



Wingara AG Limited (formerly Biron Apparel Ltd)

ACN 009 087 469

Annual Report

**For the year ended
30 June 2016**

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

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WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

CHAIRMAN'S LETTER

FOR THE YEAR ENDED 30 JUNE 2016

Dear valued Shareholders,

Following our successful raising of \$4.85 million in January 2016, and the conversion of Biron Apparel Limited into Wingara AG Ltd, we are pleased to announce our results for the fiscal year 2016.

Our focus in 2016, besides the listing of Wingara on the ASX, has been to position the Company for growth, as we seek to build a significant, diversified Agricultural export business which will benefit from the demand for premium product from an increasing world population; and particularly a growing middle class in Asia. As is reflected in these accounts, there has been significant investment during fiscal year 2016 in logistics and inventory management, as well as our workforce, to set in place the platform on which we can build for the future.

Further expansion of our Hay export business is expected in fiscal year 2017, and we appreciate the on-going support of our Shareholders, as well as sophisticated investors via our recent Convertible Note issue. Our recent capital raising of \$5 million announced on 15 August 2016, was heavily oversubscribed. This support has enabled Wingara AG Ltd to bid to acquire a controlling stake in the Pyrenees Hay Processing Co-operative as part of our expansion strategy. Other opportunities for growth are constantly under review, and will be pursued when the risk/return profile and expected returns make economic sense for our Shareholders.

Whilst our focus remains on maximising the returns on our existing Hay export business, as well as seeking opportunities to grow in this sector, we are actively looking at opportunities to deliver our core strategy of diversifying into other Agricultural export opportunities via a prudent and disciplined investment approach. We would like to thank our Shareholders for their support in 2016, and look forward to making further progress in the delivery of our growth strategy in 2017.



Gavin Xing
Executive Chairman and Managing Director
29th September 2016

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2016

The Directors present their report, together with the financial statements for the financial year ended 30 June 2016, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Wingara AG Ltd (formerly Biron Apparel Ltd) (referred to hereafter as the 'company' or 'parent entity') and Elect Performance Group Pty Ltd; a wholly owned, Australian based subsidiary acquired on 27 January 2016.

Overview of presentation of the Directors Report and results for the year ended 30 June 2016

As described in the section below "Significant changes in the state of affairs" as a consequence of the acquisition of Elect Performance Group Pty Ltd, the principles of reverse acquisition accounting apply in the presentation of financial results, as if Elect Performance Group Pty Ltd acquired Wingara AG Ltd.

Therefore, the financial results for the year ended 30 June 2016 reflect the results of Elect Performance Group Pty Ltd (as the accounting parent) for the full year ended 30 June 2016 and include the results of Wingara AG Ltd (formerly Biron Apparel Ltd) (as the accounting subsidiary) from the 27 January 2016 (date of acquisition) to 30 June 2016. The comparative information presented for the year ended 30 June 2015 is that of Elect Performance Group Pty Ltd.

This Directors' Report, prepared in accordance with the Corporations Act, reports on the activities of Wingara AG Ltd (formerly Biron Apparel Ltd) (as the legal parent) and its subsidiary during the financial year.

The Company changed its name from Biron Apparel Ltd to Wingara AG Ltd on 27 January 2016.

Directors

The following persons were Directors of Wingara AG Ltd (formerly Biron Apparel Ltd) during the whole of the financial year and up to the date of this report, unless otherwise stated:

Gavin Xing – Managing Director (*Appointed 27 January 2016*)
James Everist – Non-Executive Director (*Appointed 27 January 2016*)
Eric Jiang - Non-Executive Director (*Appointed 27 January 2016*)
Christopher Botica (*Resigned 27 January 2016*)
George Karafotias (*Resigned 27 January 2016*)
Peter Parthimos (*Resigned 27 January 2016*)
Peter Angelakos (*Resigned 13 July 2015*)

Dividends

During the year ended 30 June 2016, the consolidated entity declared \$1,453,616 of dividends payable to the Elect Vendors from pre-acquisition profits. No dividends were paid for the previous reporting period.

Review of operations

Wingara AG Limited (formerly Biron Apparel Ltd) has incurred a loss for the year of \$4,271,633 (2015: \$426,504 profit). This loss was primarily due to the significant transaction costs incurred during the year ended 30 June 2016 in relation to the acquisition. Net profit before transaction costs and income tax for the year was \$620,185 (2015: \$636,915). Wingara AG Limited (formerly Biron Apparel Ltd) recorded revenue of \$10,368,340 for the year ended 30 June 2016 (2015: \$2,861,681). The prior year revenue of \$2.9 mil was primarily generated over an operating period of approximately 4 months as the company acquired the hay process and export business on 23 February 2015. The current year revenue represented a full year of operation.

As at 30 June 2016, the Group had cash reserves of \$2.1 million compared to \$0.7 million at 30 June 2015. For the years ended 30 June 2016, we incurred an operating cash outflow of \$0.2 million compared to an inflow of \$1.0m in prior year, mainly due to one-off transaction costs.

The company continues to invest in the platform for the future capacity growth of the existing hay processing operations, and to pursue other growth opportunities.

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

Significant changes in the state of affairs

Acquisition of Elect Performance Group Pty Ltd

On 15 May 2015, the company entered into a Heads of Agreement, subject to certain conditions, with the Vendors of Elect Performance Group Pty Ltd.

The company completed the acquisition of Elect Performance Group Pty Ltd and changed its name from Biron Apparel Ltd to Wingara AG Ltd on 27 January 2016.

The consideration for the acquisition was the issue of 20,000,000 fully paid ordinary shares in Wingara AG Ltd to the vendors of Elect Performance Group Pty Ltd ("the Vendors").

In support of the acquisition, the company exceeded its minimum offering target and raised approximately \$4.9 million through a public offering of shares at AU\$0.20 in the company in January 2016.

Through the acquisition, the Vendor shareholders of Elect Performance Group Pty Ltd have a majority of the issued capital of the company. Consequently, the principles of reverse acquisition accounting apply in the presentation of the financial position and financial results of the consolidated entity, as if Elect Performance Group Pty Ltd acquired Wingara AG Ltd.

Principal Activities

The principal activities of Wingara AG are to act as product processor and marketer of agricultural products.

Matters subsequent to the end of the financial year

On 7 July 2016, Wingara AG Ltd has executed a Memorandum of Understanding with the Board of Directors of Pyrenees Hay Processing Co-Operative Ltd ("PHPC") and its associated entities to acquire certain assets and liabilities of PHPC. As at the date of this report, negotiation is still ongoing between parties.

On 15 August 2016, Wingara AG Ltd completed the issue of \$2 million in convertible notes with a duration of 2 years and interest rate of 5% per annum. Additionally, the company also completed an equity placement of \$3 million on the same day.

No other matter or circumstance has arisen since 30 June 2016 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

Information on Directors

Name:	Mr Gavin Xing
Title:	Executive Chairman and Managing Director
Qualifications, experience and expertise:	<p>Mr Xing graduated in 1995 from Royal Melbourne Institute of Technology with a Bachelor degree in Accounting and Economics, then completing in 1998 a Graduate Diploma in Applied Finance and Investment from Security Institute of Australia and in 1999 a Master degree in Applied Finance from Macquarie University. Mr Xing has over 17 years of experience in investment banking, commodities and financing fields with a strong infrastructure, natural resources and commodities background. He held a number of sales, origination and structuring positions within Global Market Division at Deutsche Bank AG Asia from 2007 to 2013. These positions included: Director — Principal Finance (Hong Kong office), Head of Commodities Structuring, China (Beijing office) and Head of Origination — Commodities, Asia (Singapore office). Prior to this he was a Director of Project/ Infrastructure Finance with HSBC Asia and Vice President of Structured Finance for Sumitomo Mitsui Banking Corporation from 2001 to 2007 in Hong Kong and Singapore. From 1996 to 2000, Mr Xing worked at the investment banking division at Deutsche Bank AG and ANZ in Melbourne, Australia with a focus on infrastructure investment and financing.</p> <p>Mr Xing held the position of CEO and executive director of a publicly listed company in Hong Kong, Vision Fame International Holding Ltd with a market capitalisation of more than USD 400m from September 2013 to February 2015.</p>
Other current and formal directorships in listed entities (over the last 3 years):	-
Interests in shares and options:	10,000,000 ordinary shares

Name:	Mr James Everist
Title:	Non-Executive Director
Qualifications, experience and expertise:	<p>Mr Everist has 30 years' experience in resources and financial markets across corporate treasury, investment banking and private wealth management. He has held treasury positions with Aztec Mining, Normandy Mining and WMC Ltd and also held senior investment banking roles with Bell Commodities, Standard Chartered Bank (Mocatta) and Morgan Stanley Singapore specialising in precious and base metals. Mr Everist is Managing Director of his own consulting company and advises on forensic accounting, funds management, alternative investments and portfolio management for family offices, including six years (2009 – 2015) as Chief Investment Officer for Ottomin Investment Group.</p>
Other current and formal directorships in listed entities (over the last 3 years):	-
Interests in shares and options:	410,000 ordinary shares

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

Information on Directors (continued)

Name:	Mr Eric Jiang
Title:	Non-Executive Director
Qualifications, experience and expertise	Mr Jiang has a B.Comm degree and has over 15 years' experience in the financial services sector as a corporate consultant and advisor, holding senior executive and non-executive positions on several ASX listed companies. Mr Jiang has held executive positions within several financial advisory firms and has built a substantial financial advice practice. Mr Jiang has a strong background in China and Asia business and has committee positions on a number of China/Australia associations such as the Guangdong Australia Association. In addition, Mr Jiang has developed broad expertise as a corporate advisor to ASX listed companies and is a director of two ASX listed companies.
Other current and formal directorships in listed entities (over the last 3 years):	Perpetual Resources Limited (from 29 November 2011 to present) Connexion Media Limited (from 4 March 2011 to present)
Interests in shares and options:	2,268,000 ordinary shares

Name:	Mr Christopher (Chris) Botica <i>(Resigned 27 January 2016)</i>
Title:	Non-Executive Chairman
Qualifications, experience and expertise	<p>Chris has over thirty years' professional experience encompassing project and construction management on major multi-disciplinary projects. He held the position of General Manager of Kinhill's Western Australian operations for five years and during that time was a member of the Executive Committee of the Kinhill Group, at the time Australia's largest engineering consulting organization (since taken over by KBR). Chris was also State Manager of PPK's consulting practice in Perth for two years.</p> <p>Since 1999, Chris has operated his own business, Botica and Associates Pty Ltd, providing specialist consulting services in civil engineering, infrastructure design solutions, project management, commercial development and contract management, primarily to large commercial enterprises, medium and heavy industry, regional and statutory water authorities, the WA department of Water and the WA Water Corporation.</p>
Other current and formal directorships in listed entities (over the last 3 years):	-
Interests in shares and options:	-

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

Information on Directors (continued)

Name:	Mr George Karafotias <i>(Resigned 27 January 2016)</i>
Title:	Non-Executive Director and Company Secretary
Qualifications, experience and expertise	Mr Karafotias is an accountant, holding a Bachelor of Commerce from the University of Adelaide. He has many years of experience as a business proprietor and has served as a director on the board of other ASX-listed companies. In addition to his service as a director, Mr Karafotias also provides company secretarial services to another ASX-listed company. He also provides corporate advisory services to listed and unlisted companies, focusing on restructuring and refinancing.
Other current and formal directorships in listed entities (over the last 3 years):	Perpetual Resources Limited (from 29 November 2011 to present) Connexion Media Limited (from 4 March 2011 to present) ATECH Holdings Limited (from 21 February 2011 to 8 August 2014)
Interests in shares and options:	-

Name:	Mr Peter Parthimos <i>(Resigned 27 January 2016)</i>
Title:	Non-Executive Director
Qualifications, experience and expertise	Mr Parthimos is a Chartered Accountant with aligned skills in ASX Listed Company compliance. Peter holds a Bachelor of Commerce Degree from La Trobe University, is a member of the Institute of Public Accountants and holds a Public Practice Certificate. Peter also sits on the board of three unlisted public companies.
Other current and formal directorships in listed entities (over the last 3 years):	-
Interests in shares and options:	-

Name:	Mr Peter Angelakos <i>(Resigned 13 July 2016)</i>
Title:	Non-Executive Director
Qualifications, experience and expertise	Mr Angelakos is a Chartered accountant, holding a Bachelor of Economics. He has had a wide range of accounting and managerial roles in a diverse range of industries in Australia and abroad. Peter is experienced in IPO's and public company administration both with ASX and abroad markets. He also has experience in the due diligence process, takeovers, mergers and buyouts, and has wide experience in price negotiations and international banking.
Other current and formal directorships in listed entities (over the last 3 years):	-
Interests in shares and options:	-

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

Company secretary

Mr George Karafotias resigned as Company Secretary on 27 January 2016.

Mr. Neal Shoobert was appointed as Company Secretary on 28 January 2016 and he resigned on 16 May 2016.

Phillip Hains was appointed Company Secretary on 16 May 2016. Mr. Hains is a Chartered Accountant operating a specialist public practice, 'The CFO Solution'. The CFO Solution focuses on providing back office support, financial reporting and compliance systems for listed public companies. A specialist in the public company environment, Mr Hains has served the needs of a number of company boards and their related committees. He has over 20 years' experience in providing businesses with accounting, administration, compliance and general management services. He holds a Master of Business Administration from RMIT and a Public Practice Certificate from the Chartered Accountants Australia and New Zealand.

Meetings of Directors

The number of meetings of the company's Board of Directors ('the Board') held during the year ended 30 June 2016, and the number of meetings attended by each Director were:

Between 1 July 2015 to 26 January 2016			Full board	
	Attended			Held
Christopher Botica	2			2
George Karafotias	2			2
Peter Angelakos	2			2
Peter Parthimos	2			2

Between 27 January 2016 to 30 June 2016			Full board	
	Attended			Held
Gavin Xing	2			2
James Everist	2			2
Eric Jiang	2			2

(Held: represents the number of meetings held during the time the Director held office or was a member of the relevant committee.)

Environmental regulation

The consolidated entity is not subject to any significant environmental regulation under Australian Commonwealth or State law.

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

Remuneration report (audited)

The remuneration report details the key management personnel remuneration arrangements for the consolidated entity, in accordance with the requirements of the Corporations Act 2001 and its Regulations. The remuneration for the Directors and Officers of Wingara AG Ltd (formerly Biron Apparel Ltd) are shown for the full financial year. As described earlier, the company acquired Elect Performance Group Pty Ltd on 27 January 2016.

Further, as the business of the company changed substantially with the acquisition of Elect Performance Group Pty Ltd, the inclusion of Company performance data for the previous 5 years is not considered to be meaningful and has not been included.

This report principally describes the remuneration principles adopted by the combined group with effect from 27 January 2016.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all Directors.

The remuneration report is set out under the following main headings:

- a) Principles used to determine the nature and amount of remuneration
- b) Details of remuneration
- c) Service agreements
- d) Share-based compensation
- e) Additional disclosures relating to key management personnel

(a) Principles used to determine the nature and amount of remuneration

The objective of the consolidated entity's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and conforms to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency

At present the functions of the Remuneration and Nomination Committee in relation to the remuneration of the Company's executives (including share and benefit plans) are carried out by the full Board. No directors are present at meetings of the Board in this function where their own remuneration is being considered. Issues of remuneration are considered annually or otherwise as required.

The Board is in the process of structuring an executive remuneration framework that is market competitive and complementary to the reward strategy of the consolidated entity, including:

Alignment to shareholders' interests:

- has economic profit as a core component of plan design
- focuses on sustained growth in shareholder wealth, consisting of growth in share price, and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value
- attracts and retains high calibre executives

Alignment to program participants' interests:

- rewards capability and experience
- reflects competitive reward for contribution to growth in shareholder wealth
- provides a clear structure for earning rewards

In accordance with best practice corporate governance, the structure of Non-Executive Directors and executive remunerations are separate.

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

Remuneration report (audited) (continued)

(a) Principles used to determine the nature and amount of remuneration (continued)

Non-executive Directors remuneration

Fees and payments to Non-Executive Directors reflect the demands and responsibilities of their role. Non-executive Directors' fees and payments are reviewed annually by the Board. The Board may, from time to time, receive advice from independent remuneration consultants to ensure Non-Executive Directors' fees and payments are appropriate and in line with the market. The chairman's fees are determined independently to the fees of other Non-Executive Directors based on comparative roles in the external market. The chairman is not present at any discussions relating to the determination of his own remuneration.

ASX listing rules require the aggregate Non-Executive Directors remuneration be determined periodically by a general meeting. There has been no determination on the approved aggregate remuneration to date by shareholders.

Executive remuneration

The consolidated entity aims to reward executives with a level and mix of remuneration based on their position and responsibility, which has both fixed and variable components.

The executive remuneration and reward framework has two components:

- base pay and non-monetary benefits
- other remuneration such as superannuation and long service leave

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Board, based on individual and business unit performance, the overall performance of the consolidated entity and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash, other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the consolidated entity and provides additional value to the executive.

Relationship between the remuneration policy and company performance

Remuneration of executive and non-executive directors consists of unrisks element (base pay). As such, remuneration is not linked to the performance of the company in the current or previous reporting periods.

As described earlier, the loss for the consolidated entity after income tax for the reporting period was \$4,271,633 (2015: \$426,504 profit), but does not represent the underlying performance of Wingara AG (formerly Biron Apparel Ltd) for the purposes of aligning remuneration with company performance. The consolidated loss includes the non-cash transaction costs of \$4,718,430 in relation to the acquisition of Elect Performance Group Pty Ltd.

The company shares were not traded at the start of the year as the company was in Administration. The share price at 30 June 2016 was 24.5 cents, which compares favourably to the public offer price in November 2015 of 20 cents. There has been no dividend declared or paid during the year other than the distribution of pre-acquisition profits to the Elect Vendor as discussed on page 3. There has been no return of capital by the company to its shareholders during the year.

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

Remuneration report (audited) (continued)

(b) Details of remuneration

Legal parent – Wingara AG Limited

	Short-term employee benefits		Post-Employment Benefits	Long-term employee benefits	Share-based Payments	
	Cash salary and fees	Non-monetary benefits	Superannuation Contribution	Long service leave	Shares issued	Total
2016	\$	\$	\$	\$	\$	\$
Directors						
Gavin Xing	88,843	5,920	8,440	-	-	103,204
James Everist	12,177	-	1,157	-	-	13,333
Eric Jiang	12,177	-	1,157	-	-	13,333
Christopher Botica (resigned 27 January 2016)	-	-	-	-	-	-
George Karafotias (resigned 27 January 2016)	-	-	-	-	-	-
Peter Parthimos (resigned 27 January 2016)	-	-	-	-	-	-
Peter Angelakos (resigned 13 July 2015)	2,000	-	-	-	-	2,000
	115,196	5,920	10,754	-	-	131,870
Other key personnel management						
Marcello Diamante	50,053	4,358	4,755	-	-	59,166
Kellie Barker	34,247	2,645	3,253	-	-	40,145
	84,300	7,003	8,008	-	-	99,311
	199,496	12,923	18,762	-	-	231,181
2015						
Directors						
Christopher Botica	-	-	-	-	15,000	15,000
George Karafotias	-	14,700	-	-	-	14,700
Peter Parthimos	-	-	-	-	-	-
Peter Angelakos	-	-	-	-	15,000	15,000
	-	14,700	-	-	30,000	44,700

No director's remuneration is linked to performance.

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

Remuneration report (audited) (continued)

(b) Details of remuneration (continued)

Accounting parent – Elect Performance Group Pty Ltd

There was no remuneration paid to directors or key management personnel of the accounting parent during the current and prior years.

c) Additional disclosures relating to key management personnel

Shareholding

The number of shares in the parent entity held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions ¹	Disposals /other ²	Balance at the end of the year
Director					
Gavin Xing	-	-	10,000,000	-	10,000,000
James Everist	-	-	410,000	-	410,000
Eric Jiang	-	-	2,268,000	-	2,268,000
Christopher Botica	3,000,000	-	-	(3,000,000)	-
George Karafotias	-	-	-	-	-
Peter Parthimos	-	-	-	-	-
Peter Angelakos	3,000,000	-	-	(3,000,000)	-
	6,000,000	-	12,678,000	(6,000,000)	12,678,000
Other key management personnel					
Marcello Diamante	-	-	850,000	-	850,000
Kellie Barker	-	-	10,000,000	-	10,000,000
	-	-	10,850,000	-	10,850,000

¹ Additions for Gavin Xing and Kellie Barker represent shares received in connection with the reverse acquisition transaction as consideration for the disposal of their respective shareholdings in Elect Performance Group Pty Ltd. Additions for other Directors and KMP represent their participation in capital raising.

² Disposals/others represent previous Director's disposal of the legal parent's shares upon the reverse acquisition.

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

(d) Service agreements

Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

Name:	Gavin Xing										
Title:	Executive Chairman and Managing Director										
Agreement commenced:	10 February 2016										
Term of agreement:	<table> <tr> <th><i>Period of service</i></th><th><i>Notice period (weeks)</i></th></tr> <tr> <td>Less than 1 year</td><td>1</td></tr> <tr> <td>From 1 to 3 years</td><td>2</td></tr> <tr> <td>From 3 to 5 years</td><td>3</td></tr> <tr> <td>More than 5 years</td><td>4</td></tr> </table>	<i>Period of service</i>	<i>Notice period (weeks)</i>	Less than 1 year	1	From 1 to 3 years	2	From 3 to 5 years	3	More than 5 years	4
<i>Period of service</i>	<i>Notice period (weeks)</i>										
Less than 1 year	1										
From 1 to 3 years	2										
From 3 to 5 years	3										
More than 5 years	4										
Details:	\$251,850 inclusive of superannuation as Managing Director \$40,000 in Director Fees Remuneration is reviewed annually										

Name:	James Everist
Title:	Non-Executive Director
Agreement commenced:	27 January 2016
Term of agreement:	Open
Details:	\$40,000 in director fees

Name:	Eric Jiang
Title:	Independent Non-Executive Director
Agreement commenced:	27 January 2016
Term of agreement:	Open
Details:	\$40,000 in director fees

Name:	Kellie Barker										
Title:	Chief Operating Officer										
Agreement commenced:	8 February 2016										
Term of agreement:	<table> <tr> <th><i>Period of service</i></th><th><i>Notice period (weeks)</i></th></tr> <tr> <td>Less than 1 year</td><td>1</td></tr> <tr> <td>From 1 to 3 years</td><td>2</td></tr> <tr> <td>From 3 to 5 years</td><td>3</td></tr> <tr> <td>More than 5 years</td><td>4</td></tr> </table>	<i>Period of service</i>	<i>Notice period (weeks)</i>	Less than 1 year	1	From 1 to 3 years	2	From 3 to 5 years	3	More than 5 years	4
<i>Period of service</i>	<i>Notice period (weeks)</i>										
Less than 1 year	1										
From 1 to 3 years	2										
From 3 to 5 years	3										
More than 5 years	4										
Details:	\$150,000 pro-rata inclusive of superannuation.										

Name:	Marcello Diamante										
Title:	Chief Financial Officer										
Agreement commenced:	8 February 2016										
Term of agreement:	<table> <tr> <th><i>Period of service</i></th><th><i>Notice period (weeks)</i></th></tr> <tr> <td>Less than 1 year</td><td>1</td></tr> <tr> <td>From 1 to 3 years</td><td>2</td></tr> <tr> <td>From 3 to 5 years</td><td>3</td></tr> <tr> <td>More than 5 years</td><td>4</td></tr> </table>	<i>Period of service</i>	<i>Notice period (weeks)</i>	Less than 1 year	1	From 1 to 3 years	2	From 3 to 5 years	3	More than 5 years	4
<i>Period of service</i>	<i>Notice period (weeks)</i>										
Less than 1 year	1										
From 1 to 3 years	2										
From 3 to 5 years	3										
More than 5 years	4										
Details:	\$150,000 pro-rata inclusive of superannuation.										

[This concludes the Remuneration Report, which has been audited]

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

Shares under option

There are no shares under option at the date of this Director's report.

Indemnity and insurance of officers

The company has indemnified the Directors and executives of the company for costs incurred, in their capacity as a Director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the company paid a premium in respect of a contract to insure the Directors and executives of the company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Indemnity and insurance of auditor

The company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

During the financial year, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

Proceedings on behalf of the company

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the company, or to 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 part of those proceedings.

Non-audit services

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 3 to the financial statements.

The Directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The Directors are of the opinion that the services as disclosed in note 3 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out on the following page.

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

Corporate Governance Statement

In accordance with ASX listing Rule 4.10.3, the Company's 2016 Corporate Governance Statements can be found on its website <http://www.wingaraag.com.au/>

This report is made in accordance with a resolution of Directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

For and on behalf of the Directors



Gavin Xing
Executive Chairman and Managing Director
29th September 2016

**AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE
CORPORATIONS ACT 2001 TO THE DIRECTORS OF WINGARA AG LIMITED
(FORMERLY BIRON APPAREL LTD) AND CONTROLLED ENTITIES**

I declare that, to the best of my knowledge and belief during the year ended 30 June 2016 there have been:

- no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and
- no contraventions of any applicable code of professional conduct in relation to the audit.

William Buck

William Buck Audit (Vic) Pty Ltd
ABN 59 116 151 136

N.S. Benbow

N.S. Benbow
Director

Dated this *29th* day of September, 2016

**CHARTERED ACCOUNTANTS
& ADVISORS**

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Melbourne VIC 3000

PO Box 185
Toorak VIC 3142

Telephone: +61 3 9824 8555
williambuck.com

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2016

	Notes	30-Jun-16 \$	30-Jun-15 \$
Sales of hay		10,368,340	2,861,681
Other income		9,851	1,997
Hay purchased		(5,325,501)	(1,201,368)
Loss on disposal of assets		(39,646)	-
Administration expenses	2	(2,136,856)	(316,397)
Freight expenses		(1,521,361)	(408,854)
Occupancy costs		(168,184)	(69,964)
Finance expenses		(140,531)	(81,482)
Depreciation	9	(425,927)	(141,626)
Net profit before transaction costs and income tax expense		620,185	643,987
Transaction costs	2	(4,718,430)	(34,697)
Net (loss)/profit before income tax expense		(4,098,245)	609,290
Income tax expense	4	(173,388)	(182,786)
Net (loss)/profit attributable to members of the company		(4,271,633)	426,504
Other comprehensive income:			
Other comprehensive income/(expense) for the period, net of tax		-	-
Total comprehensive (loss)/profit for the period attributable to members of the company		(4,271,633)	426,504

Loss per share attributable to the ordinary equity holders of the company:		30-Jun-16 \$	30-Jun-15 \$
Basic (loss)/profit per share	23	(10.66)	2.13
Diluted (loss)/profit per share	23	(10.66)	2.13

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

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2016

	Notes	30-Jun-16 \$	30-Jun-15 \$
ASSETS			
Current Assets			
Cash and cash equivalents	5	2,144,927	713,283
Trade and other receivables	6	695,567	254,755
Inventories	7	1,400,596	1,225,072
Other assets	8	306,725	250,999
Total current assets		4,547,815	2,444,109
Non-current assets			
Property, plant and equipment	9	1,875,255	1,955,236
Deferred tax assets	4	20,309	3,235
Intangible assets	10	1,816,075	1,816,075
Other non-current assets		3,320	-
Total non-current assets		3,714,959	3,774,546
Total assets		8,262,774	6,218,655
LIABILITIES			
Current Liabilities			
Trade and other payables	15	825,105	909,290
Borrowings	12	3,157,324	4,211,384
Revenue received in advance		-	57,254
Current tax payable	4	190,462	186,021
Provisions	11	39,974	1,925
Total current liabilities		4,212,865	5,365,874
Non-current liabilities			
Borrowings	12	320,981	426,525
Total non-current liabilities		320,981	426,525
Total liabilities		4,533,846	5,792,399
Net assets		3,728,928	426,256
EQUITY			
Issued Capital	13	9,027,923	2
(Accumulated losses)/Retained earnings		(5,298,995)	426,254
Equity attributable to owners of the parent		3,728,928	426,256
Non-controlling interests		-	-
Total equity		3,728,928	426,256

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

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2016

	Notes	Share Capital \$	(Accumulated losses) / Retained earnings \$	Total \$
Balance as at 30 June 2014		2	(250)	(248)
Loss for the period attributable to members of the parent entity		-	426,504	426,504
Other comprehensive income/(expense) for the period		-	-	-
Total comprehensive income for the period		-	426,504	426,504
Balance as at 30 June 2015		2	426,254	426,256
<i>Transactions with owners in their capacity as owners:</i>				
Dividends declared and paid from pre-acquisition profit	13	-	(1,453,616)	(1,453,616)
Shares issued, net of costs	13	9,027,921	-	9,027,921
Loss for the period attributable to members of the parent entity		-	(4,271,633)	(4,271,633)
Other comprehensive income/(expense) for the period		-	-	-
Total comprehensive income for the period		-	(4,271,633)	(4,271,633)
Balance as at 30 June 2016		9,027,923	(5,298,995)	3,728,928

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

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2016

	Notes	2016 \$	2015 \$
<i>Cash flows from operating activities</i>			
Receipts from customers		10,923,306	2,664,178
Payments to suppliers, employees and others (including one-off costs)		(10,756,980)	(1,580,229)
Interest paid		(140,531)	(81,482)
Interest received		2,551	66
Income tax paid		(186,021)	-
Net cash flows used in operating activities	16	(157,675)	1,002,533
<i>Cash flows related to investing activities</i>			
Purchase of office rental bond		(3,320)	-
Acquisition of Controlled entity (net of cash received)		2,754	(1,906,367)
Purchase of property, plant and equipment		(224,944)	(12,936)
Net cash flows used in by investing activities		(225,510)	(1,919,303)
<i>Cash flows related to financing activities</i>			
Proceeds from borrowings		2,969,072	1,545,000
Borrowings received from shareholders		802,816	917,181
Repayments of borrowings		(6,090,740)	(930,808)
Repayment of finance leases		(281,016)	(101,323)
Deposit received from shareholders		-	200,000
Proceeds from issue of ordinary shares		4,850,360	-
Payments for transaction costs for the issue of ordinary shares		(435,662)	-
Net cash flows provided by financing activities		1,814,830	1,630,050
Net increase in cash and cash equivalents		1,431,645	713,280
Cash and cash equivalents at the beginning of the year		713,282	2
Cash and cash equivalents at the end of the year	5	2,144,927	713,282

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

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2016

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Corporate information

The Financial Report of Wingara AG Ltd (formerly Biron Apparel Limited) and its controlled entities (the “consolidated entity”) for the year ended 30 June 2016 was authorised for issue in accordance with a resolution of the Directors on the 29th day of September 2016.

Wingara AG Ltd (formerly Biron Apparel Ltd) is a for profit listed public company limited by shares incorporated and domiciled in Australia whose shares are publicly traded on the Australian Securities Exchange (“ASX”). The Company's principal activities are to act as product processor and marketer of agricultural products.

The company changed its name from Biron Apparel Limited to Wingara AG Ltd (formerly Biron Apparel Ltd) on 27 January 2016.

(b) Basis of preparation and statement of compliance

These general-purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (‘AASB’) and the Corporations Act 2001, as appropriate for a for-profit oriented entity. These financial statements also comply with International Financial Reporting Standards (‘IFRS’) as issued by the International Accounting Standards Board (‘IASB’).

The financial report has been prepared on an accruals basis and is based on historical costs. The financial report is presented in Australian Dollars, which is the consolidated entity’s functional currency. All values are rounded to the nearest dollar unless otherwise stated. This is consistent with the accounting parent’s presentation and functional currency.

Management is required to make judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstance, the results of which form the basis of making the judgements. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of Australian Accounting Standards that have significant effects on the financial statements and estimates with a significant risk of material adjustments in the next year are disclosed, where applicable, in the relevant notes to the financial statements (refer to Note 1(f)).

Accounting policies are selected and applied in a manner which ensures that the resulting financial information satisfies the concepts of relevance and reliability, thereby ensuring that the substance of the underlying transactions or other events is reported.

Reverse Acquisition that is not a business

On 27 January 2016 Wingara AG Ltd (formerly Biron Apparel Limited) acquired 100% of the issued capital of Elect Performance Group Pty Ltd (“Elect”). In this transaction the directors have determined that Elect was the accounting acquirer upon consideration of voting interest, economic entitlements and ability to influence decision making by the former Elect shareholders of the consolidated entity following the completion of the transaction. As the accounting acquiree (Wingara AG Ltd) did not meet the definition of a business, the acquisition has been accounted for as a share based payment by which Elect Performance Group Pty Ltd acquired the net assets and listing status of Wingara AG Ltd for accounting purposes.

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Reverse Acquisition that is not a business (continued)

Accordingly, the consolidated financial statements of the Wingara AG Ltd (formerly Biron Apparel Ltd) have been prepared as a continuation of the business and operations of Elect Performance Group Pty Ltd. Elect Performance Group Pty Ltd has accounted for the acquisition of Wingara AG Ltd (formerly Biron Apparel Ltd) from 27 January 2016. The comparative information for the 12 months ended 30 June 2015 presented in the consolidated financial statements is that of Elect Performance Group Pty Ltd as presented in its last set of year-end financial statements.

The implications of the acquisition on the financial statements are as follow:

Consolidated Statement of Profit or Loss and Other Comprehensive Income

The 2016 Consolidated Statement of Profit or Loss and Other Comprehensive Income comprises the total comprehensive income for the year ended 30 June 2016 of Elect Performance Group Pty Ltd and includes the results of Wingara AG Ltd (formerly Biron Apparel Ltd) from the date of acquisition.

The 2015 Statement of Profit or Loss and Other Comprehensive Income comprises the results of the Elect Performance Group Pty Ltd only.

Consolidated Statement of Financial Position

The 2016 Consolidated Statement of Financial Position as at 30 June 2016 represents the consolidated financial position of Elect Performance Group Pty Ltd including Wingara AG Ltd (formerly Biron Apparel Ltd).

The 2015 Statement of Financial Position represents the consolidated financial position of Elect Performance Group Pty Ltd only.

Consolidated Statement of Changes in Equity

The 2016 Consolidated Statement of Changes in Equity comprises:

- The equity balance of Elect Performance Group Pty Ltd as at the beginning of the financial year (1 July 2015)
- The total comprehensive income for the financial year as noted above
- Transactions with equity holders, including those with Elect Performance Group Pty Ltd for the year ended 30 June 2016 and those with Wingara AG Ltd (formerly Biron Apparel Ltd) from the date of acquisition
- The equity balance of the consolidated group comprising Elect Performance Group Pty Ltd and Wingara AG Ltd (formerly Biron Apparel Ltd) at the end of the financial year (30 June 2016)

The 2015 Statement of Changes in Equity comprises the results of Elect Performance Group Pty Ltd only.

Consolidated Statement of Cash Flows

The 2016 Consolidated Statement of Cash Flows comprises:

- The cash balance of Elect Performance Group Pty Ltd at the beginning of the financial year (1 July 2015)
- The transactions for the year ended 30 June 2016 of Elect Performance Group Pty Ltd and includes the results of Wingara AG Ltd (formerly Biron Apparel Ltd) from the date of acquisition.
- The cash balance of the consolidated entity comprising Elect Performance Group Pty Ltd and Wingara AG Ltd (formerly Biron Apparel Ltd) at the end of the financial year (30 June 2016).

The 2015 Statement of Cash Flows comprises the results of Elect Performance Group Pty Ltd only.

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 20.

(c) New, revised or amending Accounting Standards and Interpretations adopted

The consolidated entity has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or financial position of the consolidated entity.

(d) New accounting standards and interpretations not yet mandatory or early adopted

The following Australian Accounting Standards and Interpretations have recently been issued or amended but are not yet effective and therefore have not been adopted by the Company for the annual reporting period ended 30 June 2016:

Reference	Title	Application date of standard	Impact on financial report
AASB 15	AASB 15 <i>Revenue from contracts</i>	1 January 2017 with an expected delayed implementation date of 1 January 2018	Management is in the process of determining the impact of these new standards on the future reporting periods.
AASB 9	AASB 9 Financial Instruments	1 January 2018	
AASB 16	Leases	1 January 2019	
2016-1	Amendments to Australian Accounting Standards – Recognition of Deferred Tax Assets for Unrealised Losses [AASB 112]	1 January 2017	
IFRS 2 (Amendments)	Classification and Measurement of Share-based Payment Transactions [Amendments to IFRS 2]	1 January 2018	

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Accounting Policies

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

Principles of Consolidation (refer to Note 1(b) Basis of Preparation "Acquisition of Elect Performance Group Pty Ltd")

The consolidated financial statements comprise the financial statements of Wingara AG Ltd (formerly Biron Apparel Ltd) and its subsidiaries as at 30 June 2016 or for any time during the year as explained in Note 1(b) Basis of Preparation.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when they are exposed to, or have rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Cash and cash equivalents

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

Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less an allowance for impairment, once they become over due by more than 60 days. A separate account records the impairment.

An allowance for a doubtful debt is made when there is objective evidence that the consolidated entity will not be able to collect the debts. The criteria used to determine that there is objective evidence that an impairment loss has occurred include whether the Financial Asset is past due and whether there is any other information regarding increased credit risk associated with the Financial Asset. Bad debts which are known to be uncollectible are written off when identified.

Inventory

Goods are stated at the lower of cost and net realisable value. Cost comprise of costs incurred by the company to purchase goods, including inward freight costs. Costs are assigned to individual items of inventory on basis of weighted average costs. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Plant and equipment

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the consolidated entity and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation

The depreciable amount of all fixed assets including capitalised lease assets, is depreciated on a diminishing value basis over the asset's useful life, or for leased assets over the shorter of the lease term or the asset's useful life.

The following estimated useful lives are used in the calculation of depreciation.

Plant and equipment	2 – 10 years
Motor vehicles	5 – 7 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting year.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

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

Intangible assets

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment.

Goodwill

Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

Financial instruments

Recognition and initial measurement

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

Financial instruments are initially measured at fair value plus transaction costs.

Classification and subsequent measurement

Financial assets are classified on initial recognition as those to be subsequently measured at fair value or amortised cost using the effective interest method or cost. Financial liabilities are classified as those to be subsequently measured at fair value or amortised cost.

Loans and receivables

Loans and receivables are subsequently recognised at amortised costs less an allowance for any uncollectible amounts. Loans and receivables are included in current assets, except for those which are not expected to be received within 12 months after the end of the reporting period.

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment

At the end of each reporting year, the consolidated entity assesses whether there is objective evidence that a financial instrument has been impaired. Impairment losses are recognised in the statement of profit or loss and other comprehensive income.

De-recognition

Financial assets are de-recognised where the contractual rights to receipt of cash flows expire or the asset is transferred to another party whereby the consolidated entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are de-recognised where the related obligations are discharged, cancelled or expired. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

Borrowings

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method. Where there is an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, the loans or borrowings are classified as non-current.

The component of the convertible notes that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs. On the issue of the convertible notes the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond and this amount is carried as a non-current liability on the amortised cost basis until extinguished on conversion or redemption. The increase in the liability due to the passage of time is recognised as a finance cost. The remainder of the proceeds are allocated to the conversion option that is recognised and included in shareholders equity as a convertible note reserve, net of transaction costs. The carrying amount of the conversion option is not remeasured in the subsequent years. The corresponding interest on convertible notes is expensed to profit or loss.

Fair Value of Convertible Notes

Under the Company's accounting policy for convertible notes with cash redemption features, at initial recognition an amount equal to the fair value of the convertible notes issued is recognised as a financial liability ("debt"), and the residual value, being the proceeds of consideration less the debt component recognised at fair value, is recognised in equity.

On initial recognition, the directors have assessed the terms of the convertible notes and determined that in their view the fair value of the debt component is equal to the proceeds such that there is no residual amount to be allocated to an equity component. In making this determination, the directors are of the view that the value of the consideration received, net of costs, provided reliable evidence of the fair value of the debt component of the convertible note.

Foreign currency translation

The financial statements are presented in Australian dollars, which is Wingara AG Limited's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Goods and services tax

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

- where the amount of GST incurred is not recoverable from the taxation authority it is recognised as part of the cost of an asset or as part of an item of expense; or
- for receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authorities is included as part of other receivables or other payables.

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

Impairment of non-financial assets

Goodwill and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

Income tax

The income tax expense (revenue) 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 calculated using applicable income tax rates enacted, or substantially enacted, as at the end of the reporting year. Current tax liabilities (assets) are therefore 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.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, 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 year when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at the end of the reporting year. 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.

Trade and other payables

Trade and other payables are carried at amortised cost and represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year that are unpaid and arise when the consolidated entity

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

becomes obliged to make future payments in respect of the purchase of these goods and services. Licensing fees are recognised as an expense when it is confirmed that they are payable by the consolidated entity.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Provisions

Provisions are recognised when the consolidated entity has a present (legal or constructive) obligation as a result of a past event, it is probable the consolidated entity will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

Employee benefits

Wages and salaries, annual leave

Liabilities for wages and salaries, including non-monetary benefits, annual leave expected to be wholly settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.

Other long-term employee benefits

The liability for annual leave and long service leave not expected to be wholly settled within 12 months of the reporting date are measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Contributed equity

Ordinary shares are classified as equity. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction (net of tax) of the share proceeds received.

Earnings per share

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

Diluted earnings per share is calculated as net loss attributable to members, adjusted for:

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

Business Combinations

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business Combinations (continued)

On the acquisition of a business, the consolidated entity assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the consolidated entity's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

Revenue recognition

Revenue from the sale of goods is recognised when the following conditions are met:

- the risks and reward of ownership of the goods has passed to the customer;
- the consolidated entity no longer has any continuing managerial involvement with the goods which would indicate that those goods are owned or controlled;
- the revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the company; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

All revenue is stated net of the amount of goods and services tax (GST).

Borrowing costs

Borrowing costs are expensed as incurred.

Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases, net of any incentives received from the lessor, are charged to the Statement of Profit or Loss and Other Comprehensive Income on a straight-line basis over the period of the lease.

Leases where the consolidated entity, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased asset or, if lower, the present value of the minimum lease payments. Each lease payment is allocated between the lease liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Critical accounting estimates and judgments

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The following key estimates and judgments were made in these consolidated financial statements:

Acquisition Accounting

In accounting for the acquisition of Wingara AG Ltd (formerly Biron Apparel Ltd) by Elect Performance Group Pty Ltd made during the year, the consolidated entity had to make a number of judgements and estimates in determining the acquirer for accounting purposes, the fair value of the amounts acquired, the fair value of the purchase consideration paid/payable and the estimation of the share based payment expense recorded on the acquisition of Wingara AG Ltd (formerly Biron Apparel Ltd). Refer to Note 1(b) Basis of Preparation "Reverse Acquisition that is not a business" and Note 14(a).

(g) Critical accounting estimates and judgments (continued)

Goodwill and other indefinite life intangible assets

The consolidated entity tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 1. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

2. OPERATING EXPENSES

	2016	2015
	\$	\$
Administration Expenses		
Employee related expenses	1,032,613	114,484
Share-based payments	-	30,000
Utilities and other office expenses	300,428	55,584
External consultancy and audit expenses	205,910	1,098
Site expenses	412,591	74,768
Other administration expenses	185,314	40,463
Transaction costs		
Transaction costs	4,718,430	34,697

(1) For the year ended 30 June 2016, an amount of \$4,718,430 was charged to the Statement of Profit or Loss and Other Comprehensive Income as transaction costs in relation to (i) the acquisition of Elect Performance Group Pty Ltd and Superion Property Pty Ltd, and (ii) relisting expenses to the Australian Stock Exchange.

(2) For the year ended 30 June 2015, an amount of \$27,625 was charged to the Statement of Profit or Loss and Other Comprehensive Income as transaction costs in relation to the acquisition of JC Tanloden business.

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

3. REMUNERATION PAID TO THE AUDITOR

	2016 \$	2015 \$
During the financial year the following fees were paid or payable for services provided by the auditor of the company:		
<i>Audit services</i>		
- Audit of the consolidated financial report	19,000	20,000
<i>Other services</i>		
- Due diligence assurance services	440	22,901
- Taxation	1,000	-
	20,440	42,901

4. TAXATION

	2016 \$	2015 \$
The components of tax benefit comprise:		
Current tax	190,462	186,021
Deferred tax	(17,074)	(3,235)
	173,388	182,786
The prima facie tax on (loss)/profit from ordinary activities before tax at 30% is as follows:	(1,229,474)	182,786
<i>Add tax effect of:</i>		
Non-deductible capital loss	1,556,685	-
Temporary differences	17,074	-
Other adjustments to taxable income	(170,897)	-
Income tax attributable to the consolidated entity	173,388	182,786

Deferred tax assets movement:

	2016 \$	2015 \$
Provision for annual leave	26,223	1,925
Unrealised foreign exchange loss	2,013	-
Unpaid superannuation	9,068	8,425
Accruals	30,392	433
Total temporary differences	67,697	10,783
Deferred tax assets	20,309	3,235

5. CASH AND CASH EQUIVALENTS

	2016 \$	2015 \$
Cash at bank	2,144,927	713,283
	2,144,927	713,283

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

6. TRADE AND OTHER RECEIVABLES

		2016 \$	2015 \$
Trade receivables	(i)	666,788	254,755
Other receivables		28,779	-
		695,567	254,755

(i) Trade receivables aging analysis

	Less than 30 days	30 to 60 days	60 to 90 days	More than 90 days	Total
Balance at 30 June 2016					
(\$)	625,506	33,238	2,213	5,831	666,788
%	93.8%	5.0%	0.3%	0.9%	100%
Balance at 30 June 2015					
(\$)	218,937	35,818	-	-	254,755
%	85.9%	14.1%	-	-	100%

The normal credit terms in all sale contract is 30 to 60 days, based on which management has assessed the impairment of outstanding receivables balance at 30 June 2016 and concluded to be not material.

7. INVENTORY

	2016 \$	2015 \$
Finished Goods - Hays purchased for sale	1,400,596	1,225,072
	1,400,596	1,225,072

8. OTHER CURRENT ASSETS

	2016 \$	2015 \$
GST receivable	231,004	190,240
Others	75,721	60,759
	306,725	250,999

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

9. PLANT AND EQUIPMENT

Reconciliations of the carrying amount of each class of plant and equipment at the beginning and end of the current financial year are set out below.

	2016 \$	2015 \$
<i>Motor vehicles</i>		
Cost	307,357	147,000
Accumulated depreciation	(50,626)	(11,055)
	<u>256,731</u>	<u>135,945</u>
<i>Plant and equipment</i>		
Cost	2,125,096	1,949,861
Accumulated depreciation	(506,572)	(130,571)
	<u>1,618,524</u>	<u>1,819,290</u>
<i>Total</i>		
Cost	2,432,453	2,096,861
Accumulated depreciation	(557,198)	(141,626)
	<u>1,875,255</u>	<u>1,955,235</u>

	Motor vehicles \$	Plant and equipment \$	Total \$
Carrying amount at 1 July 2014	-	-	-
Purchases through business combination	147,000	1,936,925	2,083,925
Additions	-	12,937	12,937
Depreciation	(11,055)	(130,571)	(141,626)
Carrying amount at 30 June 2015	135,945	1,819,291	1,955,236
Additions	160,357	224,729	385,086
Disposals	-	(39,140)	(39,140)
Depreciation	(39,571)	(386,356)	(425,927)
Carrying amount at 30 June 2016	256,731	1,618,524	1,875,255

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

10. INTANGIBLE ASSETS

	2016	2015
	\$	\$
Export license	1,784,364	1,784,364
Goodwill	31,711	31,711
	1,816,075	1,816,075

Reconciliation

There has been no movement in the value of Goodwill during the year.

Impairment testing

Goodwill acquired through business combinations has been allocated to cash-generating unit JC-Tanloden ('CGU').

The recoverable amount of the consolidated entity's goodwill has been determined by a value-in-use calculation using a discounted cash flow model, based on a 1 year projection period approved by management and extrapolated for a further 4 years using a steady rate, together with a terminal value.

Key assumptions are those to which the recoverable amount of an asset or cash-generating unit is most sensitive.

The following key assumptions were used in the discounted cash flow model: (a) 13.15% pre-tax discount rate; (b) 5% per annum projected revenue growth rate; (c) 5% per annum increase in operating costs and overheads.

- The pre-tax discount rate represents the current market assessment of the risks specific to the CGU, taking into consideration the time value of money and individual risks of the underlying asset that have not be incorporated in the cash flows model. The discount rate calculation is based on the specific circumstances of the Company and its operating segment, and is derived from its weighted average cost of capital ('WACC'). The WACC includes both cost of debt and equity. The cost of debt is based on the interest-bearing borrowings the Company is obliged to service. The cost of equity is based on the expected return on investment by the Company's shareholders. In calculation of the cost of equity, management has accounted for the segment-specific risk by applying the beta factor, which is publicly available market data.
- Revenue growth rate of 5% in subsequent years is derived based on a combination of historical performance references, market outlooks and current expansion and development plan of the business. Management has assessed and determined the growth rate used in the cash flow model to be conservative.
- The estimation of the annual operating costs and overheads increase is consistent with the revenue growth as majority of the costs are variable by nature. The estimated costs level used in the cash flow model is also considered conservative, based on historical data.

Based on the above key assumptions, the recoverable amount is estimated at \$15.9 million, which does not result in any impairment expense to be deducted from the carrying value of the goodwill at 30 June 2016.

There were no other key assumptions.

Based on the above, the recoverable amount is estimated at \$15.9 million at 30 June 2016. No impairment charge has been applied as the recoverable amount for JC-Tanloden exceeded the carrying amount of goodwill.

Sensitivity

As disclosed in note 1, the directors have made judgements and estimates in revenue growth and operating costs/overheads level in respect of impairment testing of goodwill. Should these judgements and estimates not occur the resulting goodwill carrying amount may decrease.

Management believes that other reasonable changes in the key assumptions on which the recoverable amount of goodwill is based would not cause the cash-generating unit's carrying amount to exceed its recoverable amount.

If there are any negative changes in the key assumptions on which the recoverable amount of goodwill is based, this would result in a further impairment charge for the goodwill.

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

11. PROVISION

	2016	2015
	\$	\$
Annual leave	39,974	1,925
	39,974	1,925

12. BORROWINGS

	2016	2015
	\$	\$
<i>Current</i>		
Deposit – Biron Apparel Ltd	-	200,000
Commercial bill ¹	1,800,000	1,545,000
Asset finance loan ¹	264,233	252,152
Vendor finance loan	-	1,218,720
Shareholder loan ²	1,070,537	995,511
Lease liability ³	22,554	-
	3,157,324	4,211,383
<i>Non-current</i>		
Asset finance loan ¹	162,292	426,525
Lease liability ³	158,689	
	320,981	426,525

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

12. BORROWINGS (continued)

¹ These include different facilities with ANZ Banking Group Limited as follow,

- ANZ tailored commercial facility with a facility limit of \$800,000, expiring on 15 May 2019. This facility is subject to a customer margin and line fee of 1.30% and 2.20% per annum respectively.
- Revolving loan facility with a facility limit of \$1,000,000 from 1 November to 14 September each year. This facility is subject to BBR rate plus a margin of 1.50% per annum and a line fee of 2.20% per annum.
- The asset finance loan is repayable over 3 years at 5.12% interest terms.

The above facilities are secured by assets owned by the company and its subsidiaries.

² This loan is owed to the shareholders of the company, being its directors and is non-interest bearing and repayable at call.

³ During the year ended 30 June 2016, the company entered into new finance leases with interest rate of 8.4% and duration of five (5) years to secure new fixed assets.

Banking facilities

As at 30 June 2016 the consolidated entity had secured banking facilities limits with the ANZ Banking Corporation as follows:

	Commercial bill	Overdraft	Bank guarantee	Total
2016	\$	\$	\$	\$
Total facility limit	1,800,000	800,000	80,000	2,680,000
Less amount used	(1,800,000)	-	(80,000)	(1,880,000)
Unused facilities	-	800,000	-	800,000

	Commercial bill	Foreign currency dealing facility	Bank guarantee	Total
2015	\$	\$	\$	\$
Total facility limit	2,420,000	1,200,000	79,750	3,699,750
Less amount used	(1,545,000)	-	-	(1,545,000)
Unused facilities	875,000	1,200,000	79,750	2,154,750

13. ISSUED CAPITAL

Issued capital presented below are the ordinary shares of the legal parent, Wingara AG Limited.

	2016	2015
	\$	\$
Ordinary shares – Fully paid 67,317,915 shares (2015: 2 shares)	(a) 9,027,923	2

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of shares held. At shareholder 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.

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

13. ISSUED CAPITAL (continued)

(a) Movement in issued capital

	Full year to 2016		Full year to 2015	
	No.	\$	No.	\$
Balance at the beginning of the year	2	2	2	2
Elimination of issued capital in Elect	(2)	-	-	-
Deemed fair value of consideration to Biron shareholders on Reverse Acquisition ¹ (Refer to Note 14 Share based payment for further information)	8,266,117	1,653,223	-	-
Shares issued to Elect Performance Group Pty Ltd on Reverse Acquisition	20,000,000	-	-	-
Issue of shares \$0.20 pursuant to the Prospectus	24,251,798	4,850,360	-	-
Shares issued to Superion	10,000,000	2,000,000	-	-
Conversion of converting loan agreements to shares ²	4,800,000	960,000	-	-
Transaction costs relating to share issues ³	-	(435,662)	-	-
	67,317,915	9,027,923	2	2

¹ On 18 December 2015 Biron Apparel Ltd (Biron) acquired 100% of Elect Performance Group Pty Ltd, and the combined entity was renamed Wingara AG Ltd. This is treated as a reverse acquisition because the substance of the transaction is such that the pre-existing shareholders of Elect Performance Group Pty Ltd obtained substantial control of Biron.

The acquisition is accounted for under AASB 2 *Share Based Payments* whereby the non-cash consideration represents a deemed issue of shares by the legal acquirer (Elect Performance Group Pty Ltd), equivalent to the current shareholder interest in Biron post the acquisition. The excess of the assessed value of the share based payment over the net assets has been expensed to the income statement as a listing fee.

On 1 July 2015 Biron Apparel Ltd had 413,294,170 ordinary shares on issue. However on 23 November 2015, Biron undertook a 50:1 share consolidation. Following the share consolidation, Biron had 8,266,117 ordinary shares on issue.

² On 27 January 2016 convertible loans with a fair value of \$960,000 were converted to shares. Refer Note 14(a) for further information.

³ Under AASB 132, incremental costs that are directly attributable to issuing new shares should be deducted from equity. The share issue expense relates to costs directly attributable to the issuing of new shares, costs associated with the listing are detailed in note 2 and have been deducted from equity.

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

14. SHARE BASED PAYMENTS

(a) Acquisition of Elect Performance Group Pty Ltd

On 27 January 2016 Wingara AG Ltd (formerly Biron Apparel Limited) completed the legal acquisition of Elect Performance Group Pty Ltd ("Elect"). Under Australian Accounting Standards Elect was deemed to be the accounting acquirer in this transaction. As Wingara AG Ltd (formerly Biron Apparel Limited) did not meet the definition of a business, the acquisition has been accounted for as a share based payment by which Elect Performance Group Pty Ltd acquired the net assets and listing status of Wingara AG Ltd for accounting purposes.

The deemed purchase consideration for the acquisition of Wingara AG Ltd (formerly Biron Apparel Ltd) by the shareholders of Elect under reverse acquisition accounting was fair value of the 8,266,177 shares owned by existing Biron Apparel Limited shareholder at the date of the transaction, determined as follows:

(i) Deemed consideration

	Shares	Value per share	\$
Share consideration	8,266,177	\$0.20	1,653,223

(ii) Wingara AG Ltd (formerly Biron Apparel Ltd) share base payment – listing expense

	\$
Deemed share consideration	1,653,223
Add net liabilities of Wingara AG Ltd (formerly Biron Apparel Ltd) pre-acquisition	1,008,311
	2,661,534

(iii) Assets and liabilities acquired – Wingara AG Ltd

	\$
Cash and cash equivalents	2,754
Deposit for acquisition received from Elect	200,000
Total assets	202,754
Trade and other payables	225,065
Convertible loans ¹	960,000
Borrowings	26,000
Total liabilities	1,211,065
Net liabilities on completion of transaction	(1,008,311)

¹ As part of the acquisition of Elect Performance Group Pty Ltd, all identifiable assets and liabilities of Wingara AG Ltd including convertible loans, were recognised at their fair values on initial recognition. As a condition of the agreement, the convertible loans on issue were required to be extinguished and converted to ordinary shares of Wingara AG Ltd on relisting on the ASX. On 27 January 2016, 4,800,000 ordinary shares with a value of \$0.20 per share were issued. Refer Note 13 for further information.

(a) Issue of shares to third parties in-connection with the Reverse Takeover transaction

10,000,000 shares in the consolidated entity were issued at a value per share of \$0.20 to the 5 shareholders of Superion Property Pty Ltd. These 5 shareholders, who are not related parties of the consolidated entity, were responsible for putting together the reverse takeover and developing business opportunities in connection with the transaction, which have been recognised as an expense in the profit or loss.

(i) Superion Property Pty Ltd share based payment expense

	Shares	Value per share	\$
Share consideration	10,000,000	\$0.20	2,000,000

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

15. FINANCIAL INSTRUMENTS DISCLOSURES

(a) Capital management

The consolidated entity considers its capital to comprise its ordinary share capital and retained earnings.

In managing its capital, the consolidated entity's primary objective is to ensure its continued ability to provide a consistent return for its equity shareholders through a combination of capital growth and distributions. In order to achieve this objective, the consolidated entity seeks to maintain adequate levels of external borrowings from reputable financial institutions and further contribution of shareholders through capital raising to enable the consolidated entity to meet its working capital and strategic investment needs. In making decisions to adjust its capital structure to achieve these aims, management considers various alternatives from issue of new equity/debt instruments such as shares or options, convertible notes to extending the current debt facility.

(b) Financial instrument risk exposure and management

The Board has overall responsibility for the determination of the consolidated entity's risk management objectives and policies and has the responsibility for designing and operating processes that ensure the effective implementation of the objectives and policies to the consolidated entity's finance function. The Board receives monthly reports through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

The principal financial instruments used by the company, from which financial instrument risk arises include cash and cash equivalents, receivables, trade and other payables and borrowings. The directors consider these to be the material financial instrument risks facing the company:

(i) Foreign exchange risk

With the majority of its export sales denominated in US Dollars, fluctuations in the US Dollar may impact on the consolidated entity's financial results and its cashflows. The consolidated entity does not engage in any hedging or derivative transactions to manage foreign exchange risk, but instead manages this risk through cashflow forecasting and maintaining adequate reserves of available lines of credit for its working capital.

The consolidated entity is exposed to foreign currency risk on the receivables and US\$ bank accounts denominated in currencies other than the functional currency of the operations.

As at 30 June 2016, the consolidated entity held \$451,570 in US\$ bank facilities and \$414,411 in US\$ denominated trade receivables. As at this date, had the USD moved by 5%, this would have increased or decreased profit in the consolidated entity by \$43,299.

(ii) Credit risk

Exposure to credit risk relating to financial assets arises from the potential non-performance by counterparties of contract obligations that could lead to a financial loss to the Company.

The Company manages credit risk and the losses which could arise from default by ensuring that financial assets such as cash at bank are held with reputable organisations. Management monitors the approval of new credit limit and collection process.

(iii) Liquidity risk

Liquidity risk arises from the consolidated entity's management of working capital and the finance charges and principal repayments on its debt instruments. It is the risk that the consolidated entity may encounter difficulty in meeting its financial obligations as they fall due.

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

15. FINANCIAL INSTRUMENT DISCLOSURES (continued)

The consolidated entity's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. To achieve this aim, it seeks to maintain sufficient cash balances (or agreed facilities) to meet all current obligations which are due within the next 12 months.

The principal ways in which the board manages its liquidity risk is through cash flow forecasting and maintaining adequate unused facility levels under its banking arrangements.

The following table sets out contractual maturities of the consolidated entity financial liabilities as at 30 June 2016:

Trade and other payables	Total \$	<30 days \$	30-180 days \$	180-360 days \$	> 1 year \$
2016	825,105	789,032	36,074	-	-
2015	909,290	334,644	574,646	-	-

Borrowings	Total \$	<1 year \$	> 1 year \$
2016	3,478,305	3,157,324	320,981
2015	4,637,908	4,211,383	426,525

(c) Fair value

The carrying amounts of cash, trade and other receivables, trade and other payables and borrowings approximate their fair values due to either their short-term nature, or in the case of long-term borrowings, due to the fact that their interest terms are at market rates.

16. RECONCILIATION OF PROFIT AFTER INCOME TAX TO NET CASH FROM OPERATING ACTIVITIES

	2016 \$	2015 \$
Operating (loss)/profit after income tax expense	(4,271,633)	426,504
Adjustments for:		
Depreciation	425,927	141,626
Loss on disposal of assets	39,646	-
Transaction costs relating to business purchase	4,661,534	34,697
Change in operating assets and liabilities:		
- Increase in in receivables	(440,812)	(254,755)
- Increase in other assets	(55,727)	(250,998)
- Increase in inventory	(175,524)	(245,545)
- (Decrease)/increase in other trade payables	(336,562)	879,098
- (Decrease)/increase on other liabilities and provision	(4,526)	271,906
Net cash inflow from operating activities	(157,675)	1,002,533

17. CONTINGENT LIABILITIES

As at 30 June 2015, the company held a contingent obligation to ANZ Banking Group Limited in on a guarantee facility of \$80,000 in relation to the office lease agreement.

There are no other contingent liabilities, other than those disclosed in this report.

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

18. KEY MANAGEMENT PERSONNEL COMPENSATION

Compensation

The aggregate compensation made to directors and other members of key management personnel of the consolidated entity is set out below:

	2016 \$	2015 \$
Short-term employee benefits	212,418	14,700
Post-employment benefits	18,762	-
Share-based payments	-	30,000
	231,180	44,700

19. RELATED PARTY TRANSACTIONS

Parent entity

Elect Performance Group Pty Ltd is the parent entity.

Subsidiaries

Interests in subsidiaries are set out in note 21.

Key management personnel

Disclosures relating to key management personnel are set out in note 18 and the remuneration report in the directors' report.

Other transactions with related parties

The following transactions occurred with related parties:

	2016 \$	2015 \$
Repayments of shareholder's loan	(2,145,001)	(216,953)
Proceeds from shareholder's loan	802,816	1,133,410
Dividend distributed from pre-acquisition profit	(1,453,616)	-

Payable to related parties

The following balances are outstanding at the reporting date in relation to transactions with related parties:

	2016 \$	2015 \$
Shareholder's loan (see note 12)	1,070,537	995,511
	1,070,537	995,511

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

20. LEGAL PARENT ENTITY DISCLOSURES

Set out below is the supplementary information about the legal parent entity being Wingara AG Limited

Statement of profit or loss and other comprehensive income

	Legal parent	
	2016	2015
	\$	\$
Profit after income tax	(5,188,950)	(322,411)
Total comprehensive income	(5,188,950)	(322,411)

Statement of financial position

	Legal parent	
	2016	2015
	\$	\$
Total current assets	124,521	263,417
Total non-current assets	3,320	-
Total assets	127,841	263,417
Total current liabilities	172,102	392,693
Total non-current liabilities	-	-
Total liabilities	172,102	392,693
Contributed equity	9,027,921	26,396,500
Other equity reserves	(3,883,232)	-
Accumulated losses	(5,188,950)	(26,525,776)
Total equity	(44,261)	(129,276)

Guarantees entered into by the legal parent entity in relation to the debts of its subsidiaries

The legal parent entity has not entered into any guarantees in the current or prior financial year in relation to debts of its subsidiaries.

Contingent liabilities

The legal parent entity had no contingent liabilities as at 30 June 2016 and 30 June 2015.

Capital commitments

The legal parent entity had no capital commitments for property, plant and equipment as at 30 June 2016 and 30 June 2015.

Significant accounting policies

The accounting policies of the legal parent entity are consistent with those of the consolidated entity as disclosed in Note 1.

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

21. INTERESTS IN LEGAL SUBSIDIARIES

Name of entity	Principal activities	Country of incorporation	Equity holding	
			2016 %	2015 %
Elect Performance Group Pty Ltd ("Elect")	Product processor and marketer of agricultural products	Australia	100%	-
Superion Property Pty Ltd ("Superion")	Product processor and marketer of agricultural products	Australia	100%	-

On 27 January 2016 Wingara AG Ltd (formerly Biron Apparel Limited) completed the legal acquisition of Elect and Superion as disclosed in details under note 14. Wingara AG Limited became the legal parent of both entities.

22. LEASE COMMITMENTS

Operating leases

The consolidated entity has warehouse and storage facilities in Bendigo with a lease term of 6 years at \$145,000 pa payable monthly with an option to renew for further 4 years, with an option to purchase the facilities at the conclusion of the lease year.

	2016 \$	2015 \$
Minimum payments under the lease:		
No longer than 1 year	171,479	145,000
Longer than 1 year and not longer than 5 years	628,978	580,000
Longer than 5 years	-	145,000
	800,458	870,000

During the year an amount of \$146,027 (2015: \$60,417) was charged to the profit and loss in-respect of its operating leases and is classified as an administration expense.

Finance leases

The consolidated entity has entered into an Asset Finance Loan to acquire the plant and equipment.

	2016 \$	2015 \$
Minimum payments under the lease net of future finance charges:		
No longer than 1 year	264,233	252,152
Longer than 1 year and not longer than 5 years	162,292	426,525
Longer than 5 years	-	-
	426,525	678,677

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

23. LOSS PER SHARE

	2016 \$	2015 \$
(a) Basic loss per share	(10.66)	2.13
(b) Diluted loss per share	(10.66)	2.13
(c) Reconciliation of earnings to loss		
Loss used to calculate basic loss per share	(4,271,633)	426,504
Loss used to calculate diluted loss per share	(4,271,633)	426,504
	No.	No.
(d) Weighted average number of ordinary shares outstanding during the year used in calculating basic loss per share	40,054,889	20,000,000
Weighted average number of ordinary shares outstanding during the year used in calculating diluted loss per share	40,054,889	20,000,000

The company is currently in a loss making position any thus the impact of any potential shares is concluded as anti-dilutive.

24. BUSINESS COMBINATION

On 23 February 2015 the company, following a considered due diligence examining the merits of entering into the agribusiness industry, acquired through an asset purchase agreement the business of JC Tanloden. Upon completion of the acquisition, 100% control of the business was transferred to the Company. This business processes its hay in the South-Eastern region of Australia and exports its hay predominantly to Asia. Due to this fact, the directors believe that JC Tanloden has the necessary inputs, processes and outputs to satisfy the accounting definition of a business. The details of the business purchase is as follows:

Purchase Consideration	As at 23 February 2015 \$
Agreed purchase price	3,900,000
Plus inventory	929,528
Plus prepaid inventory	50,000
	4,879,528
This consideration was paid through the following:	
Cash consideration	1,906,367
Asset finance loan	780,000
Vendor finance	2,149,528
Shareholder loan	78,330
Less transaction costs charged to the profit and loss	(34,697)
	4,879,528
The following fair values of assets were acquired as at this date:	
Plant and equipment	2,083,925
Inventory	929,528
Prepayments for inventory	50,000
	3,063,453
Excess of purchase consideration to the assessment of fair values of assets acquired – goodwill	1,816,075

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2016

24. BUSINESS COMBINATION (continued)

Profit and loss impact of the acquisition of JC Tanloden

Impact on revenues since the date of acquisition	2,861,679
Impact on the profit and loss after tax since the date of acquisition	426,253
Revenues of the combined entity had the acquisition taken place at 1 July 2014	8,071,478
Profit or loss after tax of the combined entity had the acquisition taken place at 1 July 2014	1,096,913

The company acquired the plant and equipment, inventory and intangible assets from the vendors of JC Tanloden Pty Ltd. The values of the plant and equipment and inventory are recorded at amounts agreed to between both parties as set out in the business sale agreement. The intangible assets represent the premium of consideration paid for the business relative to the values attributed to the net tangible assets which were identified in the purchase, and are classified in these consolidated financial statements as goodwill. The directors consider that the likely intangible assets represented by this goodwill will be export licences and accreditation, customer relations and the business name. As at the date of this report, however, the calculation of the fair values of both these intangible assets and the net tangible assets, net of any deferred tax consequences acquired in the business purchase is yet to complete.

The Consolidated Entity entered into a new lease in-conjunction with the business purchase, which required a bank guarantee totalling \$79,500. The directors have considered that the fair value of this bank guarantee is \$nil, but this will also form part of the fair value analysis that will be concluded in examining the business purchase.

The acquisition was initially accounted for on a provisional basis. Management has subsequently reassessed and concluded that there were no differences between the amounts previously recognised and those disclosed now.

25. DIVIDEND

During the year ended 30 June 2016, the consolidated entity declared \$1,453,616 of dividends payable to the Elect Vendors from pre-acquisition profits. No dividends were paid for the previous reporting period.

26. EVENTS OCCURRING AFTER THE END OF THE FINANCIAL YEAR

On 7 July 2016, Wingara AG Ltd has executed a Memorandum of Understanding with the Board of Directors of Pyrenees Hay Processing Co-Operative Ltd ("PHPC") and its associated entities to acquire certain assets and liabilities of PHPC. As at the date of this report, negotiation is still ongoing between parties.

On 15 August 2016, Wingara AG Ltd completed the issue of \$2 million in convertible notes with a duration of 2 years and interest rate of 5% per annum. Additionally, the company also completed an equity placement of \$3 million on the same day.

No other matters or circumstances have arisen since the end of the reporting period, not otherwise disclosed in this report, which significantly affected or may significantly affect the operations of the consolidated entity, the result of those operations or the state of affairs of the consolidated entity in subsequent financial years.

WINGARA AG LTD (FORMERLY BIRON APPAREL LTD)

DIRECTORS' DECLARATION

FOR THE YEAR ENDED 30 JUNE 2016

In the directors' opinion:

- (a) the financial statements and notes set out on pages to are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements, and
 - (ii) giving a true and fair view of the consolidated entity's financial position as at 30 June 2016 and of its performance for the year ended on that date, and
- (b) there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable, and
- (c) the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as disclosed in note 1.

This declaration has been made after receiving the declarations required to be made to the Directors in accordance with section 295A of the *Corporations Act 2001* for the financial year ended 30 June 2016.

On behalf of the directors



Mr Gavin Xing
Executive Chairman and Managing Director

29th September 2016

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
WINGARA AG LIMITED (FORMERLY BIRON APPAREL LIMITED) AND CONTROLLED
ENTITIES**

Report on the Financial Report

We have audited the accompanying financial report of Wingara AG Limited (formerly Biron Apparel Limited) and controlled entities (the Company), which comprises the statement of financial position as at 30 June 2016, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the 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 company and 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 gives a true and fair view and 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.

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 about 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 judgement, 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 of the financial report that gives a true and fair view 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.

**CHARTERED ACCOUNTANTS
& ADVISORS**

Level 20, 181 William Street
Melbourne VIC 3000

PO Box 185
Toorak VIC 3142

Telephone: +61 3 9824 8555

williambuck.com

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
WINGARA AG LIMITED (FORMERLY BIRON APPAREL LIMITED) AND CONTROLLED
ENTITIES (CONT)**

Auditor's Opinion

In our opinion:

- a) the financial report of Wingara AG Limited (formerly Biron Apparel Limited) and controlled entities is in accordance with the Corporations Act 2001, including:
 - i. giving a true and fair view of the Company and consolidated entity's financial position as at 30 June 2016 and of its performance for the year ended on that date; and
 - ii. complying with Australian Accounting Standards (including the Australian Accounting Interpretations) 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 2016. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's Opinion

In our opinion, the Remuneration Report of Wingara AG Limited (formerly Biron Apparel Limited) and controlled entities for the year ended 30 June 2016, complies with section 300A of the Corporations Act 2001.

A handwritten signature in blue ink that reads "William Buck".

William Buck Audit (Vic) Pty Limited
ABN 59 116 151 136

A handwritten signature in blue ink, appearing to be "N.S. Benbow".

N.S. Benbow
Director

Dated this 29th day of September, 2016

SHAREHOLDER INFORMATION

Shareholder Information

As at Wednesday, 28th September 2016

Number of holders of equity securities

Ordinary Shares

77,314,578 fully paid ordinary shares are held by 1,298 individual holders.

All ordinary shares carry one vote per share.

Distribution of Ordinary Fully Paid Shareholders

	Ordinary Shares	
	No. of Holders	Total Units
1 - 1,000	889	62,171
1,001 - 5,000	44	116,009
5,001 - 10,000	103	956,249
10,001 - 100,000	186	8,323,514
100,001 - and over	76	67,856,635
Total	1,298	77,314,578
Unmarketable Parcels	899	74,701

Top Twenty Ordinary Fully Paid Ordinary Shareholders

Shareholders	Number	%
1 MR RICHARD VICTOR GAZAL	13,400,000	17.33
2 MS KELLIE ANNE BARKER	10,000,000	12.93
3 MR GAVIN XING	10,000,000	12.93
4 AET SFS PTY LTD <NEOC AC>	2,717,361	3.51
5 ADDERSTONE HOLDINGS PTY LTD <NC SHOOBERT FAMILY A/C>	2,000,000	2.59
6 AUSNOM PTY LTD <J & K CHEGS SHARE A/C>	2,000,000	2.59
7 MR GRAHAM JOHN BAILEY	2,000,000	2.59
8 JB ADVISORY PTY LTD <CALLANAN FAMILY A/C>	2,000,000	2.59
9 MR ERIC JIANG	2,000,000	2.59
10 MS HANNA MCDOWELL	2,000,000	2.59
11 DAVID GAZAL + JACLYN GAZAL <DAVID GAZAL FAMILY A/C>	1,500,000	1.94
12 MR GRAHAM JOHN BAILEY + MRS ANNETTE MAREE BAILEY <BAILEY S/F A/C>	1,133,333	1.47
13 ANACACIA PTY LTD <WATTLE FUND A/C>	1,000,000	1.29
14 YUEN SOON JUENG + JOEN HING JENNY <CW & CA SUPER FUND A/C>	1,000,000	1.29
15 J P MORGAN NOMINEES AUSTRALIA LIMITED	712,334	0.92
16 AUST EXECUTOR TRUSTEES LTD <CYAN C3G FUND>	618,355	0.80
17 TINLAUN INVESTMENTS PTY LTD	616,667	0.80
18 VALENTINO NOMINEES PTY LTD <COLBY FAMILY A/C>	600,000	0.78
19 LUIK HOLDINGS PTY LTD <JEFFREY O'DONNELL FAMILY A/C>	566,667	0.73
20 AVZATH PTY LTD <DMCD DIAMANTE SUPER FUND A/C>	550,000	0.71
Total	56,414,717	72.97
Total balance of remaining holders	20,899,861	27.03
Total on Issue	77,314,578	100

SHAREHOLDER INFORMATION

Substantial shareholders

The names of substantial shareholders who have notified the company in accordance with section 671B of the Corporations Act are:

Name		Number of Share	%
1	Richard and Laura Gazal	13,400,000	19.90
2	Kellie Ann Barker	10,000,000	12.93
3	Gavin Xing	10,000,000	12.93
4	NAOS Asset Management Limited	2,418,538	5.20
Total Number of Shares Held by Substantial Shareholders		35,818,538	50.96

Shareholder enquiries

Shareholders with enquiries about their shareholdings should contact the share registry:

Computershare Investor Services Pty Ltd
Level 2, 45 St Georges Terrace
Perth, Western Australia 6000

Telephone: 1300 55 70 10 (within Australia)
+61 8 9323 2000 (overseas)

Website: www.computershare.com.au

Change of address, change of name, consolidation of shareholdings

Shareholders should contact the Share Registry to obtain details of the procedure required for any of these changes.

Annual report

Shareholders do not automatically receive a hard copy of the Company's Annual Report unless they notify the Share Registry in writing. An electronic copy of the Annual Report can be viewed on the company's website

Tax file numbers

It is important that Australian resident Shareholders, including children, have their tax file number or exemption details noted by the Share Registry.

CHESS (Clearing House Electronic Subregister System)

Shareholders wishing to move to uncertified holdings under the Australian Securities Exchange CHESS system should contact their stockbroker.

Uncertified share register

Shareholding statements are issued at the end of each month that there is a transaction that alters the balance of an individual/company's holding.

Listing rule 4.10.19 disclosure

For the purpose of ASX Listing Rule 4.10.19, the Board confirms that during the period from reinstatement on 9 February 2016 to 30 June 2016 the Company used its cash and assets readily convertible to cash in a manner consistent with its stated business objectives.

CORPORATE DIRECTORY

DIRECTORS

Gavin Xing

James Everist

Eric Jiang

Managing Director

Non-Executive Director

Non-Executive Director

COMPANY SECRETARY

Phillip Hains

The CFO Solution

Suite 1/1233 High Street

Armadale, Victoria 3143

AUDITORS

William Buck

Chartered Accountants

Level 20, 181 William Street

Melbourne, Victoria, 3000

REGISTERED OFFICE

Suite 1/1233 High Street

Armadale, Victoria 3143

SOLICITORS

Rigby Cooke Lawyers

Level 11, 360 Elizabeth Street

Melbourne, Victoria 3001

PRINCIPAL PLACE OF BUSINESS

208/89 High Street

Kew, Victoria 3101

SHARE REGISTRY

Computershare Investor Services Pty Ltd

Level 2, 45 St Georges Terrace

Perth, Western Australia 6000

Telephone: 1300 55 70 10 (within Australia)

+61 8 9323 2000 (overseas)

Website: www.computershare.com.au

SECURITIES QUOTED

ASX (Australian Securities Exchange)

Code: WNR (Shares)

WEBSITE

www.wingaraag.com.au