

**HJB CORPORATION LIMITED (FORMERLY HAMILTON JAMES & BRUCE GROUP LIMITED) AND ITS  
CONTROLLED ENTITIES  
FOR THE HALF YEAR ENDED 31 DECEMBER 2014  
ABN: 90 091 302 975**

This half year financial report is to be read in conjunction with the financial report for the year ended  
30 June 2014

**HJB CORPORATION LIMITED (FORMERLY HAMILTON JAMES & BRUCE GROUP LIMITED) AND ITS  
CONTROLLED ENTITIES**

**APPENDIX D**

**1. Reporting period**

Report for the half year ended 31 December 2014

Previous corresponding periods: Financial year ended 30 June 2014

Half year ended 31 December 2013

**Results for announcement to the market**

Key Information		Change %	Half-year Ended	Half-year Ended
			31 December 2014	31 December 2013
			\$'000	\$'000
Revenue from continuing operations	Down	99%	8	1,398
Loss from continuing operations after tax attributable to members	Down	77%	(313)	(1,347)
Total comprehensive income / (loss) attributable to members	Up	458%	4,823	(1,347)

**Explanation of Results**

The profit after income tax for the half year was \$4,823,000 (2013: loss of \$1,347,000), due to primarily a gain arising from effectuation of the Deed of Company Arrangement and the transfer of all liabilities and obligations of the Company to the Creditors' Trust.

The half year ended 31 December 2014 loss from continuing operations includes a share based payment of \$63,844 related to the issue of 40,500,000 unlisted management options for no consideration on 8 October 2014.

**Dividends paid and proposed**

No dividend was paid or proposed during the period.

**2. Net tangible assets per share**

Net tangible assets per ordinary share 0.004 (31 December 2013: \$ Nil)

**3. Control gained or lost over entities in the half year**

Control gained over entities during the period Nil  
Loss of control of entities during the period \$5,136,000

As at 7 July 2014, the date the Deed of Company Arrangement effectuated and with the exception of Hamilton James and Bruce (Australia) Pty Limited, all subsidiaries were deconsolidated from the Group and transferred to the Creditors' Trust.

**4. Investments in associates and joint venture entities**

Equity accounted associates and joint venture entities Nil  
Aggregate share of Profit / (losses) of associates and joint venture entities Nil

**HJB CORPORATION LIMITED (FORMERLY HAMILTON JAMES & BRUCE GROUP LIMITED) AND ITS  
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# HJB CORPORATION LIMITED (FORMERLY HAMILTON JAMES & BRUCE GROUP LIMITED) AND ITS CONTROLLED ENTITIES

## DIRECTORS' REPORT

The directors present their report on the consolidated entity consisting of HJB Corporation Limited (formerly Hamilton James & Bruce Group Limited) ("HJB" or the "Company") and its controlled entities (the "Group") for the half year ended 31 December 2014.

### Directors

The following persons were directors of HJB during the whole or part of the half year and up to the date of this report.

Name	Particulars
Mr G Doyle	Executive Chairman (Resigned 7 July 2014)
Mr L Fernandes	Non Executive Director (Resigned 7 July 2014)
Mr P Colaco	Non Executive Director (Resigned 7 July 2014)
Mr R Walters	Executive Director (Resigned 7 July 2014)
Mr Mike Hill	Executive Chairman (Appointed 7 July 2014)
Mr Mike Everett	Non Executive Director (Appointed 7 July 2014)
Mr Michael Pollak	Non Executive Director (Appointed 7 July 2014)
Mr Brett Chenoweth	Managing Director (Appointed 7 July 2014)

### Incomplete records

The management and affairs of the Company and all its controlled entities were not under the control of the Directors of the Group from the time it entered into voluntary administration on 12 September 2013 until the date the DOCA effectuated, being 7 July 2014.

The financial report was prepared by Directors who were not in office at the time the Group entered voluntary administration nor were they in office for the full period presented in this report. The Directors who prepared this financial report were appointed on 7 July 2014.

To prepare the financial report, the Directors have reconstructed the financial records of the Group using data extracted from the Group's accounting systems, the record of receipts and payments made available by the Administrator of the Company and its subsidiaries for the period of their appointment. However, it has not been possible for the Directors to obtain all the books and records of the Group for the period prior to the appointment of the Administrators.

Consequently, although the Directors have prepared this financial report to the best of their knowledge based on the information made available to them, they are of the opinion that it is not possible to state that this financial report has been prepared in accordance with Australian Accounting Standards including Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001, nor is it possible to state this financial report gives a true and fair view of the Group's financial position.

### Principal activities

The consolidated entity's principal activities during the half year consisted of the provision of recruitment services. However, given the Company has only recently been through a Deed of Company Arrangement, been recapitalised and reinstated to trading on the ASX, the new Board is still investigating the potential re-launch of the existing business in the recruitment sector, as well as actively considering the acquisition of other investments.

### Review of operations

The Company was suspended from trading on the ASX on 2 September 2013 at its request and on 12 September 2013 Scott Turner was appointed as the Administrator of the Group and assumed control of the Group and their business, property and affairs.

Prior to the appointment of the Administrator, the previous directors sold certain of the Company's assets as announced on the ASX on 12 September 2013.

# HJB CORPORATION LIMITED (FORMERLY HAMILTON JAMES & BRUCE GROUP LIMITED) AND ITS CONTROLLED ENTITIES

## DIRECTORS' REPORT

### Review of operations (Continued)

The Administrator subsequently advertised, sought and negotiated proposals to reconstruct the Company with interested parties. Pager Partners put forward a recapitalisation proposal which was accepted at a meeting of the Company's creditors on 4 December 2013.

The DoCA was signed on 24 December 2013 with the following terms:

- The syndicate lead by Pager Partners would loan the Company \$200,000;
- The Company would pay \$200,000 to the Deed Administrator for distribution under the DoCA to the Creditors' Trust, in return for secured and unsecured creditors releasing all claims against the Company and their charge over the Company; and
- A Creditors' Trust Deed has been established pursuant to the DoCA which will be used to pay the Deed Administrator's fees and costs, the Administrator's fees and costs and the Trustees' fees and costs, with the balance distributed to creditors as full and final payment of the Company's outstanding debts.

The terms of the DoCA were effectuated on 7 July 2014.

The profit after income tax for the half year was \$4,823,000 (2013: loss of \$1,347,000), due to primarily a gain arising from the settlement of all liabilities and obligations of the Company as a result of the effectuation of the DoCA and the creation of the Creditors' Trust Deed.

### Significant changes in the state of affairs

Significant changes in the state of affairs of the Company during the half - year were as follows:

- Subsequent to effectuating the DOCA on 7 July 2014, the Company has:
  - consolidated the issued share capital on a 33:1 basis;
  - changed the name of the company to "HJB Corporation Limited";
  - adopted a new Constitution;
  - elected Mike Hill, Brett Chenoweth, Mike Everett and Michael Pollak as the directors;
- With the satisfaction of all conditions and obligations of the parties, the DOCA was effectuated on 7 July 2014 and the Company was released from being subject to the DOCA.
- The Company's subsidiaries were transferred to the Creditors' Trust and were de-consolidated from the Group;
- On 8 October 2014, the Company issued the following shares and options (including to related parties) to raise \$1,651,750 before costs:
  - 140,000,000 fully paid ordinary shares at an issue price of \$0.0025 per share;
  - 130,000,000 fully paid ordinary shares at an issue price of \$0.01 per share;
  - 70,000,000 unlisted options at an issue price \$0.000025 per option, exercisable at \$0.01 per option, expires on 30 June 2017; and
  - 40,500,000 management options for Nil consideration at an exercise price of \$0.01 per management option

### Auditor independence and non-audit services

The auditor's independence declaration is included on page 7 of the financial report.

### Rounding of amounts to the nearest thousand dollars

The Company is of a kind referred to in ASIC Class Order 98/100, issued by Australian Securities and Investments Commission, relating to the "rounding off" of amounts in the Directors' Report and financial report. Amounts in the Directors' Report and the financial report have been rounded off in accordance with that Class Order to the nearest thousand dollars.

**HJB CORPORATION LIMITED (FORMERLY HAMILTON JAMES & BRUCE GROUP LIMITED) AND ITS  
CONTROLLED ENTITIES**

**DIRECTORS' REPORT**

Signed in accordance with a resolution of the Directors.



Mike Hill  
Executive Chairman  
Sydney  
27 February 2015

27 February 2015

Board of Directors  
HJB Corporation Limited  
c/- Whittens Lawyers  
Level 5, 137 Bathurst Street  
Sydney  
NSW AUSTRALIA 2000

Dear Sirs

**RE: HJB CORPORATION LIMITED (FORMERLY HAMILTON JAMES & BRUCE LIMITED)**

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of HJB Corporation Limited.

As Audit Director for the review of the financial statements of HJB Corporation Limited for the half year ended 31 December 2014, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Yours faithfully

**STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LIMITED**  
**(Trading as Stantons International)**  
**(An Authorised Audit Company)**



**Martin Michalik**  
**Director**

**HJB CORPORATION LIMITED (FORMERLY HAMILTON JAMES & BRUCE GROUP LIMITED) AND ITS  
CONTROLLED ENTITIES**

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE  
HALF YEAR ENDED 31 DECEMBER 2014**

	Note	31 December 2014 \$'000	31 December 2013 \$'000
<b>Revenue from continuing operations</b>		8	1,398
<b>Expenses</b>			
Depreciation expenses		-	(11)
Occupancy expenses		-	(369)
Employment costs		(221)	(2,000)
Administration costs		-	(126)
Other expenses		(100)	(360)
<b>Total expenses</b>		(321)	(2,866)
<b>(Loss) from continuing operations before finance costs and impairment</b>		(313)	(1,468)
Finance costs		-	(11)
Bank guarantee		-	361
Loss on sale of Hamilton James & Bruce Limited		-	(229)
<b>(Loss) from continuing operations before income tax expense</b>		(313)	(1,347)
Income tax expense		-	-
<b>(Loss) from continuing operations after income tax</b>		(313)	(1,347)
<b>Discontinuing operations</b>			
Profit from discontinuing operations after tax	7(b)	5,136	-
<b>Net profit / (loss) attributable to members of the Company</b>		4,823	(1,347)
<b>Other comprehensive income for the year</b>			
Other comprehensive income		-	-
<b>Total comprehensive income / (loss) for the year</b>		4,823	(1,347)
<b>Income / (loss) is attributable to:</b>			
Owners of HJB Corporation Limited		4,823	(1,347)
		4,823	(1,347)
<b>Total comprehensive income / (loss) is attributable to</b>			
Owners of HJB Corporation Limited		4,823	(1,347)
		4,823	(1,347)
<b>Earnings / (loss) per share from continuing operations attributable to equity holders of the parent entity</b>			
Basic earnings / (loss) per share (cents per share)			
- Continuing operations		(0.22)	(0.00)
- Discontinuing operations		0.92	(0.00)
Diluted loss per share (cents per share)			
- Continuing operations		(0.22)	(0.00)
- Discontinuing operations		0.92	(0.00)

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



**HJB CORPORATION LIMITED (FORMERLY HAMILTON JAMES & BRUCE GROUP LIMITED) AND ITS  
CONTROLLED ENTITIES**

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2014**

	<b>31 December 2014 \$'000</b>	<b>30 June 2014 \$'000</b>
<b>Current Assets</b>		
Cash and cash equivalents	1,134	764
Trade and other receivables	25	54
	<u>1,159</u>	<u>818</u>
<b>Non Current Assets</b>		
Intangible assets	50	50
	<u>50</u>	<u>50</u>
<b>Total Assets</b>	<u>1,209</u>	<u>868</u>
<b>Current Liabilities</b>		
Trade and other payables	70	844
Provision	-	1,172
Other provision	-	4,252
	<u>70</u>	<u>6,268</u>
<b>Total Liabilities</b>	<u>70</u>	<u>6,268</u>
<b>Net Assets / (Net Assets Deficiency)</b>	<u><b>1,139</b></u>	<u><b>(5,400)</b></u>
<b>Equity</b>		
Contributed equity	28,704	27,054
Reserves	66	-
Accumulated losses	<u>(27,631)</u>	<u>(32,454)</u>
	<u><b>1,139</b></u>	<u><b>(5,400)</b></u>

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

**HJB CORPORATION LIMITED (FORMERLY HAMILTON JAMES & BRUCE GROUP LIMITED) AND ITS  
CONTROLLED ENTITIES**

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE HALF YEAR ENDED 31 DECEMBER  
2014**

	Issued Capital \$'000	Option premium reserve \$'000	Employee Share Reserve \$'000	Accumulated Losses \$'000	Total Equity \$'000
<b>Balance as at 1 July 2014</b>	27,054	-	-	(32,454)	(5,400)
Net profit for the half year	-	-	-	4,823	4,823
Other comprehensive income for the half year	-	-	-	-	-
<b>Total comprehensive income for the half year</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>4,823</u>	<u>4,823</u>
<b>Transactions with owners in their capacity as owners</b>					
Shares issue	1,650	-	-	-	1,650
Options issue	-	2	64	-	66
<b>Total transactions with owners in their capacity as owners</b>	<u>1,650</u>	<u>2</u>	<u>64</u>	<u>-</u>	<u>1,716</u>
<b>Balance as at 31 December 2014</b>	<u><u>28,704</u></u>	<u><u>2</u></u>	<u><u>64</u></u>	<u><u>(27,631)</u></u>	<u><u>1,139</u></u>
<b>Balance as at 1 July 2013</b>	27,051	-	9	(31,008)	(3,948)
Net loss for the half year	-	-	-	(1,347)	(1,347)
Other comprehensive income for the half year	-	-	-	-	-
<b>Total comprehensive loss for the half year</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,347)</u>	<u>(1,347)</u>
<b>Transactions with owners in their capacity as owners</b>					
Employee share plan	3	-	(9)	6	-
<b>Total transactions with owners in their capacity as owners</b>	<u>3</u>	<u>-</u>	<u>(9)</u>	<u>6</u>	<u>-</u>
<b>Balance as at 31 December 2013</b>	<u><u>27,054</u></u>	<u><u>-</u></u>	<u><u>-</u></u>	<u><u>(32,349)</u></u>	<u><u>(5,295)</u></u>

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

**HJB CORPORATION LIMITED (FORMERLY HAMILTON JAMES & BRUCE GROUP LIMITED) AND ITS  
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**CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE HALF YEAR ENDED 31 DECEMBER 2014**

	31 December 2014 \$'000	31 December 2013 \$'000
<b>Cash flow from operating activities</b>		
Receipts from customers	-	1,607
Payments to suppliers and employees	(324)	(3,765)
DOCA settlement payment	(964)	-
Interest received	8	-
Interest paid	-	(11)
Bank guarantee	-	362
<b>Net cash (used in) operating activities</b>	<u>(1,280)</u>	<u>(1,807)</u>
<b>Cash flow from investing activities</b>		
Proceeds from sale of property, plant and equipment	-	24
Proceeds on sale of shares	-	1
Proceeds on sale of HJB business	-	2,226
<b>Net cash generated by investing activities</b>	<u>-</u>	<u>2,251</u>
<b>Cash flow from financing activities</b>		
Repayment of syndicate loans	(28)	-
Proceeds from Borrowings - Syndicate Loan	200	-
Proceeds from issue of shares and options	1,478	-
Repayment of borrowings	-	(777)
<b>Net cash generated by / (used in) financing activities</b>	<u>1,650</u>	<u>(777)</u>
Net increase / (decrease) in cash and cash equivalents	370	(333)
Cash and cash equivalents at beginning of year	764	988
Cash and cash equivalents at end of half year	<u><u>1,134</u></u>	<u><u>655</u></u>

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

**HJB CORPORATION LIMITED (FORMERLY HAMILTON JAMES & BRUCE GROUP LIMITED) AND ITS  
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**CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED  
31 DECEMBER 2014**

**NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

This interim financial report of HJB Corporation Limited (formerly Hamilton James & Bruce Group Limited) ("HJB" or the "Company") and its controlled entities (the "Group") for the half-year ended 31 December 2014 was authorised for issue at the date of the directors report.

**(a) Basis of preparation of the interim financial report**

**Statement of compliance**

The interim financial report is a general purpose financial report which was prepared in accordance with the Corporations Act 2001 and Accounting Standards AASB 134, Interim Financial Reporting where possible (refer to basis of preparation below). Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 Interim Financial Reporting. The interim financial report does not include notes of the type normally included in an annual financial report and shall be read in conjunction with the most recent annual financial report.

**(b) Incomplete records**

The management and affairs of the Company and all its controlled entities were not under the control of the Directors of the Group from the time it entered into voluntary administration on 12 September 2013 until the date the DOCA effectuated, being 7 July 2014.

The financial report was prepared by Directors who were not in office at the time the Group entered voluntary administration nor were they in office for the full period presented in this report. The Directors who prepared this financial report were appointed on 7 July 2014.

To prepare the financial report, the Directors have reconstructed the financial records of the Group using data extracted from the Group's accounting systems, the record of receipts and payments made available by the Administrator of the Company and its subsidiaries for the period of their appointment. However, it has not been possible for the Directors to obtain all the books and records of the Group for the period prior to the appointment of the Administrators.

Consequently, although the Directors have prepared this financial report to the best of their knowledge based on the information made available to them, they are of the opinion that it is not possible to state that this financial report has been prepared in accordance with Australian Accounting Standards including Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001, nor is it possible to state this financial report gives a true and fair view of the Group's financial position.

**(c) New and Revised Accounting Requirements Applicable to the Current Half-year Reporting Period**

There are no new or revised accounting standard requirements that became mandatory for the first time for the half-year period ended 31 December 2014

**(d) Going concern**

The consolidated entity incurred a net profit of \$4,823,000 (2013: net loss of \$1,347,000) and experienced total cash outflows from operating activities of \$1,280,000 (2013: \$1,807,000) for the half year ended 31 December 2014 and, as at that date, had a net current assets of \$1,089,000 (2014: net current assets deficiency of \$5,450,000).

Based on the Company's cash flow forecast, the Board of Directors consider the going concern basis of preparation to be appropriate for this financial report.

The half-year financial report has therefore been prepared on a going concern basis, which assumes continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business.

**HJB CORPORATION LIMITED (FORMERLY HAMILTON JAMES & BRUCE GROUP LIMITED) AND ITS  
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**CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED  
31 DECEMBER 2014**

**NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**(e) Share based payment transactions**

**Equity settled transactions**

The Group provides benefits to its employees (including key management personnel) in the form of share based payments, whereby employees render services in exchange for shares or rights over shares (equity settled transactions). The cost of these equity settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The charge to the statement of comprehensive income is taken when the options are granted. There is a corresponding entry to equity. The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

**NOTE 2: SEGMENT REPORTING**

**(a) Business segments**

The consolidated entity operates in one industry segment being the recruitment industry. As a result no additional business segment information has been provided.

**(b) Geographical segments**

The consolidated entity operates in one geographical segment being Australia. As a result no additional geographical segment information has been provided.

**(c) Equity accounting investments**

The consolidated entity holds no investments relating to equity accounting.

**NOTE 3: CONTRIBUTED EQUITY**

**(a) Issuance of ordinary shares**

On 9 July 2014, the issued share capital of the Company was consolidated on the basis of every thirty three (33) Shares into one (1) Share.

The following shares were issued on 8 October 2014:

- 140,000,000 fully paid ordinary shares at an issue price of \$0.0025 per share;
- 130,000,000 fully paid ordinary shares at an issue price of \$0.01 per share;

**(b) Ordinary shares – Parent entity**

	31 December 2014		30 June 2014	
	Number	\$'000	Number	\$'000
Opening balance	556,929,634	27,054	556,479,634	27,051
Employee share plan	-	-	-	3
Other	-	-	450,000	-
Share consolidation (33 : 1)	(540,052,846)	-	-	-
Share issue	270,000,000	1,650	-	-
Closing balance	<u>286,876,788</u>	<u>28,704</u>	<u>556,929,634</u>	<u>27,054</u>

**HJB CORPORATION LIMITED (FORMERLY HAMILTON JAMES & BRUCE GROUP LIMITED) AND ITS  
CONTROLLED ENTITIES**

**CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED  
31 DECEMBER 2014**

**NOTE 3: CONTRIBUTED EQUITY (Continued)**

**(c) Issuance of options**

The following options were issued on 8 October 2014:

- 70,000,000 unlisted options at an issue price \$0.000025 per option, exercisable at \$0.01 per option, expires on 30 June 2017; and
- 40,500,000 management options for Nil consideration at an exercise price of \$0.01 per management option

**(d) Share based Payment**

The half year ended 31 December 2014 includes a share based payment of \$63,844, related to the issue of 40,500,000 unlisted management options on 8 October 2014.

**NOTE 4: CONTROLLED ENTITIES**

Name of entity		Country of incorporation	Class of shares/units	Equity Holding	
				2014	2013
Hamilton James and Bruce Pty Limited	Liquidated Deregistered	Australia	Ordinary	0%	100%
HJ&B Employee Pty Limited	20 November 2013	Australia	Ordinary	0%	100%
HJ&B Employee Share Trust	Deregistered	Australia	Ordinary	0%	100%
HJB Share Plan Pty Limited	20 November 2013	Australia	Ordinary	0%	100%
Hamilton James and Bruce (Australia) Pty Limited	Incorporated 19 June 2014	Australia	Ordinary	100%	0%

As at 7 July 2014, the date the DoCA effectuated, with the exception of Hamilton James and Bruce (Australia) Pty Limited, all subsidiaries were deconsolidated from the Group upon transfer to the Creditors' Trust.

**NOTE 5: EVENTS AFTER BALANCE DATE**

No events have occurred after balance date that impacts the financial statements.

**NOTE 6: CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

**Directors' fees**

Each of the Directors have agreed to receive 50% of their respective base salary up until the first material acquisition is made by the Company, at which time Directors will be paid the outstanding base salary to ensure that each Director receives 100% of their respective base salary for the period from the date of their appointment to the date of the acquisition. The remaining 50% of base salary has been treated as a contingent liability. Thereafter 100% of their respective base salary will be payable monthly.

**HJB CORPORATION LIMITED (FORMERLY HAMILTON JAMES & BRUCE GROUP LIMITED) AND ITS  
CONTROLLED ENTITIES**

**CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED  
31 DECEMBER 2014**

**NOTE 7: DISCONTINUED OPERATIONS**

**(a) Details of operations disposed**

On 12 September 2013, the Company went into voluntary administration. The Administrators sought expressions of interest from third parties in either acquiring the assets of the Company or reconstructing and recapitalising the Company.

As part of this process, the creditors approved the Administrators entering into a Deed of Company Arrangement (DoCA) on 4 December 2013, pursuant to which the Deed Administrator was authorised, among other things, to investigate the restructure of the Company's capital with a view to re-instating the Company's Shares to quotation on the ASX for the benefit of creditors and Shareholders.

The Company's creditors subsequently agreed with a proposal presented by a syndicate headed by Pager Partners for the restructure and recapitalisation of the Company. This proposal was approved by Shareholders on 23 June 2014 and was successfully completed on 7 July 2014.

At or subsequent to completion, the following occurred:

- 1) The syndicate headed by Pager Partners paid \$200,000 to the Deed Administrator;
- 2) The Deed Administrator satisfied creditors' claims under the Creditors Trust Deed, with all other liabilities and obligations of the Company being comprised under the DoCA;
- 3) The Company confirmed the retention of the Company's existing business assets (unencumbered); and
- 4) The DoCA terminated

**(b) Financial performance of operations disposed**

	<b>31 December 2014 \$'000</b>	<b>31 December 2013 \$'000</b>
Carrying value of Net Liabilities	5,336	-
Payment to HJB Creditors Trust	(200)	-
Net result for the half year	-	-
Net gain on disposal of operations	5,136	-

**(c) Assets and liabilities of discontinued operations**

Cash and cash equivalents	764	-
Trade and other receivables	43	-
Trade and other payables	(719)	-
Provisions	(1,172)	-
Other provisions	(4,252)	-
Net liabilities attributable to discontinued operations	(5,336)	-

**(d) Cash flows used in discontinued operations**

Net cash used in operating activities	(964)	-
Net cash from investing activities	-	-
Net cash from financing activities	-	-
Net cash outflows for the half year	(964)	-

**HJB CORPORATION LIMITED (FORMERLY HAMILTON JAMES & BRUCE GROUP LIMITED) AND ITS  
CONTROLLED ENTITIES**

**DIRECTORS' DECLARATION**

In accordance with a resolution of the directors of HJB Corporation Limited (formerly Hamilton James & Bruce Group Limited), the directors of the Company declare that:

- (a) As set out in Note 1(b), although the Directors have prepared the financial statements and condensed notes thereto to the best of their knowledge based on the information made available to them, they are of the opinion that it is not possible to state that the financial statements and notes, as set out on pages 8 to 15 are in accordance with the Corporations Act 2001, including:
- (i) complying with Australian Accounting Standard AASB 134 *Interim Financial Reporting*; and
  - (ii) giving a true and fair view of the financial position of the consolidated entity's financial position as at 31 December 2014 and of its performance for the half-year ended on that date.
- (b) As set out in Note 1, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

On behalf of the Directors



Mike Hill  
Executive Chairman  
Sydney  
27 February 2015



**INDEPENDENT AUDITOR'S REVIEW REPORT  
TO THE MEMBERS OF  
HJB CORPORATION LIMITED  
(FORMERLY HAMILTON JAMES & BRUCE GROUP LIMITED)**

**Report on the Half-Year Financial Report**

We have reviewed the accompanying half-year financial report of HJB Corporation Limited, which comprises the consolidated statement of financial position as at 31 December 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 half-year ended on that date, condensed notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration, for HJB Corporation Limited (the consolidated entity). The consolidated entity comprises both HJB Corporation Limited (the Company) and the entities it controlled during the half year.

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

The directors of HJB Corporation Limited are responsible for the preparation and fair presentation of the half-year financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001* and for such control as the directors determine is necessary to enable the preparation of the half-year financial report that is free from material misstatement, whether due to fraud or error.

*Auditor's Responsibility*

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

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

Whilst we considered the effectiveness of management's internal controls over financial reporting when determining the nature and extent of our procedures, our review was not designed to provide assurance on internal controls.

Our review did not involve an analysis of the prudence of business decisions made by the directors or management.

*Independence*

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, has been provided to the directors of HJB Corporation Limited on 27 February 2015.

*Basis for Disclaimer of Auditor's Review Conclusion*

The company was placed into administration on 12 September 2013 and the Deed of Company Arrangement was effectuated on 7 July 2014. Consequently, the financial information relating to the period under review was not subject to the same accounting and internal controls processes, which includes the implementation and maintenance of internal controls that are relevant to the preparation and fair presentation of the financial report. Whilst the books and records of the company have been reconstructed to the maximum extent possible, we were unable to satisfy ourselves as to the completeness of the general ledger and financial records as well as the relevant disclosures in the financial report.

As stated in Note 1 (b), the Directors are unable to state that the financial report is in accordance with all the requirements of the *Corporations Act 2001* and the Australian Accounting Standards.

*Disclaimer of Auditor's Review Conclusion*

Based on our review, which is not an audit, and because of the existence of the limitation on the scope of our work, as described in the Basis for Disclaimer of Auditor's Review Conclusion paragraph noted above, and the effects of such adjustments, if any, as might have been determined to be necessary had the limitation not existed, we are unable to, and do not express, a conclusion as to whether the financial report of HJB Corporation 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 31 December 2014 and of its performance for the half-year ended on that date; and
- (ii) complying with Accounting Standard AASB 134 Interim Financial Reporting and Corporations Regulations 2001.

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**(Trading as Stantons International)**  
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*Stantons International Audit & Consulting Pty Ltd*



**Martin Michalik**  
**Director**

West Perth, Western Australia  
27 February 2015