



NZ MID CAP FUND

**FINANCIAL STATEMENTS
FOR THE PERIOD 9 SEPTEMBER 2016 TO 31 MARCH 2017**

**BEING THE FIRST FINANCIAL STATEMENTS FOR
THE NZ MID CAP FUND FOLLOWING THE RESETTLEMENT OF THE NZX MID CAP INDEX
FUND AS THE NZ MID CAP FUND ON 7 NOVEMBER 2016**

Presented by Smartshares Limited, Manager of the NZ Mid Cap Fund

NZ MID CAP FUND

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NZ MID CAP FUND

DIRECTORY

THE MANAGER

Smartshares Limited
Level 1, NZX Centre
11 Cable Street, Wellington 6140
New Zealand

THE SUPERVISOR

Public Trust
Level 5, 40-42 Queens Drive
Lower Hutt 5010, Wellington
New Zealand

This is also the address of the registered office.

PRINCIPAL OFFICE OF THE MANAGER

Level 7, Zurich House
21 Queen Street, Auckland Central
Auckland 1010
New Zealand

AUDITOR

KPMG
10 Customhouse Quay
PO Box 996, Wellington 6140
New Zealand

DIRECTORS OF THE MANAGER

Bevan K. Miller
Timothy O. Bennett (resigned 30 December 2016)
Guy R. Elliffe
A. John Williams
Paul J. Baldwin (appointed 30 December 2016)

SOLICITOR

Buddle Findlay
Level 17, State Insurance Tower
1 Willis Street, Wellington 6140
New Zealand

INVESTMENT ADMINISTRATOR

BNP Paribas Fund Services Australasia Pty Ltd, New Zealand branch

INVESTMENT CUSTODIAN

JBWere (NZ) Nominees Limited

INVESTMENT ADMINISTRATOR

Link Market Services Limited

CORRESPONDENCE

All correspondence and enquiries to the Manager about the Fund should be addressed to the Manager, Smartshares Limited, at the above address.

NZ MID CAP FUND

Smartshares Limited (the 'Manager') and Public Trust (the 'Supervisor') are parties to a trust deed dated 24 June 2014 as amended and restated on 9 September 2016 (the 'Trust Deed') which sets out the terms and conditions on which units in the funds within the Smartshares Exchange Traded Funds are offered for subscription, whether to the public or otherwise.

The Trust Deed provides that each fund is to be established by the Manager and the Supervisor entering into an establishment deed setting out the specific terms and conditions relating to that fund.

The NZ Mid Cap Fund (the 'Fund') was created by an establishment deed dated 9 September 2016 between the Manager and Supervisor. The Fund replicates the group investment fund which was known as the NZX Midcap Index Fund. On 26 October 2016 unitholders in the NZX Midcap Index Fund resolved by extraordinary resolution that it was to be resettled as a unit trust. As a result, on 7 November 2016, its assets and liabilities were resettled on the Fund. The units in the NZX Midcap Index Fund were then redeemed for units in the Fund.

STATEMENT BY THE MANAGER

In our opinion, the accompanying financial statements and notes are drawn up in accordance with Generally Accepted Accounting Practice in New Zealand ('NZ GAAP'), and fairly present the financial position of the Fund as at 31 March 2017, and the results of its financial performance and cash flows for the period ended 31 March 2017 in accordance with the requirement of the Trust Deed.

It is believed that there are no circumstances that may materially and adversely affect any interest of the unitholders in the assets other than those already disclosed in this report.

For and on behalf of the Manager:
Smartshares Limited



.....
Director



.....
Director

This statement was approved for signing at a meeting of the Directors on 25 May 2017.

NZ MID CAP FUND

STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD ENDED 31 MARCH 2017

	Note	Period Ended 31 March 2017 \$'000
INCOME		
Dividend income		1,347
Securities lending income		5
Net changes in fair value of financial assets at fair value through profit or loss		<u>6,029</u>
Total income		<u>7,381</u>
EXPENSES		
Management fees expense	7	(220)
Miscellaneous expenses		<u>(1)</u>
Total expenses		<u>(221)</u>
Profit before tax		7,160
Income tax credit	1	<u>30</u>
Profit after tax		7,190
Other comprehensive income		<u>-</u>
Total comprehensive income		<u><u>7,190</u></u>
EARNINGS PER UNIT		
Basic and diluted earnings per unit (cents per unit)	4	<u><u>38.93</u></u>

The accompanying notes form part of and should be read in conjunction with these financial statements.

NZ MID CAP FUND

STATEMENT OF CHANGES IN UNITHOLDERS' FUNDS FOR THE PERIOD ENDED 31 MARCH 2017

	Note	Period Ended 31 March 2017 \$'000
Unitholders' funds at the beginning of the period		-
Total comprehensive income for the period		<u>7,190</u>
Subscriptions from unitholders	6	71,417
Redemptions by unitholders	6	(389)
Distributions to unitholders	5	<u>(841)</u>
		<u>70,187</u>
Unitholders' funds at the end of the period		<u><u>77,377</u></u>

The accompanying notes form part of and should be read in conjunction with these financial statements.

NZ MID CAP FUND

STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2017

	Note	As At 31 March 2017 \$'000
ASSETS		
Cash and cash equivalents		2,225
Receivables		435
Investments in equity securities held at fair value through profit or loss	2	76,858
Deferred tax asset		<u>30</u>
TOTAL ASSETS		<u>79,548</u>
LIABILITIES		
Management fees payable	7	(5)
Funds held for unit purchases		(1,352)
Other current liabilities		(1)
Unsettled trades		<u>(813)</u>
TOTAL LIABILITIES		<u>(2,171)</u>
UNITHOLDERS' FUNDS		<u>77,377</u>
TOTAL LIABILITIES AND UNITHOLDERS' FUNDS		<u>79,548</u>

For and on behalf of the Manager, Smartshares Limited, who authorised the issue of the financial statements on 25 May 2017.



B Miller
Chairman
Smartshares Limited



G Elliffe
Director
Smartshares Limited

The accompanying notes form part of and should be read in conjunction with these financial statements.

NZ MID CAP FUND

STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 31 MARCH 2017

	Period Ended 31 March 2017 \$'000
CASH FLOWS FROM OPERATING ACTIVITIES	
<i>Cash was provided from:</i>	
Dividend income received	932
Securities lending income received	4
<i>Cash was applied to:</i>	
Management fees paid	(215)
Miscellaneous expenses paid	(1)
Net cash flows from operating activities	720
CASH FLOWS FROM INVESTING ACTIVITIES	
<i>Cash was provided from:</i>	
Sale of investments	2,898
Net repayments from the Manager	2
<i>Cash was applied to:</i>	
Purchase of investments	(4,079)
Net cash flows from investing activities	(1,179)
CASH FLOWS FROM FINANCING ACTIVITIES	
<i>Cash was provided from:</i>	
Subscriptions received from unitholders	3,530
<i>Cash was applied to:</i>	
Redemptions paid to unitholders	(5)
Distributions paid to unitholders	(841)
Net cash flows from financing activities	2,684
Net increase in cash and cash equivalents	2,225
Cash and cash equivalents at the beginning of period	-
Cash and cash equivalents at the end of period	2,225
Reconciliation of profit after tax to net cash flows from operating activities	
Profit after tax	7,190
Net changes in fair value of financial assets at fair value through profit or loss	(6,029)
Increase in deferred tax asset	(30)
Increase in management fees payable	5
Increase in receivables	(416)
Net cash flows from operating activities	720

The accompanying notes form part of and should be read in conjunction with these financial statements.

NZ MID CAP FUND

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2017

GENERAL INFORMATION

The NZ Mid Cap Fund (the 'Fund') is a for-profit fund registered in New Zealand and established under the Financial Markets Conduct Act 2013 ('FMC Act 2013'). It is offered under a registered managed investment scheme known as the Smartshares Exchange Traded Funds. Smartshares Limited, the Manager of the Fund is a FMC reporting entity for the purpose of the FMC Act 2013.

The Fund is governed by the Trust Deed dated 24 June 2014 as amended and restated on 9 September 2016 between the Manager and the Supervisor. The Fund was established on 9 September 2016, and commenced operation on 7 November 2016.

The Fund replicates the group investment fund which was known as the NZX Midcap Index Fund, which was resettled as the Fund on 7 November 2016.

The Fund's units are quoted on the NZX Main Board. The Fund is a passive investment fund that tracks the S&P/NZX Mid Cap Index (the 'Index'). As prescribed by the Trust Deed, the Fund invests in the securities included in the Index broadly in proportion to the weightings of the Index. Investments are valued at fair value according to last traded market prices on the NZX Main Board on 31 March 2017 (see Note 2).

STATEMENT OF ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these financial statements are set out below.

Reporting period

These are the Fund's first financial statements and are for the period 9 September 2016 to 31 March 2017.

Basis of preparation

The financial statements of the Fund have been prepared in accordance with the requirements of the FMC Act 2013, Financial Reporting Act 2013, New Zealand equivalents to International Financial Reporting Standards ('NZ IFRS') and International Financial Reporting Standards ('IFRS'). The financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through profit or loss. The functional currency of this entity is the same as the presentation currency of these financial statements being the New Zealand Dollar ('NZD'), rounded to the nearest thousand.

The preparation of financial statements in conformity with NZ IFRS requires the use of certain critical accounting estimates. It also requires the Smartshares Limited Board of Directors to exercise its judgement in the process of applying the Fund's Statement of Accounting Policies.

Financial assets at fair value through profit or loss

(a) Classification

The Fund classifies its investments in equity securities held at fair value as financial assets at fair value through profit or loss. These financial assets are designated by the Smartshares Board of Directors at inception as their performance is managed and evaluated on a fair value basis in accordance with a documented investment strategy.

(b) Recognition/derecognition

Purchases and sales of investments are recognised on the trade date - the date on which the Fund commits to purchase or sell the investment. Investments are derecognised when the rights to receive cash flows from the investments has expired or the Fund has transferred substantially all risks and rewards of ownership.

(c) Measurement

Financial assets at fair value through profit or loss are recognised at fair value. Gains and losses arising from changes in the fair value of the financial assets at fair value through profit or loss category are presented in the Statement of Comprehensive Income when they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the Statement of Comprehensive Income within dividend income when the Fund's right to receive payment is established.

(d) Fair value estimation

The fair value of the financial instruments is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the Fund is the last traded market price.

NZ MID CAP FUND

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2017

Receivables

Trade receivables and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'receivables'. Receivables are measured at amortised cost using the effective interest method less impairment.

Payables

Trade payables and other payables are recognised when the entity becomes obliged to make future payments resulting from the purchase of goods and services, and are measured at amortised cost.

Cash and cash equivalents

Cash and cash equivalents are considered to be cash at banks, net of bank overdrafts. Operating activities in the Statement of Cash Flows include all transactions or events that are not investing or financing activities. Investing activities are those activities that relate to the acquisition, holding and disposal of investments and securities not falling within the definition of cash. Financing activities are those activities that relate to cash contributions to and from, or distributions to the unitholders.

Units

The Fund issues units, which provide the holder with a beneficial interest in the Fund. The units can be put back to the Fund via a basket redemption, in accordance with the redemption rules as defined in the Trust Deed, for securities of the constituent companies in proportion to the Index and of a proportion of cash held in the Fund.

The units are issued and redeemed based on the Fund's net asset value per unit at the time of issue or redemption. The Fund's net asset value per unit is calculated by dividing the net assets attributable to the unitholders by the total number of outstanding units. In accordance with the provisions of the Trust Deed investment positions are valued based on the last traded market price for the purpose of determining the net asset value per unit for subscriptions and redemptions.

Dividend income

Dividend income is recognised when the right to receive payment is established.

Distributions to unitholders

Distributions are made up of income received from the investments and security lending income less expenses paid and allowances for future liabilities. Income from investments held are attributed to unitholders on the basis of the number of units held on the record date of the distribution. To the extent that imputation credits are available, distributions to unitholders will be fully imputed. The record date for the Fund is on the last business day of May and November in each year. Currently distributions to unitholders are made on a semi-annual basis directly from the fund within 20 business days of the record date.

Taxation

The Fund is domiciled in New Zealand and is registered as a Portfolio Investment Entity ('PIE').

The Fund is liable for tax at the prevailing company tax rate on taxable dividends from the investments in securities listed in Note 2 and securities lending income after the deduction of management fees. With this income, the Fund is able to utilise imputation credits to satisfy the tax liability. The Fund pays tax to the extent that the imputation credits do not cover the tax liability in full.

Deferred tax is recognised in respect of temporary differences at the Statement of Financial Position date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Current and deferred tax is measured using the tax rates enacted or substantively enacted at the reporting date. The temporary differences relate to accrued dividends and tax losses to be carried forward.

Goods and services tax (GST)

The Fund is not registered for GST and consequently all components of the financial statements are stated inclusive of GST where appropriate.

Securities lending

The Fund enters into securities lending transactions whereby it gives loans of securities recognised on the Statement of Financial Position, but retains either all or substantially all of the risks and rewards of the lent securities or a portion of them. As all or substantially all risks and rewards are retained, the lent securities are not derecognised.

NZ MID CAP FUND

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2017

Segment information

The Fund operates solely in the business of investment management, investing in New Zealand equities. For the period ended 31 March 2017, no individual equity investment contributed 10% or more of the Fund's dividend income.

Issued but not yet effective accounting standards

A number of accounting standards have been issued or revised that are not yet effective as at 31 March 2017, and have not been applied in preparing the financial statements. The Fund does not plan to adopt these standards early. The standards which are relevant to the Fund are as follows:

- NZ IFRS 9 Financial Instruments - Effective for annual reporting periods beginning on or after 1 January 2018; The impact of any changes has not yet been determined.
- NZ IFRS 15 Revenue from Contracts with Customers - Effective for annual reporting periods beginning on or after 1 January 2018. The impact of any changes has not yet been determined.

1. TAXATION

	31 March 2017 \$'000
Tax credit comprises:	
Current tax credit	-
Deferred tax movement	30
Total tax credit	30

The prima facie income tax expense on profit before tax from operations reconciles to the income tax expense in the financial statements as follows:

	31 March 2017 \$'000
Income tax expense	
Profit before tax	7,160
Income tax using the statutory income tax rate 28%	(2,005)
Net changes in fair value of financial assets	1,688
Non taxable income	139
Gross up of imputation credits	(81)
	(259)
Less imputation credits and other tax credits	289
Income tax credit as per Statement of Comprehensive Income	30

	31 March 2017 \$'000
Deferred tax	
Opening balance	-
Current period movement	30
Prior period adjustment	-
Closing balance	30

	31 March 2017 \$'000
Imputation credit account (ICA)	
Imputation credits available for use in subsequent periods	423

NZ MID CAP FUND

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2017

2. INVESTMENTS IN EQUITY SECURITIES HELD AT FAIR VALUE THROUGH PROFIT OR LOSS

	As at 31 March 2017	
	Number of Shares	Fair value
	'000	\$'000
Underlying Securities		
A2 Milk Company Limited	1,551	4,637
Air New Zealand Limited	1,128	2,775
Argosy Property Trust	1,755	1,702
Arvinda Group Limited	714	907
Chorus Limited	870	3,758
Comvita Limited	82	702
EBOS Group Limited	175	3,200
Fonterra Shareholders Fund	267	1,616
Freightways Limited	331	2,480
Genesis Energy Limited	1,026	2,134
Goodman Property Trust	2,162	2,605
Heartland New Zealand Limited	982	1,610
Incitec Pivot Limited	448	595
Infratil Limited	1,197	3,483
Kathmandu Holdings Limited	345	682
Kiwi Income Property Trust	2,777	3,957
Mainfreight Limited	181	4,084
Mercury NZ Limited	1,384	4,358
Metlifecare Limited	278	1,702
Metro Performance Glass Limited	396	515
New Zealand Refining Company Limited	381	906
NZX Limited	573	619
Port of Tauranga Limited	669	2,790
Precinct Properties New Zealand Limited	2,148	2,621
Property For Industry Limited	967	1,562
Restaurant Brands NZ Limited	244	1,331
Sanford Limited (NS)	126	927
Scales Corp Limited	254	881
Stride Property Limited	779	1,348
Summerset Group Holdings Limited	473	2,446
Tegel Group Holdings Limited	411	464
TrustPower Limited	154	708
Tourism Holdings Limited	255	955
Trade Me Group Limited	849	4,355
Vector Limited	534	1,710
Vista Group International Limited	175	1,047
Vital Healthcare Property Trust	694	1,426
Xero Limited	165	3,260
		<u>76,858</u>

All investments are designated at inception as being at fair value through profit or loss. The fair values of investments are calculated using the last traded market price on reporting date. The investments are registered in the name of JBWere (NZ) Nominees Limited, the custodian of the Fund.

NZ MID CAP FUND

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2017

3. FAIR VALUE OF FINANCIAL INSTRUMENTS

Financial instruments measured at fair value can be categorised across the following 3 levels based on the degree to which their fair value is 'observable':

Level 1 - Fair value measurements are derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - Fair value measurements are derived from inputs other than quoted prices included within level 1 that are observable either directly or indirectly;

Level 3 - Fair value measurements are derived from valuation methods that include inputs that are not based on observable market data.

All financial instruments of the Fund measured at fair value are categorised as level 1 in the hierarchy. There were no transfers between levels in the year ended 31 March 2017.

4. EARNINGS PER UNIT

The basic earnings/(losses) per unit (EPU) is calculated by dividing the net profit/(loss) attributable to the unitholders by the weighted average number of units on issue during the period.

The Fund's diluted EPU is the same as the basic EPU since the Fund has not issued any instrument with dilutive potential.

	31 March 2017
Profit after tax (\$'000)	7,190
Weighted average number of units ('000)	18,470
Basic and diluted earnings per unit (cents per unit)	38.93

5. DISTRIBUTION PAYABLE TO UNITHOLDERS

	31 March 2017 \$'000
Opening distribution payable	-
Distributions accrued to unitholders	841
Distributed to unitholders	(841)
Closing distribution payable	-

Distributions declared and paid

	Year ended	Distribution per unit (cents per unit)	31 March 2017 \$'000
November 2016 (paid December 2016)	31/03/2017	4.62	841
			841

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NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2017

6. UNITHOLDERS' FUNDS

The Fund was established on 9 September 2016 by way of the Manager depositing \$100 with the Supervisor.

On 7 November 2016 the Fund received assets and liabilities as a result of the resettlement of the NZX Mid Cap Index Fund. A total of 18,350,000 units in the Fund were issued for a total value of \$69,843,000, represented by:

	\$'000
Investments in equity securities held at fair value through profit or loss	68,646
Cash and cash equivalents	1,196
Receivables	19
Payables	(18)
	<u>69,843</u>

As at 31 March 2017 there were 18,650,000 units on issue.

All issued units are fully paid and redeemable, and are quoted on the NZX Main Board. The Fund's net asset attributable to unitholders are represented by these units. The relevant movements are shown in the Statement of Changes in Unitholders' Funds.

The number of units allotted during the period ended 31 March 2017 was 18,750,000 for total value of \$71,417,000.

The number of units redeemed during the period ended 31 March 2017 was 100,000 for total value of \$389,000.

	31 March 2017 '000
Movement in the number of units	
Balance at the beginning of the period	-
Subscriptions received during the period	18,750
Redemptions made during the period	(100)
Units on issue at the end of the period	<u>18,650</u>

The net asset value of each unit per the financial statements is \$4.14890. Any difference between the net asset value announced to the market for 31 March 2017 and the net asset value per the financial statements is due to different unit pricing methodology.

7. RELATED PARTY TRANSACTIONS

Related party holdings

Key management personnel are the Directors of the Manager. There were no transactions with key management personnel during the period.

The Fund is managed by Smartshares Limited, which is a wholly owned subsidiary of NZX Limited, a company listed on the NZX Main Board. The Fund holds shares in NZX Limited (refer to note 2) as NZX Limited shares constitute part of the Index that the Fund tracks.

SuperLife Invest managed investment scheme ("SLI"), a scheme managed by Smartshares Limited, also a wholly owned subsidiary of NZX Limited, is an investor in the Fund.

As at 31 March 2017 the SLI scheme held 2,067,765 units valued at \$8,560,000 in the Fund.

Distributions

The Fund paid distributions of \$95,000 to SLI for the period ended 31 March 2017. The balance remaining as payable at the end of the period was \$nil.

Management fees

The Manager receives management fees from the Fund. Under the Trust Deed the Manager pays the supervisor, custodian, registrar and auditor on behalf of the Fund and receives direct purchase application fees and interest earned on cash at banks.

NZ MID CAP FUND

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2017

7. RELATED PARTY TRANSACTIONS (Continued)

For the period ended 31 March 2017, total direct purchase application fees amounted to \$4,000 and the total interest earned on cash at banks amounted to \$7,000.

Total gross management fees excluding rebates for the period ended 31 March 2017 amounted to \$220,000 with \$5,000 of outstanding accrued management fees due to the Manager at the end of the period.

Other related party transactions

As at 31 March 2017 the Fund had a payable to the Manager of \$1,000.

The audit fee paid by the Manager for the audit of the Fund for the period ended 31 March 2017 was \$5,000.

The Fund has entered into a securities lending agreement with New Zealand Clearing Limited ('NZCL'), a wholly owned subsidiary of NZX Limited. Securities lent are backed against the collateral of the borrower. As at 31 March 2017 the value of securities the Fund had on loan to NZCL was \$2,318,000.

Total security lending fees for the period ended 31 March 2017 amounted to \$5,000, with the accrued fees due to the Fund of \$1,000. The fees earned by the fund above represent fifty percent of the total fee earned from the securities lending agreement the Fund has with NZCL. The other fifty percent is income of the Manager for administering the securities lending agreement.

8. FINANCIAL RISK MANAGEMENT

Strategy in using financial instruments

The Fund utilises a number of financial instruments in the course of its normal investing activities. Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset and financial liability are disclosed in accordance to the Statement of Accounting Policies.

The financial instruments not accounted for at fair value through profit and loss are short-term financial assets and financial liabilities whose carrying amounts approximate fair value.

Financial instruments by category

	As at 31 March 2017 \$'000
<u>Loans and receivables</u>	
Cash and cash equivalents	2,225
Receivables	435
<u>Financial assets at fair value through profit and loss</u>	
Investments in equity securities held at fair value through profit or loss	76,858
<u>Other financial liabilities</u>	
Management fees payable	(5)
Other current liabilities	(1)
Funds held for unit purchases	(1,352)

The Fund's activities expose it to a variety of financial risks: market price risk, credit risk, liquidity risk and securities lending risk. The risk management policies used by the Fund are detailed below:

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NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2017

8. FINANCIAL RISK MANAGEMENT (Continued)

8a. Market price risk

The Fund's equity securities are exposed to market price risk arising from uncertainties about future prices of the financial instruments.

Because the Fund tracks a New Zealand equity index and is fully invested in the index's underlying New Zealand equity securities, the value of the Fund will move up and down with the New Zealand market.

A 10% increase/decrease of equity prices as at 31 March 2017 would have increased/decreased net profit and unitholder funds by \$7,686,000.

8b. Credit risk

The Fund is exposed to the potential risk of financial loss resulting from the failure of counterparties to honour fully the terms and conditions of a contract with the Fund. Financial instruments that subject the Fund to credit risk consisted primarily of cash and receivables.

The maximum credit risk of financial instruments is considered to be their carrying value. The risk of non-recovery of monetary assets is considered very low due to the quality of counterparties dealt with.

The Fund does not require collateral or other security to support financial instruments with credit risk. Maximum exposures to credit risk at the reporting date are:

	31 March 2017
	\$'000
Cash and cash equivalents	2,225

Cash and cash equivalents

The Fund's cash and cash equivalents balances are held with ANZ Bank New Zealand Limited ('ANZ') and Bank of New Zealand Limited ('BNZ').

The table below discloses the Standard & Poor's credit rating for the Fund's cash and cash equivalents balance with each bank at reporting date.

	31 March 2017	
	Balance	Credit rating
	\$'000	
ANZ	1,495	AA-
BNZ	<u>730</u>	AA-
	<u><u>2,225</u></u>	

8c. Liquidity risk

Liquidity risk is the risk that the Fund would encounter difficulty in meeting obligations associated with the financial liabilities that are settled by delivering cash or another financial asset.

The Fund's investments in listed securities are considered readily realisable, as they are quoted on the NZX Main Board. In addition, liquidity risk associated with redemptions is managed by meeting redemptions in the form of baskets rather than cash. The Fund meets its redemption obligations by returning the proportionate number of underlying securities in return for the units. Liquidity risk for the Fund is therefore low.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2017

8. FINANCIAL RISK MANAGEMENT (Continued)

8d. Securities lending risk

A number of possible risks arise from the securities lending program implemented for the Fund. These include, but are not limited to, the risk that a borrower of securities will fail to deliver equivalent securities on termination of a loan or would encounter financial difficulties (resulting in delays in or failure to redeliver securities to the Fund), the risk of failure of the central counterparty settlement system, the risk that the contract relating to the lending will for whatever reason not be legally enforceable or documented correctly (resulting, for example, in an inability to enforce an obligation to re-transfer securities) and the risk that the operational procedures adopted in respect of the Fund will result in errors, fraud or misconduct that will cause a loss to the Fund.

In order to limit the Fund's exposure to risk that may arise as a result of securities lending, the Fund has a limitation of 50% of the value of its securities it may lend at any point in time. Individual or multiple securities can be lent at any given time, for a minimum of one day. Fees are charged accordingly.

At 31 March 2017, the single borrower of the Fund's securities is New Zealand Clearing Limited ('NZCL'), a wholly owned subsidiary of NZX Limited. Securities lent are backed by collateral of the borrower.

On 31 March 2017 the amount of securities the Fund had on loan to NZCL was \$2,318,000.

9. COMMITMENTS AND CONTINGENCIES

The Fund had no commitments or contingencies as at 31 March 2017.

10. EVENTS AFTER THE REPORTING PERIOD

Since 31 March 2017, there have been no matters or circumstances not otherwise dealt with in the financial statements that have significantly affected or may significantly affect the Fund.



Independent Auditor's Report

To the unitholders of NZ Mid Cap Fund

Report on the financial statements

Opinion

In our opinion, the accompanying financial statements of NZ Mid Cap Fund (the fund) on pages 3 to 15:

- i. present fairly in all material respects the fund's financial position as at 31 March 2017 and its financial performance and cash flows for the year ended on that date; and
- ii. comply with New Zealand Equivalents to International Financial Reporting Standards and International Financial Reporting Standards.

We have audited the accompanying financial statements which comprise:

- the statement of financial position as at 31 March 2017;
- the statement of comprehensive income, statement of changes in unitholders' funds and statement of cash flows for the year then ended; and
- notes, including a summary of significant accounting policies and other explanatory information.



Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (New Zealand) ("ISAs (NZ)"). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

We are independent of the fund in accordance with Professional and Ethical Standard 1 (Revised) Code of Ethics for Assurance Practitioners issued by the New Zealand Auditing and Assurance Standards Board and the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Our responsibilities under ISAs (NZ) are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report.

Our firm has also provided other assurance services to the fund in relation to reporting to the supervisor. Subject to certain restrictions, employees of our firm may also deal with the fund on normal terms within the ordinary course of trading activities of the business of the fund. These matters have not impaired our independence as auditor of the fund. The firm has no other relationship with, or interest in, the fund.



Materiality

The scope of our audit was influenced by our application of materiality. Materiality helped us to determine the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and on the financial statements as a whole. The materiality for the financial statements as a whole was set at \$795,000 determined with reference to a benchmark of the fund's total assets. We chose the benchmark because, in our view, this is a key measure of the fund's performance.



Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements in the current period. We summarise below those matters and our key audit procedures to address those matters in order that the members as a body may better understand the process by which we arrived at our audit opinion. Our procedures were undertaken in the context of and solely for the purpose of our statutory audit opinion on the financial statements as a whole and we do not express discrete opinions on separate elements of the financial statements.

The key audit matter	How the matter was addressed in our audit
Carrying amount of investments	
<p>Refer to Note 2 to the Financial Statements.</p> <p>The fund's portfolio of investments makes up 96.6% of total assets. We do not consider these investments to be at high risk of significant misstatement, or be subject to a significant level of judgement, because they comprise liquid, listed investments. However, due to their materiality in the context of the financial statements as a whole, they are considered to be the area which had the greatest effect on our overall audit strategy and allocation of resources in planning and completing our audit.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> — documenting and understanding the processes in place to record investment transactions and to value the portfolio. This included evaluating the control environment in place at the administration manager by obtaining and reading a report issued by an independent auditor on the design and operation of those controls — agreeing the 31 March 2017 valuation of listed equity investments to externally quoted prices — agreeing investment holdings to confirmations received from the administration manager <p>We did not identify any material differences in relation to the carrying amount of investments.</p>



Other Information

The Manager, on behalf of the fund, is responsible for the other information included in the entity's Annual Report. Other information may include the Chairman's report, fund highlights, disclosures relating to corporate governance and statutory information. Our opinion on the financial statements does not cover any other information and we do not express any form of assurance conclusion thereon.

The Annual Report is expected to be made available to us after the date of this Independent Auditor's Report. Our responsibility is to read the Annual Report when it becomes available and consider whether the other information it contains is materially inconsistent with the financial statements, or our knowledge obtained in the audit, or otherwise appear misstated. If so, we are required to report such matters to the Manager.



Use of this Independent Auditor's Report

This report is made solely to the members as a body. Our audit work has been undertaken so that we might state to the members those matters we are required to state to them in the Independent Auditor's Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to



anyone other than the members as a body for our audit work, this report, or any of the opinions we have formed.



Responsibilities of the Manager for the financial statements

The Manager, on behalf of the fund, are responsible for:

- the preparation and fair presentation of the financial statements in accordance with generally accepted accounting practice in New Zealand (being New Zealand Equivalents to International Financial Reporting Standards) and International Financial Reporting Standards;
- implementing necessary internal control to enable the preparation of a set of financial statements that is fairly presented and free from material misstatement, whether due to fraud or error; and
- assessing the ability to continue as a going concern. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate or to cease operations, or have no realistic alternative but to do so.



Auditor's Responsibilities for the Audit of the financial statements

Our objective is:

- to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error; and
- to issue an Independent Auditor's Report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs NZ will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of these financial statements is located at the External Reporting Board (XRB) website at:

https://www.xrb.govt.nz/Site/Auditing_Assurance_Standards/Current_Standards/Page2.aspx

This description forms part of our Independent Auditor's Report.

A handwritten signature in black ink that reads 'KPMG' in a stylized, cursive-like font.

Brent Manning

For and on behalf of

KPMG
Wellington

25 May 2017