as a Corporate Lawyer with Churchill Lawyers in Sydney, where he advises and works for a number of public listed companies in Australia.

Mr. Michael Doery                              Independent Non Executive Director  
 Appointed 26 July 2010

Michael was most recently Chief Executive Officer and Managing Director of ASX listed Service Stream Limited and Viatek Holdings Pty Ltd, Chairman of the Australian Drug Foundation and President of Point Lonsdale Surf Lifesaving Club. Prior to this, Michael has 24 years experience at KPMG, including 14 years as a Partner. His experience includes capital raisings, mergers and acquisitions, risk management, change management corporate governance and general management.

**Directors' Interests in Shares and Options**

<b>Directors</b>	<b>Existing Shares</b>	<b>Existing Options</b>
Michael Doery*	100,000	-
Terry Cuthbertson*	-	-
Gary Stewart*	-	-

\* Shareholders approved the issue of 20 convertible notes with attaching options to each of the Directors at the shareholder meeting held 20 August 2014. These convertible notes are yet to be issued as at the date of this Directors' Report, however it is the Directors intention to proceed to issue the convertible notes and attaching options.

**Meetings of Directors**

The number of directors meetings attended by each of the directors of the Company during the financial year were:

<b>Director</b>	<b>Directors' Meetings</b>		<b>Audit, Risk &amp; Remuneration</b>	
	<b>Number Attended</b>	<b>Number eligible to attend</b>	<b>Number Attended</b>	<b>Number eligible to attend</b>
Mr Michael Doery	7	8	1	1
Mr Terry Cuthbertson	8	8	1	1
Mr Gary Stewart	8	8	1	1

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**Directors' Report (Continued)**

**Remuneration Report**

Remuneration levels for Directors and executives are determined as part of an annual performance review, having regard to market factors, a performance evaluation process and independent remuneration advice. Remuneration packages comprise only a fixed salary component. The remuneration structures in place are designed to attract suitably qualified candidates, reward the achievement of strategic objectives, and achieve the broader outcome of creation of value for shareholders. The remuneration structures take into account the following:

- The capability and experience of the Directors and executives; and
- The Directors and executives ability to control the financial performance of the Company's operations.

**Fixed remuneration**

Fixed remuneration consists of base remuneration (which is calculated on a total cost basis and includes any FBT payable related to employee benefits), as well as employer contributions to superannuation funds. In addition, external consultants provide analysis, and when requested, advice to ensure the Directors' and senior executives' remuneration is competitive in the market place.

**Service agreements**

Executives have service agreements that are capable of termination within three months. In the event of termination or resignation, employees are entitled to their statutory entitlements to annual leave and long service leave, if applicable. There are no service agreements with any of the Directors.

**Non-executive Directors**

Total aggregate remuneration for all non-executive Directors approved by shareholders at an annual general meeting totalled \$500,000 (plus statutory superannuation). Director fees paid to non-executive Directors total \$72,000 which is inclusive of superannuation, where applicable, at the current rate of 9.25%. Fees for non-executive directors are not linked to the performance of the consolidated group. Currently, the remuneration for a non-executive director is \$18,000 per annum.

Directors' fees cover all main Board activities. Directors who perform additional duties (e.g. extended business related travel overseas, special projects relating to preparation of half year and annual reports) over and above that of normal Director's duties are remunerated on commercial terms and conditions. Details of the nature and amount of each major element of remuneration for each Director of the Consolidated Entity and each of the most highly remunerated officers are as follows:

**Details of remuneration**

Total remuneration paid or payable to the Directors for the year ended 30 June 2014 is set out below:

Directors	Short term employee benefits			Share based	Total
	Directors' Fees	Company Secretary Fees	Consultant Fees	payments Value of options/shares	
Non Executive	\$	\$	\$	\$	\$
Michael Doery	18,000	-	10,000	-	28,000
Terry Cuthbertson	18,000	-	35,000	-	53,000
Gary Stewart	18,000	18,000	35,000	-	71,000
Total	54,000	18,000	80,000	-	152,000

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**Directors' Report (Continued)**

**Details of remuneration (Continued)**

Total remuneration paid or payable to the Directors for the year ended 30 June 2013 is set out below:

Directors	Short term employee benefits			Share based payments	Total
	Directors' Fees	Consulting Fees	Salary	Value of options/shares	
Non Executive	\$	\$	\$	\$	\$
Michael Doery	18,000	-	-	-	18,000
Terry Cuthbertson	18,000	-	-	-	18,000
Gary Stewart	18,000	18,000	-	-	36,000
Total	54,000	18,000	-	-	72,000

**Options issued as part of remuneration for the year ended 30 June 2014**

During this financial year, no option has been granted as part of remuneration to any Director or other key management personnel of the group, including their personally related parties.

This is the end of the Remuneration Report.

**Audit Committee**

The Directors have taken the view that in light of the Company's size and stage of development, the full board would fulfill the functions of the Audit Committee. This involves maintaining a Code of Corporate Conduct for the consolidated group, and to ensure additional assurance with respect to the quality and reliability of the information provided is prepared or approved by third party providers. The board is responsible for the appointment of the external auditor. The Board is responsible for reviewing the effectiveness of the organisation's internal control environment covering:

- effectiveness and efficiency of operations
- reliability of financial reporting
- compliance with applicable laws and regulations.

In fulfilling its responsibilities the Board receives monthly management accounts which are tabled at monthly board meetings.

**Shares Issued**

There were no ordinary shares issued during the financial year.

**Environmental Issues**

The consolidated group's operations are not subject to significant environmental regulation under a law of the Commonwealth or of a state or territory of Australia.



**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**Directors' Report (Continued)**

**Directors' and Executive Officers' Indemnification**

The Consolidated Entity has not, during the financial year, in respect of any person who is or has been an officer or auditor of the Consolidated Entity or a related body corporate, indemnified or made any relevant agreement for indemnifying against a liability incurred as an officer, including costs and expenses in successfully defending legal proceedings.

During the financial year, the Consolidated Entity paid insurance premiums of \$12,070 (excluding of GST) to insure the Directors and officers of the consolidated entity for costs and expenses which may be incurred in defending civil or criminal proceedings that may be brought against the Directors and officers in their capacity as Directors and officers of entities in the group.

There is no indemnification in relation to the auditors.

**Non-audit Services**

During the year, MNSA Pty Ltd, the Company's Auditor, has performed certain other services in addition to their statutory duties.

The Board has considered the non-audit services provided during the year by the Auditor and is satisfied that the provision of those non-audit services during the year by the Auditor is compatible with, and did not compromise, the Auditor independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services were subject to the corporate governance procedures adopted by the Company and have been reviewed by the Audit and Risk Committee to ensure they do not impact the integrity and objectivity of the Auditor;
- the non-audit services do not undermine the general principles relating to auditor independence;
- as set out in APES110 Code of Ethics for Professional Accountants, as they did not involve reviewing or auditing the Auditor's own work, acting in management or decision making capacity for the Company, acting as an advocate for the Company or jointly sharing risks and rewards.

The following amounts were paid or are payable by the Consolidated Entity for non-audit services provided during the year:

	<b>2014</b>	<b>2013</b>
	<b>\$</b>	<b>\$</b>
<b>Non audit services</b>		
Tax compliance services	1,200	1,200
Investigating Accounting	11,635	-

**Options**

There were no options granted over unissued shares or interest during or since the financial year by the Company.

No person entitled to exercise the option had or has any right by virtue of the option to participate in any share issue of any other body corporate.

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**Directors' Report (Continued)**

**Proceeding on Behalf of Company**

No person has applied for leave of court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings the Company was not a party to any such proceedings during the year.

**Matters Subsequent to the End of the Financial Year**

On the 18 July 2014 (updated 19 August 2014), the company issued a prospectus to raise a maximum of \$2 million by the issue of 10 million ordinary shares in the company at an issue price of \$0.20 per share.

In conjunction with the capital raising the company entered into a Share Sale Agreement to acquire 100% of the issued capital of iSentric SBN BHD ("iSentric"), a Malaysian technology company currently owned by ASX listed Donaco International Limited (ASX:DNA) ("Donaco"), by the issue of 60 million ordinary shares at \$0.20 per share.

The Share Sale Agreement was approved by the shareholders of the company at an Extraordinary General Meeting on 20 August 2014 and by Donaco shareholders at an Extraordinary General Meeting on 25 August 2014. The transaction has been completed and the shares in the Company were re-admitted to the ASX on the 23 September, 2014. On the 25 September, 2014 the Companies name was changed to iSentric Limited and the ASX Code changed to ICU.

At the Extraordinary General Meeting on 20 August 2014, the shareholders also approved the change in the company's name to iSentric Limited and the consolidation of the company's issued securities on the basis of 3.8 to 1.

Other than the above, there were no other matters or circumstances that have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the consolidated group, the results of those operations, or the state of the affairs of the consolidated group, in subsequent financial years.

**Auditor's Independence Declaration**

The auditor's independence declaration for the year ended 30 June 2014 has been received and can be found on page 8 of this financial report.

Signed in accordance with a resolution of directors.



**Terry Cuthbertson**  
**Chairman**

**Sydney**  
**29 August 2014**



**OMI HOLDINGS LIMITED ABN 11 091 192 871  
AND CONTROLLED ENTITIES**

**AUDITOR'S INDEPENDENCE DECLARATION UNDER S 307C  
OF THE CORPORATIONS ACT 2001  
TO THE DIRECTORS OF OMI HOLDINGS LIMITED  
AND CONTROLLED ENTITIES**

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2014 there have been no contraventions of:

- i. the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- ii. any applicable code of professional conduct in relation to the audit.

*MNSA Pty Ltd*

**MNSA Pty Ltd**

**Mark Schiliro**

Sydney

29<sup>th</sup> of August 2014

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 30 JUNE 2014**

		<b>Consolidated Group</b>	
	<b>Note</b>	<b>2014</b>	<b>2013</b>
		<b>\$</b>	<b>\$</b>
Revenues	2	4,989	30,334
Amortisation		(7,143)	(7,143)
Legal fees		(79,829)	(261,861)
General expenses		(357,393)	(435,174)
Administration costs		(50,754)	(45,663)
Finance costs		(43)	(221)
Impairment of investment		(212,090)	-
<b>Loss before income tax expense</b>		<b>(702,263)</b>	<b>(719,728)</b>
Income tax expense	3	-	-
<b>Loss for the year</b>		<b>(702,263)</b>	<b>(719,728)</b>
<b>Other comprehensive income</b>			
Other comprehensive income for the year, net of tax		-	-
<b>Total comprehensive income for the year</b>		<b>(702,263)</b>	<b>(719,728)</b>
<b>Loss for the year attributable to members of the parent entity</b>		<b>(702,263)</b>	<b>(719,728)</b>
<b>Total comprehensive loss for the year attributable to members of the parent entity</b>		<b>(702,263)</b>	<b>(719,728)</b>
<b>Overall operations</b>		<b>Cents per share</b>	<b>Cents per share</b>
Basic and diluted loss per share	6	(4.92)	(5)

*The above Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.*

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**STATEMENT OF FINANCIAL POSITION**  
**AS AT 30 JUNE 2014**

		<b>Consolidated Group</b>	
	<b>Note</b>	<b>2014</b>	<b>2013</b>
		<b>\$</b>	<b>\$</b>
<b>Assets</b>			
<b>Current Assets</b>			
Cash and cash equivalents	7	236,733	225,282
Trade and other receivables	8	57,441	10,501
Investments	9	150,001	340,663
<b>Total Current Assets</b>		<b>444,175</b>	<b>576,446</b>
<b>Non-Current Assets</b>			
Intangible assets	10	-	28,571
<b>Total Non-Current Assets</b>		<b>-</b>	<b>28,571</b>
<b>Total Assets</b>		<b>444,175</b>	<b>605,017</b>
<b>Liabilities</b>			
<b>Current Liabilities</b>			
Trade and other payables	11	201,789	208,168
Financial liabilities	12	715,000	-
<b>Total Current Liabilities</b>		<b>916,789</b>	<b>208,168</b>
<b>Total Liabilities</b>		<b>916,789</b>	<b>208,168</b>
<b>Net Assets/(Liabilities)</b>		<b>(472,614)</b>	<b>396,849</b>
<b>Equity</b>			
Contributed equity	13	41,060,830	41,228,030
Accumulated losses		(41,533,444)	(40,831,181)
<b>Total Equity</b>		<b>(472,614)</b>	<b>396,849</b>

*The above Statement of Financial Position should be read in conjunction with the accompanying notes.*

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED 30 JUNE 2014**

CONSOLIDATED GROUP	Issued Capital \$	Accumulated Losses \$	Total \$
<b>Balance at 1 July 2012</b>	41,241,780	(40,111,453)	1,130,327
Total comprehensive income/(loss) for the year	-	(719,728)	(719,728)
Transaction costs	(13,750)	-	(13,750)
<b>Balance at 30 June 2013</b>	<b>41,228,030</b>	<b>(40,831,181)</b>	<b>396,849</b>
Total comprehensive income/(loss) for the year	-	(702,263)	(702,263)
Shares buy-back during the year	(31,735)	-	(31,735)
Corporate Restructure costs	(135,465)	-	(135,465)
<b>Balance at 30 June 2014</b>	<b>41,060,830</b>	<b>(41,533,444)</b>	<b>(472,614)</b>

*The above Statement of Changes in Equity should be read in conjunction with the accompanying notes.*

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED 30 JUNE 2014**

		<b>Consolidated Group</b>	
	<b>Note</b>	<b>2014</b>	<b>2013</b>
		<b>\$</b>	<b>\$</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Receipts from customers		-	-
Payments to suppliers and employees		(541,295)	(556,229)
Finance costs paid		(43)	(221)
Interest received		4,989	36,266
<b>Net cash (outflow) from operating activities</b>	<b>17</b>	<b>(536,349)</b>	<b>(520,184)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Loan to other entities		-	575,000
<b>Net cash inflow from investing activities</b>		<b>-</b>	<b>575,000</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from borrowings		715,000	-
Share buy-back		(31,735)	-
Share issues costs		-	(13,750)
Corporate Restructure costs	<b>13</b>	<b>(135,465)</b>	<b>-</b>
<b>Net cash inflow/(outflow) from financing activities</b>		<b>547,800</b>	<b>(13,750)</b>
<b>Net increase in cash held</b>		<b>11,451</b>	<b>41,066</b>
Cash at the beginning of the financial period		225,282	184,216
<b>NET CASH AT THE END OF THE YEAR</b>	<b>7</b>	<b>236,733</b>	<b>225,282</b>

*The above Statement of Cash Flows should be read in conjunction with the accompanying notes.*

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**NOTES TO AND FORMING PART OF THE**  
**FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014**

**Note 1: Summary of Significant Accounting Policies**

The consolidated financial report is a general purpose financial report prepared in accordance with Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board and the Corporations Act 2001. The consolidated financial report complies with International Financial Reporting Standards and the interpretations adopted by the International Accounting Standards Board.

The financial report covers OMI Holdings Limited and its controlled entities as a consolidated entity ("Group"). OMI Holdings Limited is a company limited by shares, incorporated and domiciled in Australia.

The financial report was approved by the Directors on 29 August 2014.

The following is a summary of the material accounting policies adopted by the consolidated group in the preparation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

**Basis of Preparation**

The financial statements have been prepared on an accruals basis and are based on historical costs modified by the revaluation of selected non-current assets, and financial assets and financial liabilities for which the fair value basis of accounting has been applied.

**Significant Accounting Policies**

**(a) Principles of Consolidation**

The consolidated financial report includes the financial statements of OMI Holdings Limited ("Parent Entity") and its consolidated entities. OMI Holdings Limited and its consolidated entities are together referred to in the financial report as the "Consolidated Entity" or "The Group".

A controlled entity is any entity the Parent Entity has the power to control the financial and operating policies so as to obtain benefits from its activities. A list of controlled entities is contained in Note 21 to the financial statements. All controlled entities have a June financial year-end.

The effects of all transactions between entities in the Group have been eliminated in full and the consolidated financial report has been prepared using uniform accounting policies for like transactions and other events in similar circumstances.

**(b) Financial Instruments**

***Initial Recognition and measurement***

Financial assets and financial liabilities are recognized when the entity becomes a party to the contractual provisions to the instrument. For financial assets, this is equivalent to the date that the company commits itself to purchase or sale of asset (ie trade date accounting is adopted).

Financial instruments are initially measured at fair value plus transaction costs, except where the instrument is classified "at fair value through profit or loss", in which case transaction costs are expensed to profit or loss immediately.

***Loans and receivables***

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are recognised initially at fair value and subsequently at amortised cost using the effective interest rate method.



**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**NOTES TO AND FORMING PART OF THE**  
**FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014**

***Other Financial Assets***

Other financial assets, including investments in controlled entities, are recognised at cost, less where applicable any impairment losses.

***Financial liabilities***

Non-derivative financial liabilities other than financial guarantees are subsequently measured at amortised cost. Gains or losses are recognized in profit or loss through the amortization process and when the financial liability is derecognised.

***Available-for-sale Investments***

Available-for-sale investments are non-derivative financial assets that are either not capable of being classified into other categories of financial assets due to their nature or they are designated as such by management. They comprise investments in the equity of other entities where there is neither a fixed maturity nor fixed or determinable payments.

They are subsequently measured at fair value with any remeasurements other than impairment losses and foreign exchange gains and losses recognised in other comprehensive income. When the financial asset is derecognised, the cumulative gain or loss pertaining to that asset previously recognised in other comprehensive income is reclassified into profit or loss.

Available-for-sale financial assets are classified as non-current assets when they are expected to be sold after 12 months from the end of the reporting period. All other available-for-sale financial assets are classified as current assets.

***Trade and other payables***

Trade and other payables represent the liabilities for goods and services received by the entity that remain unpaid at the end of the reporting period. The balance is recognised as a current liability with the amount normally paid within 30 days of recognition of the liability.

***Fair value estimations***

The fair values of financial assets and financial liabilities must be estimated for recognition and disclosure purposes. The nominal value less estimated credit adjustment of trade receivables and payables are assumed to approximate their fair values. The fair values of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rates that is available for similar financial instruments.

***Impairment***

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 (a "loss event") having occurred, which has an impact on the estimated future cash flows of the financial asset(s).

In the case of available-for-sale financial assets, a significant or prolonged decline in the market value of the instrument is considered to constitute a loss event. Impairment losses are recognized in profit or loss immediately. Also, any cumulative decline in fair value previously recognized in other comprehensive income is reclassified to profit or loss at this point.

For financial assets carried at amortised cost (including loans and receivables), a separate allowance account is used to reduce the carrying amount of financial assets impaired by credit losses. After having taken all possible measures of recovery, if management establishes that the carrying amount cannot be recovered by any means, at that point the written-off amounts are charged to the allowance account or the carrying amount of impaired financial assets is reduced directly if no impairment amount was previously recognized in the allowance account.

When the terms of financial assets that would otherwise have been past due or impaired have been renegotiated, the Group recognizes the impairment for such financial assets by taking into account the original terms as if the terms have not been renegotiated so that the loss events that have occurred are duly considered.

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**NOTES TO AND FORMING PART OF THE**  
**FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014**

**(c) Intangibles**

***Intellectual Property***

Intellectual property is recognised at cost of acquisition and is amortised over the period in which its benefits are expected to be realised. The intellectual property is amortised over seven years. The balances are reviewed annually for impairment and any balance representing future benefits for which the realisation is considered to be no longer probable are recognised in the statement of profit or loss and other comprehensive income as impairment losses.

**(d) Research and Development**

Expenditure during the research phase of a project is recognised as an expense when incurred. Development costs are capitalised only when technical feasibility studies identify that the project is expected to deliver future economic benefits and these benefits can be measured reliably.

Capitalised development costs have a finite useful life and are amortised on a systematic basis based on the future economic benefits over the useful life of the project.

**(e) Income Tax**

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

Current income tax expense charged to profit or loss is the tax payable on taxable income. Current tax liabilities/(assets) are measured at the amounts expected to be paid to/(recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred income tax expense/(income) is charged or credited outside profit or loss when the tax relates to items that are recognised outside profit or loss.

Except for business combinations, no deferred income tax is recognised from the initial recognition of an asset or liability, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where: (a) a legally enforceable right of set-off exists; and (b) the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**NOTES TO AND FORMING PART OF THE**  
**FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014**

net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

**Tax Consolidation**

OMI Holdings Limited is the head entity in a tax consolidated group and intended to enter into a tax sharing agreement with its' controlled entities.

Current tax liabilities and assets and deferred tax assets arising from unused tax losses and tax credits of the members of the tax-consolidated group are recognized by the head entity in the tax-consolidated group. Deferred tax assets and deferred tax liabilities are measured by reference to the carrying amounts of the assets and liabilities in the consolidated entity's statement of financial position and their tax values applying under tax consolidation.

The head entity, in conjunction with other members of the tax-consolidated group, was entering into a tax funding arrangement which sets out the funding obligations of members of the tax-consolidated group in respect of tax amounts. The tax funding arrangements require payments to/from the head entity equal to the current tax liability/receivable assumed by the head entity and any tax-loss deferred tax asset assumed by the head entity, resulting in the head entity recognizing an inter-entity receivable/(payable) equal in amount to the tax liability/(asset) assumed. The inter-entity receivable/(payable) are at call. Contributions to fund the current tax liabilities are payable as per the tax funding arrangement and reflect the timing of the head entity's obligation to make payments for tax liabilities to the relevant tax authorities.

The head entity in conjunction with other members of the tax-consolidated group was also entering into a tax sharing agreement. The tax sharing agreement provides for the determination of the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations.

**(f) Cash & Cash Equivalents**

Cash and cash equivalents include cash on hand, deposits available on demand with banks, other short-term highly liquid investments with original maturities of three months or less.

**(g) Revenue**

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

Revenue from the rendering of a service is recognised upon the delivery of the service to the customers.

**(h) Goods and Services Tax (GST)**

Revenues, expenses and assets (other than receivables) are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office (ATO). In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the Statement of Financial Position.

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

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**NOTES TO AND FORMING PART OF THE**  
**FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014**

**(i) Translation of Foreign Currency Items**

Transactions in foreign currencies are initially measured and brought to account at the rate of exchange in effect at the date of each transaction.

Foreign currency monetary items outstanding at balance date have been translated at the spot rates current at balance date.

Exchange differences relating to monetary items have been brought to account in the Statement of profit or loss and other comprehensive income in the financial year in which the exchange rates change as exchange gains or losses.

**(j) Employee Benefits**

The following liabilities arising in respect of employee entitlements are measured at their nominal amounts. Wages and salaries and annual leave regardless of whether they are expected to be settled within twelve months of balance date and other employee benefits which are expected to be settled within twelve months of balance date.

All other employee entitlements, including long service leave, are measured at the present value of estimated future cash outflows in respect of services provided up to balance date. Liabilities are determined after taking into consideration estimated future increases in wages and salaries and past experience regarding staff departures. Related on costs are included.

**(k) Going Concern**

The financial report has been prepared on a going concern basis. This presumes that funds will be available to finance future operations and the realisation of assets and settlement of liabilities will occur in the normal course of business.

For the year ended 30 June 2014 the Group generated loss after tax of \$702,263 (2013: loss \$719,728), as at the balance date the Group's total liabilities exceeded total assets by \$472,614 (2013: net assets \$396,849).

The company issue 600 convertible notes with attaching options on the terms approved by shareholders at the General Meeting of Shareholders held 20 August 2014.

The Directors believe that the going concern basis of accounting is appropriate due to the expected cash flows to be generated by the Group over the next twelve months. The Directors will closely monitor cash flows as the Group grows and if revenues do not increase as expected, the Directors will look to contain costs. The Directors believe that these actions, if required, will be sufficient to ensure that the company will be able to pay its debts as and when they fall due for the next twelve months.

Notwithstanding the above, the directors acknowledge that there are a number of risk factors that could materially affect the Group's future profitability and cash flows, which include, but are not limited to:

- (i) **Competition**  
There can be no assurance given in respect of the Group's ability to continue to compete profitably in the competitive markets in which the Group operates. The potential exists for change in the competitive environment in which the Group operates.
- (ii) **Reliance on key management**  
The responsibility of overseeing the day-to-day operations and strategic management of the Group is substantially dependent upon its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Group if one, or a number of, these employees cease their employment.

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**NOTES TO AND FORMING PART OF THE**  
**FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014**

**(I) New accounting standards for application in future periods**

The AASB has issued a number of new and amended Accounting Standards and Interpretations that have mandatory application dates for future reporting periods, some of which are relevant to the Group. The Group has decided not to early adopt any of the new and amended pronouncements. The Group's assessment of the new and amended pronouncements that are relevant to the Group but applicable in future reporting periods is set out below:

AASB 9: Financial Instruments and associated amending standards (applicable for annual reporting periods commencing on or after 1 January 2017).

The Standard will be applicable retrospectively and include revised requirements for the classification and measurement of financial instruments, as well as recognition and derecognition requirements for financial instruments.

- AASB 2012-3: Amendments to Australian Accounting Standards Offsetting Financial Assets and Financial Liabilities (applicable for annual reporting periods commencing on or after 1 January 2014).

This Standard provides clarifying guidance relating to the offsetting of financial instruments.

- AASB 2013-3: Amendments to AASB 136 – Recoverable Amount Disclosures for Non-Financial Assets (applicable for annual reporting periods commencing on or after 1 January 2014).

This Standard amends the disclosure requirements in AASB 136: Impairment of Assets pertaining to the use of fair value in impairment assessment.

-AASB 2013-4: Amendments to Australian Accounting Standards – Novation of Derivatives and Continuation of Hedge Accounting (applicable for annual reporting periods commencing on or after 1 January 2014).

This Standard makes amendments to AASB 139: Financial Instruments: Recognition and Measurement to permit the continuation of hedge accounting in circumstances where a derivative, which has been designated as a hedging instrument, is novated from one counterparty to a central counterparty as a consequence of laws or regulations.

-AASB2013-5: Amendments to Australian Accounting Standards – Investment Entities (applicable for annual reporting periods commencing on or after 1 January 2014).

This Standard amends AASB 10: Consolidated Financial Statements to define an “investment entity” and requires, with limited exceptions, that the subsidiaries of such entities be accounted for at fair value through profit or loss in accordance with AASB 9 and not be consolidated. Additional disclosures are also required.

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**NOTES TO AND FORMING PART OF THE**  
**FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014**

**Note 2: Revenue**

	<b>Consolidated Group</b>	
	<b>2014</b>	<b>2013</b>
	<b>\$</b>	<b>\$</b>
Interest received	4,989	30,334
	<u>4,989</u>	<u>30,334</u>

**Note 3: Income tax expense**

Prima facie tax benefit on loss before tax calculated at 30%	(210,679)	(215,918)
Non-deductible items:		
Depreciation	-	-
Other	-	-
Deferred tax asset not brought to account	210,679	215,918
Recoupment of tax losses	-	-
R&D concession refund	-	-
	<u>-</u>	<u>-</u>

Where applicable, grants and tax concessions are accrued in the year in which they are receivable.

Potential deferred tax assets at 30% (2013: 30%) attributable to unused tax losses and unrecognised temporary differences carried forward, amounting to \$2,494,255 (2013: \$1,791,992) have not been brought to account because Directors do not believe it is appropriate to regard realisation of the deferred tax as probable. These benefits will only be obtained if:

- (a) the Company derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deduction of the loss to be realized;
- (b) the Company continues to comply with the conditions for deductibility imposed by law; and
- (c) no changes in tax legislation adversely affect the Company in realising the benefit from the deduction for the loss.

It is unlikely that the unused tax losses up to 2010 (\$4,485,383) will be available for recoupment in the future. It is estimated that the potential deferred tax assets attributable to unused tax losses and temporary differences up to 2010 will no longer be available to the company given that the company appointed administrators and the continuity of ownership test may no longer be satisfied as a result of the capital raising.

**Dividend imputation**

The balance of the franking account of the Company at the end of the year was nil. No dividends were paid during the year.

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**NOTES TO AND FORMING PART OF THE**  
**FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014**

**Note 4: Auditor's remuneration**

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

	<b>Consolidated Group</b>	
	<b>2014</b>	<b>2013</b>
	<b>\$</b>	<b>\$</b>
<b>(a) Audit Services</b>		
Remuneration of the auditor of the parent entity for:		
- auditing or reviewing the financial reports	23,600	33,343
<b>(b) Non Audit Services</b>		
- taxation services – paid to a related practice of the auditor	1,200	1,200
- investigating accounting – paid to a related practice of the auditor	11,635	-

**Note 5: Dividends**

No dividends were paid or proposed during the financial year.

**Note 6: Loss per share**

**Overall Operations**

Basic and diluted loss per share (cents per share)	(4.92)	(5)
Loss used in the calculation of basic EPS (\$)	(702,263)	(719,728)
Weighted average number of shares outstanding during the year used in calculations of basic earnings per share	14,287,774	14,287,774

There was no dilutive effect of options outstanding at balance sheet date. Information on options outstanding at the balance sheet date can be found in Note 13.

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**NOTES TO AND FORMING PART OF THE**  
**FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014**

**Note 7: Cash and cash equivalents**

	<b>Consolidated Group</b>	
	<b>2014</b>	<b>2013</b>
	<b>\$</b>	<b>\$</b>
Cash at bank	236,733	225,282
<b>Reconciliation to cash at year end</b>		
Cash at bank	236,733	225,282
Cash and cash equivalents as per Statement of Cash Flows	236,733	225,282

**Note 8: Trade and other receivables**

Other receivables	28,355	-
Prepayments	7,041	10,133
GST Receivable	22,045	368
	57,441	10,501

**Note 9: Investments**

Name of Entity	Investment Type	Parent Entity's Investment Value	Parent Entity's Investment Value
		2014	2013
Starfield Metals Limited (previously known as Consolidated African Resources Pty Ltd)	Equity Investment	150,001	340,663
Totals		150,001	340,663



**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**NOTES TO AND FORMING PART OF THE**  
**FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014**

**Note 10: Intangible assets**

<b>2014 Consolidated Group</b>	<b>SharpSafe TM</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>
<b>At 30 June 2014</b>		
Cost	50,000	50,000
Accumulated amortisation and impairment	(50,000)	(50,000)
Net book amount	-	-
<b>Movement</b>		
Opening balance 1 July 2013	28,571	28,571
Additions	-	-
Amortisation charge and impairment	(7,143)	(7,143)
Impairment	(21,428)	(21,428)
Closing balance 30 June 2014	-	-

<b>2013 Consolidated Group</b>	<b>SharpSafe TM</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>
<b>At 30 June 2013</b>		
Cost	50,000	50,000
Accumulated amortisation and impairment	(21,429)	(21,429)
Net book amount	28,571	28,571
<b>Movement</b>		
Opening balance 1 July 2012	35,714	35,714
Additions	-	-
Amortisation charge and impairment	(7,143)	(7,143)
Closing balance 30 June 2013	28,571	28,571

**Note 11: Trade and other payables**

	<b>Consolidated Group</b>	
	<b>2014</b>	<b>2013</b>
	<b>\$</b>	<b>\$</b>
<b>Current</b>		
Trade creditors	200,647	188,668
Accruals	1,142	19,500
	201,789	208,168

**Note 12: Financial liabilities**

	<b>Consolidated Group</b>	
	<b>2014</b>	<b>2013</b>
	<b>\$</b>	<b>\$</b>
<b>Current</b>		
Short-term loan	115,000	-
Convertible notes	600,000	-
	715,000	-

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**NOTES TO AND FORMING PART OF THE**  
**FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014**

**Note 13: Contributed equity**

	<b>Consolidated Group</b>	
	<b>2014</b>	<b>2013</b>
	<b>\$</b>	<b>\$</b>
14,287,774 (2013: 14,287,774) fully paid ordinary shares	41,060,830	41,228,030
<hr/>		
<b>(a) Ordinary shares – value</b>		
At the beginning of the reporting period	41,228,030	41,241,780
Less Share buy-back	(31,735)	-
Less share issue costs – prior year	-	(13,750)
Less corporate restructure costs	(135,465)	-
<b>Balance at end of reporting period</b>	<b>41,060,830</b>	<b>41,228,030</b>
<hr/>		
<b>(b) Ordinary shares – number</b>	<b>No.</b>	<b>No.</b>
At the beginning of the reporting period	14,287,774	571,711,712
1:40 share consolidation	-	(557,423,938)
<b>Balance at end of reporting period</b>	<b>14,287,774</b>	<b>14,287,774</b>
<hr/>		

**Ordinary shares**

Ordinary shares participate in dividends and the proceeds on winding up of the Consolidated Entity in proportion to the number of shares held. At shareholders meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

**Options**

At the date of this report there are no options outstanding. As at 30 June 2013, outstanding options were 3,700,002 options. 1,500,002 options were exercisable at \$0.20 per option on or before 31 December 2013. 2,200,000 options were exercisable at \$0.30 per option on or before 30 September 2013.

**Note 14: Segment Reporting**

**Identification of reportable segments**

OMI Holdings Limited has identified its operating segments based on the internal reports that are reviewed and used by the board of directors (chief operating decision makers) in assessing performance and determining the allocation of resources.

The Group has only one line of business that being developing and marketing of safety engineered medical devices used in medical industry in Australia. Operating segments are therefore determined on the same basis.

**Basis of accounting for purposes of reporting by operating segments**

**a. Accounting policies adopted**

Unless stated otherwise, all amounts reported to the Board of Directors as the chief decision maker with respect to operating segments are determined in accordance with accounting policies that are consistent to those adopted in the annual financial statements of the Group.

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**NOTES TO AND FORMING PART OF THE**  
**FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014**

**Note 14: Segment Reporting (continued)**

**b. Inter segment transactions**

Segment revenues, expenses and results include transfers between segments. The prices charged on inter-segment transactions are the same as those charged for similar goods to parties outside of the consolidated group at an arm's length. These transfers are eliminated on consolidation.

**c. Segment assets**

Assets include all assets used by a segment and consist principally of cash, receivables, intangibles and property, plant and equipment, net of allowances and accumulated depreciation and amortisation. While most such assets can be directly attributed to individual segments, the carrying amount of certain assets used jointly by two or more segments is allocated to the segments on a reasonable basis.

**d. Segment liabilities**

Liabilities consist principally of accounts payable, employee entitlements, accrued expenses, provisions and borrowings.

	Medical Device \$	Other Segments \$	Consolidated Group \$
<b>2014</b>			
<b>REVENUE</b>			
External sales	-	-	-
Interest revenue	-	4,989	4,989
Total revenue	-	4,989	4,989
Expenses	(37,771)	(669,481)	(707,252)
Loss before income tax expense			(702,263)
Income tax expense			-
Loss after income tax expense			(702,263)
<b>ASSETS</b>			
Segment assets	-	444,175	444,175
Total assets	-	444,175	444,175
<b>LIABILITIES</b>			
Segment liabilities	-	916,789	916,789
Total liabilities	-	916,789	916,789

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**NOTES TO AND FORMING PART OF THE**  
**FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014**

**Note 14: Segment Reporting (continued)**

	Medical Device	Other Segments	Consolidated Group
	\$	\$	\$
<b>2013</b>			
<b>REVENUE</b>			
External sales	-	-	-
Interest revenue	-	30,334	30,334
Total revenue	-	30,334	30,334
 Expenses	 (7,143)	 (742,919)	 (750,062)
Loss before income tax expense			<b>(719,728)</b>
Income tax expense			-
Loss after income tax expense			<b>(719,728)</b>
 <b>ASSETS</b>			
Segment assets	28,571	576,446	605,017
Total assets	28,571	576,446	605,017
 <b>LIABILITIES</b>			
Segment liabilities	-	208,168	208,168
Total liabilities	-	208,168	208,168

**Note 15: Financial Risk Management**

**(a) General objectives, policies and processes**

In common with all other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

The Board has overall responsibility for the determination of the Group's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group's finance function. The Group's risk management policies and objectives are therefore designed to minimise the potential impacts of these risks on the Group where such impacts may be material. The board receives monthly financial reports through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility.

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**NOTES TO AND FORMING PART OF THE**  
**FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014**

**Note 15: Financial Risk Management (Continued)**

**(b) Credit risk**

Credit risk is the risk that the other party to a financial instrument will fail to discharge their obligation resulting in the Group incurring a financial loss. This usually occurs when the debtors or counterparties to derivative contracts fail to settle their obligations owing to the Group.

The maximum exposure to credit risk at the balance sheet date is as follows:

	<b>Consolidated Group</b>	
	<b>2014</b>	<b>2013</b>
	<b>\$</b>	<b>\$</b>
<b>Financial Assets</b>		
Cash and cash equivalents	236,733	225,282
Other receivables	28,355	-
GST Receivable	22,045	368
Investment – Starfield Metals Limited	150,001	340,663
Total	437,134	566,313
<b>Financial Liabilities</b>		
Trade creditors	200,647	188,668
Accruals	1,142	19,500
Other liabilities	715,000	-
Total	916,789	208,168

The fair value of the current receivables approximates their carrying values.

**Ageing**

The ageing of trade payables at the reporting dates were:

Not past due	86,941	46,487
Past due 0 – 30 days	39,816	2,265
Past due 31 – 60 days	44,266	2,614
Over 60 days	29,624	137,302
<b>Total:</b>	200,647	188,668

**(c) Liquidity risk**

Liquidity risk is the risk that the Group may encounter difficulties raising funds to meet commitments associated with financial instruments, e.g. borrowing repayments. The Board of Directors manage liquidity risk by continually monitoring forecast cash flows and generating when required additional capital funding as necessary. It is noted that the Group does not have any borrowing facilities.

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**NOTES TO AND FORMING PART OF THE**  
**FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014**

**Note 15: Financial Risk Management (Continued)**

The following maturity analysis is done on a contractual undiscounted cashflow basis:

**Maturity Analysis – Consolidated Group**

Financial liabilities	Carrying Amount	Contractual Cashflows	< 6 months	6 – 12 months	1-3 years	> 3 years
	\$	\$	\$	\$	\$	\$
<b>2014</b>						
Trade and other payables	201,789	201,789	86,941	114,848	-	-
Financial liabilities	715,000	715,000	715,000	-	-	-
<b>2013</b>						
Trade and other payables	208,168	208,168	83,288	124,880	-	-

The fair value of the current trade and other payables approximates their carrying values.

**(d) Market rate risk**

Market rate risk arises from the use of interest bearing and foreign currency financial instruments. It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk) or foreign exchange rates (currency risk). The Company and Group are not subject to other price risk on its financial instruments.

**i. Interest rate risk**

Interest rate risk arises on cash and cash equivalents, and receivables from related parties. The Group does not enter into any derivative instruments to mitigate this risk. As this is not considered a significant risk for the Group, no policies are in place to formally mitigate this risk.

*Sensitivity to changes in interest rates:*

If interest rates were to move 100 bps up or down in the next 12 months, the following effect on reported profits or losses from all interest bearing financial assets and financial liabilities, is expected:

- The profit effect on the consolidated group of an interest rate increase of 1% is \$2,367 (2013: \$2,252) and the profit effect of an interest rate decrease of 1% is (\$2,367) (2013: (\$2,252)).
- There have been no changes in any of the methods or assumptions used to prepare the above sensitivity analysis from the prior year.

**ii. Currency risk**

The Company is not exposed to currency risk.

**(e) Fair values of financial assets and liabilities**

All financial assets and liabilities have been recognised at the balance date at their carrying values which are not materially different from their fair values.

**(f) Capital Management**

The Board endeavours to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**NOTES TO AND FORMING PART OF THE**  
**FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014**

**Note 16: Related Party Transactions**

No director has entered into contracts with the Company since the end of the previous financial year.

**Wholly-owned Group**

The wholly-owned group consists of OMI Holdings Limited (OMI) and wholly-owned controlled entities Jireh Tech Pty Ltd, OMI Properties Pty Ltd and OMI Inc.

**Note 17: Notes to the statements of cash flows**

**(a) Reconciliation of Cash Flow from Operations with profit/(loss) after income tax**

	<b>Consolidated Group</b>	
	<b>2014</b>	<b>2013</b>
	<b>\$</b>	<b>\$</b>
Loss after income tax	(702,263)	(719,728)
Non cash flows in loss for the year		
Depreciation and amortisation	7,143	7,143
Impairment of investment	190,662	-
Impairment of intangible asset	21,428	-
Sub total	(483,030)	(712,585)
Change in operating assets and liabilities		
(Increase)/decrease in other receivables	(50,032)	70,525
(Increase)/decrease in prepayments	3,092	8,180
(Decrease)/increase in trade creditors and accruals	(6,379)	113,696
Net cash outflow from operating activities	(536,349)	(520,184)

**(b) Non-cash Financing and Investing Activities**

**Share Issues**

There are no non cash financing and investing activities.

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**NOTES TO AND FORMING PART OF THE**  
**FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014**

**Note 18: Key Management Personnel**

**(i) Details of Key Management Personnel**

Name	Title
Terry Cuthbertson	Non-executive Chairman (Appointed 26 July 2010)
Michael Doery	Non-executive Director (Appointed 26 July 2010)
Gary Stewart	Non-executive Director/Company Secretary (Appointed 26 July 2010 / 31 May 2011)

**(ii) Compensation of Key Management Personnel**

These remuneration disclosures are provided in the Directors' Report under Remuneration Report and designated as audited.

	<b>Consolidated Group</b>	
	<b>2014</b>	<b>2013</b>
	<b>\$</b>	<b>\$</b>
Short term employees benefit	72,000	72,000
Consultant's fees	80,000	-
	<u>152,000</u>	<u>72,000</u>

**(iii) Shareholdings of Key Management Personnel**

Shares held directly and indirectly in the Company:

<b>2014</b>	<b>Balance at the start of the year</b>	<b>Granted as remuneration</b>	<b>Other changes during the year</b>	<b>Balance at the end of the period</b>
<b>Directors</b>				
Terry Cuthbertson	-	-	-	-
Gary Stewart	-	-	-	-
Michael Doery	100,000	-	-	100,000
<b>2013</b>	<b>Balance at the start of the year</b>	<b>Granted as remuneration</b>	<b>Other changes during the year (40:1 shares consolidation)</b>	<b>Balance at the end of the period</b>
<b>Directors</b>				
Terry Cuthbertson	-	-	-	-
Gary Stewart	-	-	-	-
Michael Doery	4,000,000	-	(3,900,000)	100,000

All equity transactions with key management personnel, which relate to the Company's listed ordinary shares, have been entered into on an arms length basis.

**(iv) Option holdings of Key Management Personnel**

500,000 options held by Michael Doery had expired during the financial year. (2013: 500,000)  
700,000 options held by Terry Cuthbertson had expired during the financial year. (2013: 700,000)  
550,000 options held by Gary Stewart had expired during the financial year. (2013: 550,000)



**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**NOTES TO AND FORMING PART OF THE**  
**FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014**

**Note 19: Company Details**

The registered office of the Company is:

OMI Holdings Limited  
Level 4, 450 Victoria Road  
Gladesville NSW 2111  
Australia

**Note 20: Subsequent Events**

On the 18 July 2014 (updated 19 August 2014), the company issued a prospectus to raise a maximum of \$2 million by the issue of 10 million ordinary shares in the company at an issue price of \$0.20 per share.

In conjunction with the capital raising the company entered into a Share Sale Agreement to acquire 100% of the issued capital of iSentric SBN BHD ("iSentric"), a Malaysian technology company currently owned by ASX listed Donaco International Limited (ASX:DNA) ("Donaco"), by the issue of 60 million ordinary shares at \$0.20 per share.

The Share Sale Agreement was approved by the shareholders of the company at an Extraordinary General Meeting on 20 August 2014 and by Donaco shareholders at an Extraordinary General Meeting on 25 August 2014. The transaction has been completed and the shares in the Company were re-admitted to the ASX on the 23 September, 2014. On the 25 September, 2014 the Companies name was changed to iSentric Limited and the ASX Code changed to ICU.

At the Extraordinary General Meeting on 20 August 2014, the shareholders also approved the change in the company's name to iSentric Limited and the consolidation of the company's issued securities on the basis of 3.8 to 1.

Other than the above, there were no other matters or circumstances that have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the consolidated group, the results of those operations, or the state of the affairs of the consolidated group, in subsequent financial years.

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**NOTES TO AND FORMING PART OF THE**  
**FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014**

**Note 21: OMI Holdings Limited Parent Company Information**

	<b>2014</b>	<b>2013</b>
	<b>\$</b>	<b>\$</b>
STATEMENT OF FINANCIAL POSITION		
Parent Entity		
ASSETS		
Current Assets	444,175	576,446
Non-current assets	-	28,571
TOTAL ASSETS	<u>444,175</u>	<u>605,017</u>
LIABILITIES		
Current liabilities	916,789	208,168
Non-current liabilities	-	-
TOTAL LIABILITIES	<u>916,789</u>	<u>208,168</u>
EQUITY		
Contributed equity	41,060,830	41,228,030
Accumulated losses	(41,533,444)	(40,831,181)
TOTAL EQUITY	<u>(472,614)</u>	<u>396,849</u>
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME		
Loss for the year	(702,263)	(719,728)
Other comprehensive income	-	-
TOTAL COMPREHENSIVE INCOME	<u>(702,263)</u>	<u>(719,728)</u>

**GUARANTEES IN RELATION TO THE DEBTS OF SUBSIDIARIES**

No guarantees provided under the deed of cross guarantee.

**CONTINGENT LIABILITIES**

No contingent liabilities of a material nature identified as at the date of this report.

**CONTRACTUAL COMMITMENTS**

There is no contractual commitment as at 30 June 2014.

**Controlled Entities**

<b>Controlled Entity</b>	<b>Country of Incorporation</b>	<b>Percentage of Shares Held</b>	
		<b>2014</b>	<b>2013</b>
Jireh Tech Pty Ltd	Australia	100%	100%
OMI Properties Pty Ltd	Australia	100%	100%
OMI Inc	USA	100%	100%

**DIRECTORS' DECLARATION**

The directors of the company declare that:

1. the financial statements and notes, as set out on pages 9 to 31, are in accordance with the Corporations Act 2001 and:
  - a. comply with Australian Accounting Standards which as stated in accounting policy Note 1 to the financial statements, constitutes compliance with International Financial Reporting Standards (IFRS); and
  - b. give a true and fair view of the financial position as at 30 June 2014 and of the performance for the year ended on that date of the company and consolidated group;
2. in the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.
3. the Directors have been given the declarations required by s295A of the Corporations Act 2001 from the Chief Executive Officer and Chief Financial Officer.

The company and controlled entities, OMI Holdings Limited, have entered into a deed of cross guarantee under which the company and its subsidiaries guarantee the debts of each other.

At the date of this declaration, there are reasonable grounds to believe that the companies which are party to this deed of cross guarantee will be able to meet any obligations or liabilities to which they are, or may become, subject to by virtue of the deed.

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



**Terry Cuthbertson**  
**Chairman**  
**29 August 2014**



**OMI HOLDINGS LIMITED ABN 11 091 192 871  
AND CONTROLLED ENTITIES**

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF  
OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**

**Report on the Financial Report**

We have audited the accompanying financial report of OMI Holdings Limited, which comprises the consolidated statement of financial position as at 30 June 2014, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

*Directors' Responsibility 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 is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101: *Presentation of Financial Statements*, that the financial statements comply with International Financial Reporting Standards (IFRS).

*Auditor's Responsibility*

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

*Independence*

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

*Auditor's Opinion*

In our opinion:

- a) the financial report of OMI Holdings Limited is in accordance with the *Corporations Act 2001*, including:
  - i. giving a true and fair view of the consolidated entity's financial position as at 30 June 2014 and of its performance for the year ended on that date; and
  - ii. complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- b) the financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

**Report on the Remuneration Report**


We have audited the remuneration report included in the directors' report for the year ended 30 June 2014. The directors of the company are responsible for the preparation and presentation of the remuneration report in accordance with s 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.

*Auditor's Opinion*

In our opinion, the remuneration report of OMI Holdings Limited for the year ended 30 June 2014, complies with s 300A of the *Corporations Act 2001*.

MNSA Pty Ltd

MNSA Pty Ltd



**Mark Schiliro**

Sydney

29<sup>th</sup> of August 2014

## **Corporate Governance Statement**

The Board is committed to operating the Company's business ethically and in a manner consistent with high standards of corporate governance.

In accordance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations: 2nd Edition (Revised Principles) (*the Principles*), the Corporate Governance Statement must contain specific information and also report on the Company's adoption of the Council's best practice recommendations on an exception basis, whereby disclosure is required of any recommendations that have not been adopted by the Company and why. The Company's corporate governance principles and policies are therefore structured with reference to the Principles, which are as follows:

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

A number of the Recommendations under the Principles recommend that certain governance documents should be made publicly available, ideally by posting such information on the company's website. All corporate governance principles and policies, regarding the Company as required by the Principles are set out in this Corporate Governance Statement.

### **1. Lay Solid Foundations for Management and Oversight**

#### **Board members**

Since 1 July 2012 there has been one change to the Company's Board:

- Mr Terry Cuthbertson, Mr Gary Stewart and Mr Michael Doery have continued as Directors.
- Mr Michael Brookes vacated his position as a Director on the 13<sup>th</sup> July, 2012.

#### **Roles and responsibilities of the Board and Management**

The Board has adopted a formal Board charter which outlines the main corporate governance practices in place for the Company and to which both the Board and each Director are committed. The conduct of the Board is also governed by the Constitution, and where there is inconsistency with that document, the Constitution prevails to the extent of the inconsistency.

The Board has an overriding responsibility to act honestly, conscientiously and fairly, in accordance with the law, in the interests of shareholders (with a view to building sustainable value for them); employees of the Group; and other people or entities with whom the Group deals.

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

The Board's broad function is to chart strategy and set financial targets for the Group; monitor the implementation and execution of strategy and performance against financial targets; and appoint and oversee the performance of executive management, and generally to take an effective leadership role in relation to the Group.

Each Director is aware of both actual and potential conflicts of interest and observes that the law requires that a Director with a conflict of interest should refrain from voting, or entering into any discussion, at, or even being present during relevant Board discussions. A Director who has any material personal interest in a matter must not be present at a meeting while the matter is being considered and must not vote on the matter. A personal interest may be either direct or indirect and either pecuniary or otherwise. Papers relevant to any matter on which there is a known conflict of interest, or in relation to which there is a material personal interest, will not be provided to any Director concerned.

**Guide to Reporting on Principle 1**

In accordance with the 'Guide to Reporting on Principle 1', the Company provides the following information:

- (a) as at the date of this statement, the Company is of the view that it has complied with Recommendation 1.1; and
- (b) the Company did not undertake a performance evaluation for its executives and Directors during the financial year in accordance with the process set out in Recommendation 1.2. As a consequence of the level of the Company's operations the Company did not undertake a formal evaluation of the performance of the Board, individual Directors and key executives.

**2. Structure the Board to Add Value**

**Board composition – independence, experience and expertise**

During the 2013 financial year, while the policy of the Company is that the majority of the Board should be independent Directors, due to the scale of operations and only a four member Board, there was not at all times a majority of independent Directors.

During the 2013 financial year, the independent Non-Executive Chairman, Mr Terry Cuthbertson, was responsible for leadership of the Board and for the efficient organisation and conduct of the Board. He facilitated the contribution by all Directors and promoted constructive and respectful relations between Directors.

The current Chairman, Mr Terry Cuthbertson, is considered by the Board to be an independent Non-Executive Director. From his appointment on 26 July 2010, he has been responsible for those duties set out above.

The Board has other responsibilities imposed by law. These include responsibility for the composition of the Board including appointment and retirement or removal of Directors; oversight of the Group including control and accountability systems; appointing and removing the Chief Executive Officer or equivalent; where appropriate, ratifying the appointment and the removal of Senior Executives; reviewing, ratifying and monitoring systems of risk management and internal control, codes of conduct, and legal compliance; monitoring Senior Executive's implementation of strategy, and ensuring appropriate resources are available; approving and monitoring the progress

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

of major capital expenditure, capital management, and acquisitions and sales; approving and monitoring financial and other reporting; performance of investment and treasury functions; monitoring industry developments relevant to the Group and its business; developing suitable key indicators of financial performance for the Group and its business; having input in and granting final approval of corporate strategy and performance objectives developed by management; the overall corporate governance of the Group including its strategic direction and goals for management, and monitoring the achievement of these goals; and oversight of Committees.

**Access to information and independent professional advice**

Each Director may seek independent legal or other professional advice at the Company's expense. Prior approval from the Chairman is required but may not be unreasonably withheld or delayed.

**Committees of the Board**

The Board has the authority to establish and delegate powers to committees to assist the Board on audit matters, finance and business risks, remuneration, and nominations, and to establish a framework for the effective and efficient management of the Company and the Group.

During the 2013 financial year, the only Board committee established was that for Audit, Risk & Remuneration and in respect of other committees, the Board as a whole attended to the usual functions of such committees. Given the size and operations of the Company it has been determined that issues falling ordinarily within the scope of a Nominations Committee are considered by the full Board and there is no Nominations Committee. The Company has however, established charter rules for the Nominations Committee as a guide for the Board in its deliberations, and in the event that a Committee is established at some time in the future if and when considered appropriate by the Board.

**Board Assessments**

The performance of the Directors was not formally reviewed and assessed by the Board during the 2013 financial year.

**Guide to Reporting on Principle 2**

In accordance with the 'Guide to Reporting on Principle 2, the Company provides the following information:

- (a) The skills, experience, expertise relevant to the position of Director and the term of office held by each Director as at 30 June 2013 and as at the date of this statement is detailed in the Director's Report;
- (b) In assessing whether a Director is independent, the Board has regard to the standards it has adopted that reflect the independence requirements of applicable laws, rules and regulations, including the Principles;
- (c) All three Directors as the date of this statement constitute independent Directors;
- (d) The Company currently does not have a chief executive officer;
- (e) From 1 July 2011 to the date of this statement, the role of chair and chief executive officer have not been exercised by the same person;
- (f) Whenever necessary, individual members of the Board may seek independent professional advice at the expense of the Company in relation to fulfilling their duties as Directors. All Directors are encouraged to actively participate in all decision making processes and are given every opportunity to have their opinion heard and respected on all matters;



**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

- (g) Due to the small size of the Board and the level of the Company's operations, during the 2013 financial year the Company did not have a separate nomination committee;
- (h) The performance of the Board, individual Directors and the executives has not taken place during the reporting period due to the level of the Company's operations;
- (i) As at the date of this statement, the Company is of the view that it has complied with Recommendations 2.1, 2.2 and 2.3, but has not complied with Recommendations 2.4 and 2.5. An explanation for the departures from these Recommendations is set out above.

**3. Promote Ethical and Responsible Decision-making**

Ethical standards and values

The Board has adopted a Code of Conduct that provides a framework in which the Company and its representatives conduct their business and activities in a fiscally efficient and socially responsible manner whilst seeking to maximize shareholder returns. All Directors and all officers of the Company and each other company in the Group are expected to act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company and the Group and, where possible, act in accordance with the interests of shareholders, staff, clients and all other stakeholders in the Company.

Share trading policy

The Constitution permits Directors to acquire securities. Company policy prohibits any dealing in, or procuring the dealing in securities, except where the trading is permitted. Trading is permitted in securities during a four week period starting immediately after the announcement to the ASX and ASIC of the half yearly and annual results and after the conclusion of the AGM if:

- (a) the trader is not in possession of price sensitive information; and
- (b) the trading is not for short term or speculative gain.

No trader can sell more than \$100,000 worth of securities to any party unless, before entering into discussions for the potential sale of those securities, approval from the Chairman is obtained, covering the form of and timing of the sale, and the management of its public disclosure.

Guide to Reporting on Principle 3

The 'Guide to Reporting on Principle 3' provides that certain information should be included in the corporate governance section of the Company's Annual Report or be made publicly available. The Company notes that it has not made the Code of Conduct or Trading Policy publicly available as the Company currently does not have a website.

**4. Safeguard Integrity in Financial Reporting**

Audit & Risk Committee

The Company has previously established an Audit & Risk Management (ARM) Committee to assist and to report to the Board. The role of the ARM Committee was to:

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

- (a) advise on the establishment and maintenance of a framework of internal controls and appropriate ethical standards for the management of the Group;
- (b) assist the Board with policy on the quality and reliability of financial information prepared for use by the Board; and
- (c) review the risk management framework and policies within the Company and monitor their implementation.

During the 2013 financial year the ARM Committee comprised of three independent Directors, being Mr Michael Doery (as Chairman) Mr Terry Cuthbertson and Mr Gary Stewart. The Audit Committee meet once during the financial year.

Accordingly, it is the Board's responsibility to establish and maintain an effective internal control framework to examine the effectiveness and efficiency of the management of the Company and significant business processes such as the safeguarding of assets, the maintenance of proper accounting records and the integrity of financial information, the implementation of quality assurance practices and procedures and ensuring compliance with environmental regulations.

During this period audit and compliance matters were considered by the Board as appropriate.

**Guide to Reporting on Principle 4**

The 'Guide to Reporting on Principle 4' provides that certain information should be included in the corporate governance section of the Company's Annual Report. In accordance with the 'Guide to Reporting on Principle 4, the Company provides the following information:

- (a) The qualifications of the ARM Committee members during the 2013 financial year, were Mr Michael Doery (as Chairman) Mr Terry Cuthbertson and Mr Gary Stewart are detailed in the Directors report; and
- (b) One meeting of the ARM Committee took place during the 2013 financial year. During the 2013 financial year, audit and compliance matters were considered during Board meetings as appropriate.

**5. Make Timely and Balanced Disclosure**

**Continuous disclosure**

The Company's continuous disclosure obligations are reviewed as a standing item on the agenda for each regular meeting of the Board. Directors are required at every meeting to provide details of any matter within their knowledge that might require disclosure to the market.

The Chairman is primarily responsible for making decisions about whether a matter must be disclosed under the Company's continuous disclosure obligations; ensuring that the Company complies with those obligations; notifying the Board of such matters; monitoring and promoting an understanding within the Company of compliance; acting as the contact for media and comment, including analyst briefings and responses to shareholder questions; and keeping the Board informed of other relevant matters.

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

Guide to Reporting on Principle 5

The 'Guide to Reporting on Principle 5' provides that certain information should be included in the corporate governance section of the Company's Annual Report or be made publicly available. The Company notes that it has not made the Code of Conduct publicly available as the Company currently does not have a website.

**6. Respect the Rights of Shareholders**

Communication policy

The Board must inform Shareholders of all major developments affecting the Group's state of affairs. The annual report is distributed to all Shareholders (where requested to do so) and will include all relevant information about the operations of the Group during the year, changes in the state of affairs of the Group, and details of future developments in addition to the other disclosures required by the Corporations Act.

Company announcements are made in a factual, timely, clear, and objective manner, and include any information material to decisions of Shareholders and potential investors in the Company. Information concerning the Company and the Group, including copies of announcements made through the ASX, ASIC and the annual report and half yearly report, is made available to Shareholders and prospective investors by the Company. The Company has a continuing commitment to electronic communication with Shareholders and stakeholders generally including through the ASX website.

Directors must recognise that their primary responsibility is to Shareholders as a whole however, the Company must function within, and operate with a sense of responsibility to, the wider community as well as to Shareholders. It is the Company's belief that this sense of responsibility to stakeholders generally is an essential part of its role within the broad community and represents not only sound ethics but also good business sense and commercial practice.

General Meetings

The Shareholders in General Meeting vote on proposed major changes in the Group which may impact on share ownership rights and the removal and appointment of Directors.

The Board encourages the full participation of Shareholders at General Meetings to ensure a high level of accountability and identification with the Group's strategy and goals. As part of this broad responsibility the Company welcomes constructive feedback on its contribution to and role within the community at General Meetings and through the ASX website.

Guide to Reporting on Principle 6

The 'Guide to Reporting on Principle 6' provides that certain information should be included in the corporate governance section of the Company's Annual Report or be made publicly available. The Company notes that it has not made the Code of Conduct publicly available as the Company currently does not have a website.

**7. Recognise and Manage Risk**

Risk Management

The Board has established strategies including the identification of material risks. This responsibility is fulfilled by the ARR Committee which reviews the material risks affecting each business segment, develops strategies to mitigate these risks and regularly reports to the Board for their review.

Once a risk is identified, an action plan is proposed by management and submitted to the ARR Committee and, through it, the Board is informed of the action plan. The ARR Committee must approve the action plan. Corrective action must be taken as soon as practicable. Material business risks arise from such matters as actions by competitors, changes in government policy and use of information systems.

Statement by Chief Executive Officer and Chief Financial Officer

The Company currently does not have a Chief Executive Officer or Chief Financial Officer. As part of this risk management process, the Directors have reported to the Board in relation to its management of the Company's material business risks.

External audit

External auditors are selected according to criteria set by the Committee which include the lack of any current or past relationship with the Company or with any member of senior management that could impair, or risk impairing, the independent external view they are required to take in relation to the Company and the Group; their general reputation for independence, probity and professional standing within the business community; and their knowledge of the industry in which the Company and the Group operate.

All employees of the external auditor (including the partner or other principal with overall responsibility for the engagement), must be rotated periodically (at least every five years) to avoid any risk of impairing the independent external view that the external auditors are required to take in relation to the Company and the Group.

Guide to Reporting on Principle 7

In accordance with the 'Guide to Reporting on Principle 7', the Company provides the following information:

- (a) the Company has not departed from Recommendation 7.1; and
- (c) the Company has not complied with Recommendation 7.2 and 7.3 as the majority of the current Board has only been in office since 26 July 2010. In addition, the Company also does not have a Chief executive officer or
- (d) Chief financial officer.

**8. Remunerate Fairly and Responsibly**

**Remuneration**

During the 2013 financial year, given the size and operations of the Company it was determined that issues falling ordinarily within the scope of a Remuneration Committee are considered by the full Board and there is no Remuneration Committee. The Company has however, established charter rules for the Remuneration Committee as a guide for the Board in its deliberations, and in the event that a Committee is established at some time in the future if and when considered appropriate by the Board.

The Board considers issues relevant to remuneration policies and practices, including those for senior executives and non-executive Directors. The Board clearly distinguishes the structure of non-executive directors' remuneration from that of executive directors and senior executives and in doing so, reviews and evaluates market practices and trends for all remuneration relevant to the Group.

Remuneration for the Executive Director and senior executives includes not only monetary payments (salary and wages) but all other monetary and non-monetary compensation for services and benefits including fringe benefits; directors' and officers' and other insurance arrangements; retirement benefits; superannuation; and equity participation, and other incentive programs. Non – executive Directors remuneration is determined in accordance with the aggregate fees determined from time to time by shareholders.

**Guide to Reporting on Principle 8**

In accordance with the 'Guide to Reporting on Principle 8', the Company provides the following information:

- (a) there are no schemes for retirement benefits, other than statutory superannuation, in existence for the Non-Executive Directors;
- (b) due to size of the Company and its current level of operations, during the 2013 financial year the Company did not have a separate Remuneration Committee; and
- (c) as at the date of this statement, the Company is of the view that it has complied with each of the Recommendations under Principle 8, except for Recommendation 8.1. An explanation for the departure from Recommendation 8.1 is set out above.

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**ADDITIONAL INFORMATION FOR LISTED PUBLIC COMPANIES**

**1. Shareholding**

- a. Distribution of Shareholders Number as at 26 September 2014

Category (size of holding)	Number of Ordinary Shares	Number of Holders
1- 1,000	34,416	57
1,001 – 5,000	1,383,916	440
5,001 – 10,000	1,594,563	224
10,001 – 100,000	8,530,742	283
100,001 and over	65,203,325	56
	<b>76,746,962</b>	<b>1,060</b>

- b. The number of shareholdings held in less than marketable parcels is 104.
- c. The names of the substantial shareholders listed in the Company's register as at 26 September 2014 are:

Shareholder	Number of shares	% Holding
1. JOX HOLDINGS LIMITED	20,006,268	26.07
2. HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	9,261,051	12.07
3. PERSHING AUSTRALIA NOMINEES PTY LTD	4,720,680	6.15
4. KEONG YEW LIM	4,105,441	5.35

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

d. 20 Largest Shareholders as at 26 September 2013 – Ordinary Shares

	<b>Shareholder</b>	<b>Number of Shares Held</b>	<b>% Holding</b>
1.	JOX HOLDINGS LIMITED	20,006,268	26.07
2.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	9,261,051	12.07
3.	PERSHING AUSTRALIA NOMINEES PTY LTD	4,720,680	6.15
4.	KEONG YEW LIM	4,105,441	5.35
5.	CITICORP NOMINEES PTY LIMITED	3,260,833	4.25
6.	J P MORGAN NOMINEES AUSTRALIA LIMITED	2,704,562	3.52
7.	RBC INVESTOR SERVICES AUSTRALIA NOMINEES PTY LIMITED <PI POOLED A/C>	2,548,454	3.32
8.	NATIONAL NOMINEES LIMITED	1,956,178	2.55
9.	MR SING CHOU CHEW	1,875,000	2.44
10.	CONVENT FINE LIMITED	1,597,066	2.08
11.	WARBONT NOMINEES PTY LTD <ACCUMULATION ENTREPOT A/C>	705,973	0.92
12.	SLIM TWINKLE LIMITED	676,275	0.88
13.	NATIONAL NOMINEES LIMITED <DB A/C>	674,821	0.88
14.	NEBRAL PTY LTD	624,217	0.81
15.	HOLDEX NOMINEES PTY LTD <NO 392 A/C>	575,414	0.75
16.	DONACO INTERNATIONAL LIMITED <ISENTRIC SALE FACILITY A/C>	566,480	0.74
17.	BNP PARIBAS NOMS PTY LTD <DRP>	550,322	0.72
18.	MR GERALD NICHOLAS ENGHOE TAN	480,473	0.63
19.	CS FOURTH NOMINEES PTY LTD	474,450	0.62
20.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	470,115	0.61
		<b>57,834,073</b>	<b>75.36</b>

e. Voting Rights

The voting rights attached to each ordinary share is one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.

**2. The name of the Company Secretary is Mr Gary Stewart. Mr Stewart's qualifications are:**

***LBB***

Mr Stewart has a practice in Corporate Law and advises and works in a number of public listed companies in Australia. In addition he holds the position of Company Secretary in both public listed companies and private companies.

**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**3. The address of the registered and principle office is:**

Level 4, 450 Victoria Road,  
Gladesville NSW 2111

**4. Registers of securities are held at the following address**

Link Market Services  
Level 12, 680 George Street  
Sydney NSW 2000

**5. Stock Exchange Listing**

Quotation has been granted for all the ordinary shares of the Company on all Member Exchanges of the Australian Stock Exchange Limited.

**6. Restricted Securities**

Ordinary Shares

Of the 76,746,962 ordinary shares on issue as at 30 June 2014, all were quoted on the Australian Stock Exchange. No ordinary shares are subject to escrow restrictions.

Options

No options are subject to escrow restrictions.



**OMI HOLDINGS LIMITED AND CONTROLLED ENTITIES**  
**ABN 11 091 192 871**

**CORPORATE DIRECTORY**

**DIRECTORS**

Terry Cuthbertson  
Non Executive Chairman

Gary Stewart  
Non – Executive Director

Michael Doery  
Non-Executive Director

**COMPANY SECRETARY**

Gary Stewart

**AUDITORS**

MNSA Pty Ltd

**BANKERS**

National Australia Bank

**SHARE REGISTRY**

Link Market Services  
Level 12, 680 George Street  
Sydney NSW 2000 Australia

**REGISTERED AND PRINCIPAL OFFICE**

Level 4  
450 Victoria Road  
Gladesville NSW 2111  
Ph: (02) 8752 7861  
Fax: (02) 8752 7860