

Aoris International Fund

ARSN 624 762 563

Annual report

For the year ended June 30, 2024

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Contents	Page
Directors' report	2
Auditor's Independence Declaration	5
Statement of comprehensive income	6
Statement of financial position	7
Statement of changes in equity	8
Statement of cash flows	9
Notes to the financial statements	10
Directors' declaration	27
Independent auditor's report to the unitholders of Aoris International Fund	28

These financial statements cover Aoris International Fund as an individual entity.

The Responsible Entity of Aoris International Fund is The Trust Company (RE Services) Limited (ABN 45 003 278 831) (AFSL 235150).
The Responsible Entity's registered office is Level 18 Angel Place, 123 Pitt Street, Sydney NSW 2000.

Directors' report

The Trust Company (RE Services) Limited (ABN 45 003 278 831) (AFSL 235150) is the responsible entity (the "Responsible Entity") of Aoris International Fund (the "Fund"). The directors of the Responsible Entity (the "Directors") present their report together with the financial statements of the Fund for the year ended June 30, 2024.

Principal Activities

The Fund is a registered managed investment scheme domiciled in Australia. The Fund was registered with Australian Securities and Investments Commission ("ASIC") on March 15, 2018.

The Fund invests in a concentrated portfolio of generally 10-15 stocks drawn from international equity markets outside Australia and FX forwards.

The Fund was constituted on March 2, 2018 and commenced operations on March 26, 2018.

The Fund did not have any employees during the year.

There were no significant changes in the nature of the Fund's activities during the year.

Directors

The Directors of The Trust Company (RE Services) Limited during the year and up to the date of this report are shown below. The Directors were in office for this entire year except where stated otherwise:

Name

Glenn Foster

Vicki Riggio

Alexis Dodwell Appointed as Director on November 1, 2023

Phillip Blackmore Alternate Director for Vicki Riggio

Christopher Green Resigned as Director on November 1, 2023

Review and results of operations

During the year, the Fund invested in accordance with the investment objective and guidelines as set out in the governing documents of the Fund and in accordance with the provision of the Fund's Constitution.

Results

The performance of the Fund, as represented by the results of its operations, was as follows:

	Year ended	
	June 30, 2024	June 30, 2023
Operating profit/(loss) before financing costs (\$'000)	114,366	111,488
Distributions - Class A		
Distributions paid and payable (\$'000)	14,688	403
Distributions (cents per unit)	18.6893	0.8824
Distributions - Class B		
Distributions paid and payable (\$'000)	39,783	429
Distributions (cents per unit)	21.7196	0.3340
Distributions - Class F		
Distributions paid and payable (\$'000)*	-	-
Distributions (cents per unit)*	-	-
Distributions - Class C		
Distributions paid and payable (\$'000)	-	-
Distributions (cents per unit)	-	-
Distributions - Class D		
Distributions paid and payable (\$'000)	-	-
Distributions (cents per unit)	-	-
Distributions - Class G		
Distributions paid and payable (\$'000)	-	-
Distributions (cents per unit)	-	-

* During the year ended 30 June 2024, a total distribution of \$46.50 and cent per unit 0.013574 was declared for Class F unitholders.

Directors' report (continued)

Significant changes in state of affairs

Class F (unhedged) & Class G (currency hedged) were launched in May 2024. Compared to Classes A & C these classes have high minimum investment amounts. Neither is available as an Active ETF on the ASX.

On May 8, 2024, Perpetual Limited announced it had entered into a Scheme Implementation Deed with an affiliate of Kohlberg Kravis Roberts & Co. L.P. (together with its affiliates, "KKR") who will acquire 100% of the businesses and entities comprising Wealth Management and Corporate Trust from Perpetual Shareholders via a Scheme of Arrangement, for total cash consideration of A\$2.175 billion ("Scheme"). If the Scheme is implemented, the The Trust Company (RE Services) Limited entity will be acquired by KKR.

The Scheme is subject to satisfaction of a number of conditions precedent set out in the Scheme Implementation Deed as well as approvals including court, regulatory and the requisite shareholder approval with implementation expected to occur in late February or early March 2025.

On November 1, 2023, Alexis Dodwell was appointed as Director of the Responsible Entity and Christopher Green resigned as Director of the Responsible Entity.

In the opinion of the Directors, there were no other significant changes in the state of affairs of the Fund that occurred during the year.

Matters subsequent to the end of the financial year

No matter or circumstance has arisen since June 30, 2024 that has significantly affected, or may significantly affect:

- (i) the operations of the Fund in future financial years, or
- (ii) the results of those operations in future financial years, or
- (iii) the state of affairs of the Fund in future financial years.

Likely developments and expected results of operations

The Fund will continue to be managed in accordance with the investment objectives and guidelines as set out in the governing documents of the Fund and in accordance with the provisions of the Fund's Constitution.

The results of the Fund's operations will be affected by a number of factors, including the performance of investment markets in which the Fund invests. Investment performance is not guaranteed and future returns may differ from past returns. As investment conditions change over time, past returns should not be used to predict future returns.

Indemnification and insurance of officers and auditors

No insurance premiums are paid for out of the assets of the Fund in regard to the insurance cover provided to either the officers of the Responsible Entity or the auditors of the Fund. So long as the officers of the Responsible Entity act in accordance with the Fund's Constitution and the *Corporations Act 2001*, the officers remain indemnified out of the assets of the Fund against losses incurred while acting on behalf of the Fund.

The auditors of the Fund are in no way indemnified out of the assets of the Fund.

Fees paid to and interests held in the Fund by the Responsible Entity or its associates

Fees paid to the Responsible Entity and its associates out of Fund's property during the year are disclosed in Note 15 of the financial statements.

No fees were paid out of the Fund's property to the Directors of the Responsible Entity during the year.

The number of units in the Fund held by the Responsible Entity or its associates as at the end of the financial year are disclosed in Note 15 of the financial statements.

Units in the Fund

The movement in units on issue in the Fund during the year is disclosed in Note 10 of the financial statements.

The value of the Fund's assets and liabilities is disclosed in the Statement of financial position and derived using the basis set out in Note 2 of the financial statements.

Environmental regulation

The operations of the Fund are not subject to any particular or significant environmental regulations under Commonwealth, State or Territory law.

Rounding of amounts to the nearest thousand dollars

The Fund is an entity of a kind referred to in *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191* issued by the Australian Securities and Investments Commission ("ASIC") relating to the "rounding off" of amounts in the Directors' report. Amounts in the Directors' report have been rounded to the nearest thousand dollars in accordance with that *ASIC Corporations Instrument*, unless otherwise indicated.

Directors' report (continued)

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 page 5.

This report is made in accordance with a resolution of the Directors of The Trust Company (RE Services) Limited.



Director
The Trust Company (RE Services) Limited

Sydney
September 20, 2024



**Building a better
working world**

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Auditor's independence declaration to the directors of The Trust Company (RE Services) Limited as the Responsible Entity of Aoris International Fund

As lead auditor for the audit of the financial report of Aoris International Fund for the financial year ended 30 June 2024, I declare to the best of my knowledge and belief, there have been:

- a. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit;
- b. No contraventions of any applicable code of professional conduct in relation to the audit; and
- c. No non-audit services provided that contravene any applicable code of professional conduct in relation to the audit.

Ernst & Young

Ernst & Young

A handwritten signature in black ink, appearing to read 'Jim Chuang', with a stylized flourish at the end.

Jim Chuang

Partner

20 September 2024

Aoris International Fund
Statement of comprehensive income
For the year ended June 30, 2024

Statement of comprehensive income

		Year ended	
		June 30,	June 30,
		2024	2023
	Notes	\$'000	\$'000
Investment income			
Dividend income		10,494	4,983
Net gains/(losses) on financial instruments at fair value through profit or loss	6	115,922	114,396
Net foreign currency gains/(losses)		(73)	18
Other investment income		76	84
Total investment income/(loss)		126,419	119,481
Expenses			
Management fees	15	8,564	4,976
Performance fees	15	2,220	2,310
Currency hedging fees		109	53
Other operating expenses		1,160	654
Total operating expenses		12,053	7,993
Operating profit/(loss) before finance costs		114,366	111,488
Finance costs attributable to unitholders			
Distributions to unitholders		(54,471)	(832)
(Increase)/decrease in net assets attributable to unitholders	10	(59,895)	(110,656)
Profit/(loss) for the year		-	-
Other comprehensive income		-	-
Total comprehensive income/(loss) for the year		-	-

The above Statement of comprehensive income should be read in conjunction with the accompanying notes.

Aoris International Fund
Statement of financial position
As at June 30, 2024

Statement of financial position

		As at	
		June 30,	June 30,
		2024	2023
	Notes	\$'000	\$'000
Assets			
Cash and cash equivalents	12	6,617	2,605
Dividends receivable		1,301	620
GST receivable		278	255
Financial assets at fair value through profit or loss	7	931,153	518,183
Total assets		939,349	521,663
Liabilities			
Management fees payable	15	934	999
Performance fees payable	15	-	392
Currency hedging fees payable		12	12
Distributions payable		54,471	832
Due to brokers - payable for securities purchased		2,919	-
Financial liabilities at fair value through profit or loss	8	402	1,324
Total liabilities (excluding net assets attributable to unitholders)		58,738	3,559
Net assets attributable to unitholders – liability	10	880,611	518,104

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

Statement of changes in equity

	Year ended	
	June 30, 2024 \$'000	June 30, 2023 \$'000
Total equity at the beginning of the financial year	-	-
Comprehensive income/(loss) for the year		
Profit/(loss) for the year	-	-
Other comprehensive income/(loss)	-	-
Total comprehensive income/(loss) for the year	-	-
Transactions with owners in their capacity as owners	-	-
Total equity at the end of the financial year*	-	-

*Under Australian Accounting Standards, net assets attributable to unitholders are classified as a liability rather than equity. As a result there was no equity at the start or end of the financial year.

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

Aoris International Fund
Statement of cash flows
For the year ended June 30, 2024

Statement of cash flows

		Year ended	
		June 30,	June 30,
		2024	2023
	Notes	\$'000	\$'000
Cash flows from operating activities			
Proceeds from sale of financial instruments at fair value through profit or loss		363,221	106,428
Payments for purchase of financial instruments at fair value through profit or loss		(658,272)	(208,822)
Dividends received		8,655	4,059
Other investment income received		76	84
Net foreign currency gains/(losses)		(73)	28
Management fees paid		(8,629)	(4,281)
Performance fees paid		(2,612)	(1,918)
Currency hedging fees paid		(109)	(44)
Other operating expenses paid		(25)	(159)
Net cash inflow/(outflow) from operating activities	13(a)	(297,768)	(104,625)
Cash flows from financing activities			
Proceeds from applications by unitholders		389,082	162,437
Payments for redemptions by unitholders		(86,609)	(59,740)
Distributions paid		(693)	-
Net cash inflow/(outflow) from financing activities		301,780	102,697
Net increase/(decrease) in cash and cash equivalents		4,012	(1,928)
Cash and cash equivalents at the beginning of the year		2,605	4,543
Effects of foreign currency exchange rate changes on cash and cash equivalents		-	(10)
Cash and cash equivalents at the end of the year	12	6,617	2,605
Non-cash financing activities	13(b)	139	-

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

Notes to the financial statements

Contents	Page
1 General Information	11
2 Summary of material accounting policies	11-15
3 Financial risk management	15-18
4 Offsetting financial assets and financial liabilities	18-19
5 Fair value measurement	19-20
6 Net gains/(losses) on financial instruments at fair value through profit or loss	20
7 Financial assets at fair value through profit or loss	21
8 Financial liabilities at fair value through profit or loss	21
9 Derivative financial instruments	21-22
10 Net assets attributable to unitholders	22-23
11 Distributions to unitholders	23
12 Cash and cash equivalents	24
13 Reconciliation of profit/(loss) to net cash inflow/(outflow) from operating activities	24
14 Remuneration of auditors	24
15 Related party transactions	25-26
16 Significant events during the year	26
17 Events occurring after year end	26
18 Contingent assets and liabilities and commitments	26

1 General information

These financial statements cover Aoris International Fund (the "Fund") as an individual entity. The Fund was constituted on March 2, 2018 and commenced operations on March 26, 2018. The Fund will terminate on March 14, 2118 unless terminated earlier in accordance with the provisions of the Fund's Constitution.

The Trust Company (RE Services) Limited (ABN 45 003 278 831) (AFSL 235150) is the responsible entity of the Fund (the "Responsible Entity"). The Responsible Entity's registered office is Level 18 Angel Place, 123 Pitt Street, Sydney, NSW 2000.

The Responsible Entity is incorporated and domiciled in Australia.

The investment manager of the Fund is Aoris Investment Management (the "Investment Manager").

The Fund invests in a concentrated portfolio of generally 10-15 stocks drawn from international equity markets outside Australia and FX forwards for hedged classes. Class B & Class D of the Fund are exchange traded under the AQUA rules and admitted to trading status on ASX with official quotation of its securities commencing on April 28, 2023. The ASX ticker for Class B is BAOR and for Class D is DAOR. Class F (unhedged) & Class G (currency hedged) were launched in May 2024. Compared to Classes A & C these classes have high minimum investment amounts. Neither is available as an Active ETF on the ASX.

The financial statements of the Fund are for the year ended June 30, 2024. The financial statements are presented in the Australian dollars, which is the functional currency of the Fund.

The financial statements were authorised for issue by the directors of the Responsible Entity (the "Directors of the Responsible Entity") on September 20, 2024. The Directors of the Responsible Entity have the power to amend and reissue the financial statements.

2 Summary of material accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated in the following text.

(a) Basis of preparation

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* in Australia. The Fund is a for-profit entity for the purpose of preparing the financial statements.

The financial statements are prepared on the basis of fair value measurement of assets and liabilities, except where otherwise stated.

The Statement of financial position is presented on a liquidity basis. Assets and liabilities are presented in decreasing order of liquidity and are not distinguished between current and non-current. All balances are expected to be recovered or settled within twelve months, except for investments in financial assets and financial liabilities at fair value through profit and loss and net assets attributable to unitholders.

The Fund manages financial assets at fair value through profit or loss based on the economic circumstances at any given point in time, as well as to meet any liquidity requirements. As such, it is expected that a portion of the portfolio will be realised within twelve months, however, an estimate of that amount cannot be determined as at year end.

In the case of net assets attributable to unitholders, the units are redeemable on demand at the unitholder's option. However, unitholders typically retain units for the medium to long-term. As such, the amount expected to be settled within twelve months cannot be reliably determined.

(i) Compliance with International Financial Reporting Standards (IFRS)

The financial statements of the Fund also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

(ii) New and amended standards adopted by the Fund

The Fund has applied the following standards and amendments for the first time for its annual reporting period commencing 1 July 2023:

- *AASB 2021-2 Amendments to Australian Accounting Standards – Disclosure of Accounting Policies Definition of Accounting Estimates [AASB 7, AASB 101, AASB 108, AASB 134 & AASB Practice Statement 2].*

The amendment listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

(iii) New standards, amendments and interpretations effective after July 1, 2024 and have not been early adopted

A number of new standards, amendments to standards and interpretations are effective for the annual periods beginning after July 1, 2024, and have not been early adopted in preparing these financial statements. These amendments are being assessed for any material impact on the Fund in the current or future reporting periods and on foreseeable future transactions.

(b) Financial instruments

(i) Classification

- Financial assets:

The Fund classifies its investments based on its business model for managing those financial assets and the contractual cash flow characteristics of the financial assets. The Fund's portfolio of financial assets is managed and performance is evaluated on a fair value basis in accordance with the Fund's documented investment strategy. The Fund's policy is for the Responsible Entity to evaluate the information about these financial assets on a fair value basis together with other related financial information.

2 Summary of material accounting policies (continued)

(b) Financial instruments (continued)

(i) Classification (continued)

For equity securities and derivatives, the contractual cash flows of these instruments do not represent solely payments of principal and interest. Consequently, these investments are measured at fair value through profit or loss.

The financial assets at amortised cost are subject to the expected credit loss ("ECL") impairment model under AASB 9.

- Financial liabilities:

Derivative contracts that have a negative fair value are presented as liabilities at fair value through profit or loss.

For financial liabilities that are not classified and measured at fair value through profit or loss, these are classified as financial liabilities at amortised cost (management fees payable, performance fees payable, currency hedging fees payable, due to brokers and distributions payable).

(ii) Recognition and derecognition

The Fund recognises financial assets and financial liabilities on the date it becomes party to the contractual agreement (trade date) and recognises changes in fair value of the financial assets or financial liabilities from this date.

Investments are derecognised when the right to receive cash flows from the investments have expired or the Fund has transferred substantially all risks and rewards of ownership.

The Fund derecognises a financial liability when the obligation under the liability is discharged, cancelled, expired or when there is substantial modification.

(iii) Measurement

At initial recognition, the Fund measures financial assets and financial liabilities at fair value. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in the Statement of comprehensive income.

Subsequent to initial recognition, all financial assets and financial liabilities at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value of the financial assets or financial liabilities at fair value through profit or loss category are presented in the Statement of comprehensive income within 'net gains/(losses) on financial instruments at fair value through profit or loss' in the year in which they arise.

Further details on how the fair value of financial instruments are determined are disclosed in Note 5.

(iv) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the Statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

At the end of the reporting year, there are no financial assets or liabilities offset or which could be offset in the Statement of financial position.

(v) Impairment

At each reporting date, the Fund shall measure the loss allowance on financial assets at amortised cost (cash, due from broker and receivables) at an amount equal to the lifetime ECL if the credit risk has increased significantly since initial recognition. If, at the reporting date, the credit risk has not increased significantly since initial recognition, the Fund shall measure the loss allowance at an amount equal to 12-month ECL. Significant financial difficulties of the counterparty, probability that the counterparty will enter bankruptcy or financial reorganisation, and default in payments are all considered indicators that the asset is credit impaired. If the credit risk increases to the point that it is considered to be credit impaired, interest income will be calculated based on the net carrying amount adjusted for the loss allowance. A significant increase in credit risk is defined by management as any contractual payment which is more than 30 days past due. Any contractual payment which is more than 90 days past due is considered credit impaired.

(c) Net assets attributable to unitholders

Units are redeemable at the unitholders' option, however, applications and redemptions may be suspended by the Responsible Entity if it is in the best interests of the unitholders.

The units can be put back to the Fund at any time for cash based on the redemption price.

The units are carried at the redemption amount that is payable at balance sheet date if the holder exercises the right to put the units back to the Fund. This amount represents the expected cash flows on redemption of these units.

2 Summary of material accounting policies (continued)

(c) Net assets attributable to unitholders (continued)

Units are classified as equity when they satisfy the following criteria under *AASB 132 Financial instruments: Presentation*:

- the puttable financial instrument entitles the holder to a pro-rata share of net assets in the event of the Fund's liquidation;
- the puttable financial instrument is in the class of instruments that is subordinate to all other classes of instruments and class features are identical;
- the puttable financial instrument does not include any contractual obligations to deliver cash or another financial asset, or to exchange financial instruments with another entity under potentially unfavourable conditions to the Fund, and it is not a contract settled in the Fund's own equity instruments; and
- the total expected cash flows attributable to the puttable financial instrument over the life are based substantially on the profit or loss.

The Fund classifies the net assets attributable to unit holders as liabilities as they do not satisfy all the above criteria.

(d) Cash and cash equivalents

Cash comprises deposits held at custodian bank. Cash equivalents are short-term, highly liquid investments with an original maturity of three months or less that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

Payments and receipts relating to the purchase and sale of investment securities are classified as cash flows from operating activities, as movements in the fair value of these securities represent the Fund's main income generating activity.

(e) Investment income

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 payments is established.

Dividend income is recognised on the ex-dividend date with any related foreign withholding tax recorded as an expense. The Fund currently incurs withholding tax imposed by certain countries on investment income. Such income is recorded gross of withholding tax in the Statement of comprehensive income.

Other changes in fair value for such instruments are recorded in accordance with the policies described in Note 2(b) to the financial statements. Other income is recognized on an accruals basis.

(f) Expenses

All expenses, including management fees, performance fees and currency hedging fees are recognised in the Statement of comprehensive income on an accrual basis.

(g) Income tax

Under current legislation, the Fund is not subject to income tax as unitholders are presently entitled to the income of the Fund.

(h) Distributions

Distributions are payable as set out in the Fund's offering document. Such distributions are determined by the Responsible Entity of the Fund. Distributable income includes capital gains arising from the disposal of financial instruments. Unrealised gains and losses on financial instruments that are recognised as income are transferred to net assets attributable to unitholders and are not assessable and distributable until realised. Capital losses are not distributed to unitholders but are retained to be offset against any realised capital gains.

Financial instruments at fair value may include unrealised capital gains. Should such a gain be realised, that portion of the gain that is subject to capital gains tax will be distributed so that the Fund is not subject to capital gains tax.

Realised capital losses are not distributed to unitholders but are retained in the Fund to be offset against any realised capital gains. If realised capital gains exceed realised capital losses, the excess is distributed to unitholders.

The benefits of imputation credits and foreign tax paid are passed on to unitholders.

(i) Increase/decrease in net assets attributable to unitholders

Income not distributed is included in net assets attributable to unitholders. As the Fund's units are classified as financial liabilities, movements in net assets attributable to unitholders are recognised in the Statement of comprehensive income as finance costs.

(j) Foreign currency translation

(i) Functional and presentation currency

Items included in the Fund's financial statements are measured using the currency of the primary economic environment in which it operates (the "functional currency"). This is the Australian dollar, which reflects the currency of the economy in which the Fund competes for funds and is regulated. The Australian dollar is also the Fund's presentation currency.

2 Summary of material accounting policies (continued)

(j) Foreign currency translation (continued)

(ii) Transactions and balances

Assets and liabilities in foreign currencies are translated into the functional currency at the prevailing exchange rate at the valuation date. Transactions denominated in foreign currencies are translated into the functional currency at the prevailing exchange rate on the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translations at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of comprehensive income. The Fund's income earned and expense incurred on foreign denominated balances are translated into the functional currency at the prevailing exchange rate on the date of such activity.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when fair value was determined. Translation differences on assets and liabilities carried at fair value are reported in the Statement of comprehensive income on a net basis within net gains/(losses) on financial instruments at fair value through profit or loss.

(k) Due from/to brokers

Amounts due from/to brokers represent receivables for securities sold and payables for securities purchased that have been contracted for but not yet delivered by the end of the year. The due from brokers balance is held for collection and consequently measured at amortised cost.

(l) Receivables

Receivables may include amounts for dividends. Dividends are accrued when the right to receive payment is established. Amounts are generally received within 30 days of being recorded as receivables.

Receivables also include such items as Reduced Input Tax Credit ("RITC") and application monies receivable from unitholders.

Receivables are recognised at amortised cost using the effective interest method, less any allowance for ECL.

The amount of the impairment loss, if any, is recognised in the Statement of comprehensive income within other expenses. When a trade receivable for which an impairment allowance had been recognised becomes uncollectible in a subsequent period, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against other expenses in the Statement of comprehensive income.

(m) Payables

Payables include liabilities and accrued expenses owed by the Fund which are unpaid as at the end of the reporting year. Payables may include amounts for redemptions of units in the Fund where settlement has not yet occurred. These amounts are unsecured and are usually paid within 30 days of recognition.

The distribution amount payable to unitholders as at the end of each reporting year is recognised separately in the Statement of financial position.

(n) Applications and redemptions

Applications received for units in the Fund are recorded net of any entry fees payable prior to the issue of units in the Fund. Redemptions from the Fund are recorded gross of any exit fees payable after the cancellation of units redeemed.

(o) Goods and services tax (GST)

The GST incurred on the costs of various services provided to the Fund by third parties such as audit fees, custodian services and Responsible Entity fees have been passed onto the Fund. The Fund qualifies for RITC at a rate of 55% or 75%, hence Responsible Entity fees, performance fees, currency hedging fees and other operating expenses have been recognised in the Statement of comprehensive income net of the amount of GST recoverable from the Australian Taxation Office ("ATO"). Accounts payable are inclusive of GST. The net amount of GST recoverable from the ATO is included in receivables in the Statement of financial position. Cash flows relating to GST are included in the Statement of cash flows on a gross basis.

(p) Use of estimates

The Fund makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

For the majority of the Fund's financial instruments, quoted market prices are readily available.

For certain other balances reported on Statement of financial position, including amounts due from/to brokers, receivables and payables, the carrying amounts approximate fair value due to the immediate or short-term nature of these financial instruments.

For more information on how fair value is calculated, please refer to Note 5 to the financial statements.

2 Summary of material accounting policies (continued)

(q) Rounding of amounts

The Fund is an entity of a kind referred to in *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191* issued by the Australian Securities and Investments Commission (ASIC) relating to the "rounding off" of amounts in the financial statements. Amounts in the financial statements have been rounded to the nearest thousand dollars in accordance with the *ASIC Corporations Instrument*, unless otherwise indicated.

3 Financial risk management

(a) Overview

The Fund's activities expose it to a variety of financial risks. The management of these risks is undertaken by the Fund's Investment Manager who has been appointed by the Responsible Entity under an Investment Management Agreement to manage the Fund's assets in accordance with the Investment Objective and Strategy.

The Responsible Entity has in place a framework which includes:

- The Investment Manager providing the Responsible Entity with regular reports on their compliance with the Investment Management Agreement;
- Completion of regular reviews on the Service Provider which may include a review of the investment managers risk management framework to manage the financial risks of the Fund; and
- Regular reporting on the liquidity of the Fund in accordance with the Fund's Liquidity Risk Management Statement.

The Fund's Investment Manager has in place a framework to identify and manage the financial risks in accordance with the investment objective and strategy. This includes an investment due diligence process and on-going monitoring of the investments in the Fund. Specific controls the Investment Manager applies to manage the financial risks are detailed under each risk specified below.

(b) Market risk

Market risk is the risk that changes in market risk factors, such as equity prices, foreign exchange rates, interest rates and other market prices will affect the Fund's income or the carrying value of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

(i) Price risk

Market price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual instrument or factors affecting all instruments in the market.

The Fund is exposed, particularly through its equity portfolio, to concentration and market risks influencing investment valuations. These include economic factors, changes in a company's internal operations or management, and also relate to changes in taxation policy, monetary policy, interest rates and statutory requirements.

All securities investments present a risk of loss of capital. The Fund's market price risk is managed through (i) deliberate securities selection, and (ii) diversification of the investment portfolio.

The Fund uses derivatives (including but not limited to forward foreign currency exchange contracts) in order to implement the investment strategy of the Fund and to manage the risk associated with the fair value of certain investments. The notional or contractual amount of derivatives provides only a measure of the involvement in these types of transactions and does not represent the amounts subject to market price risk. The Fund manages market price risk by establishing limits as to the types and degrees of risk that may be undertaken. Additionally, the Fund monitors the fluctuation in its value and compares these fluctuations to its risk objective.

As at year end, the overall market exposures were as follows:

	Fair value \$'000	% of net asset attributable to unitholders
As at June 30, 2024		
Financial assets		
Listed equities	927,259	105.30%
Forward foreign currency exchange contracts	3,894	0.44%
Total financial assets	931,153	105.74%
Financial liabilities		
Forward foreign currency exchange contracts	402	0.05%
Total financial liabilities	402	0.05%

As at June 30, 2023

Financial assets		
Listed equities	518,170	100.01%
Forward foreign currency exchange contracts	13	0.00%
Total financial assets	518,183	100.01%
Financial liabilities		
Forward foreign currency exchange contracts	1,324	0.26%
Total financial liabilities	1,324	0.26%

The table in Note 3(c) summarises the impact of an increase/decrease of underlying investment prices on the Fund's operating profit and net assets attributable to unitholders. The analysis is based on the assumption that the underlying investment prices changed by +/- 10% (2023: +/- 10%) from the year end prices with all other variables held constant.

3 Financial risk management (continued)

(b) Market risk (continued)

(i) Price risk (continued)

The Fund has investments in derivative financial instruments that were susceptible to the universal risks of securities markets and associated uncertainties of future prices and rates. The derivative positions primarily held by the Fund resulted in exposure to interest rates, foreign exchange rates, commodities and equity prices.

Economic risks taken by the Fund are monitored and managed by two independent groups within the Investment Manager: the portfolio management team and the risk management team. The Fund has explicit risk limits for each asset class which take into account correlations within and across asset classes to estimate the risk of the whole portfolio. The Fund also explicitly caps the risk the portfolio will take as a whole by actively targeting the volatility of the Fund at predefined levels. Further, the Fund risk weights the asset classes to avoid concentrated bets by asset or asset class. The Fund's bottom up risk management approach involves diversification across trading models and markets, exercising stringent risk control regarding the size of positions and applying stop loss and stop gain limits to all positions.

(ii) Interest rate risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates.

Interest rate risk management is undertaken by maintaining as close to a fully invested position as possible thus limiting the exposure of the Fund to interest rate risk.

(iii) Currency risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates.

The Fund has assets and liabilities denominated in currencies other than Australian dollars, the Fund's functional and presentation currency. The Fund is therefore exposed to currency risk, as the value of the assets and liabilities denominated in other currencies will fluctuate due to changes in exchange rates. The Investment Manager may enter into forward foreign currency exchange contracts from time to time to hedge against the fluctuation in exchange rates.

The table below summarises the Fund's net exposure to different major currencies, including the notional value of forward foreign currency exchange contracts:

	June 30, 2024 \$'000	June 30, 2023 \$'000
United States Dollar	553,103	357,844
Euro Currency	35,175	62,112
British Pound	297,688	97,529
Swedish Krona	47,574	-

The table below summarises the impact on net assets attributable to unitholders and profit/(loss) for the year as a result of increases/decreases of key exchange rates on the exposures tabled above, to which the Fund is exposed. The analysis is based on the assumption that the exchange rates had increased/decreased by the respective percentage with all other variables held constant.

	June 30, 2024		June 30, 2023
	Change % +/-	Impact \$'000 +/-	Change % +/-
United States Dollar	10%	55,310/(55,310)	10%
Euro Currency	10%	3,518/(3,518)	10%
British Pound	10%	29,769/(29,769)	10%
Swedish Krona	10%	4,757/(4,757)	-
			Impact \$'000 +/-
			35,784/(35,784)
			6,211/(6,211)
			9,753/(9,753)
			-

This represents the Investment Manager's best estimate of a reasonably possible shift in the foreign exchange rates, having regard to historical volatility of those rates. This increase or decrease in the net assets attributable to unitholders arises mainly from a change in the fair value of financial assets and liabilities at fair value through profit or loss that are denominated in other currencies. Refer to Note 8 for further information.

The table in Note 3(c) below summarises the sensitivities of the Fund's assets and liabilities to foreign exchange risk. The analysis is based on the reasonable possible shift that the Australian dollar weakened and strengthened by +/- 10% (2023: +/- 10%) against the material foreign currencies to which the Fund is exposed.

3 Financial risk management (continued)

(c) Summarised sensitivity analysis

The following table summarises the sensitivity of the Fund's operating profit and net assets attributable to unitholders to market risks. The reasonably possible movements in the risk variables have been determined based on management's best estimate, having regard to a number of factors, including historical levels of changes in foreign exchange rates, interest rates and the historical correlation of the Fund's investments with the relevant benchmark and market volatility. However, actual movements in the risk variables may be greater or less than anticipated due to a number of factors, including unusually large market movements resulting from changes in the performance of and/or correlation between the performances of the economies, markets and securities in which the Fund invests. As a result, historic variations in risk variables should not be used to predict future variances in the risk variables.

	Impact on operating profit/(loss)/ net assets attributable to unitholders			
	Price risk		Currency risk	
	+10% \$'000	-10% \$'000	+10% \$'000	-10% \$'000
As at June 30, 2024	93,075	(93,075)	93,354	(93,354)
As at June 30, 2023	51,686	(51,686)	51,748	(51,748)

(d) Credit risk

Credit risk is the risk that an issuer or counterparty will be unable or unwilling to pay amounts in full when due.

The maximum exposure to credit risk at the end of the reporting year is the carrying amount of the financial assets.

(i) Bank deposits, assets held with the custodian and derivative financial instruments

The Fund's financial assets which are potentially subject to concentrations of credit risk consist principally of bank deposits, assets held with the custodian, derivative financial instruments and the related collateral pledged or received from counterparties.

The table below summarises these assets at June 30, 2024 and June 30, 2023:

	\$'000	Credit rating	Source of credit rating
As at June 30, 2024			
Banks, Brokers and Custodian			
JP Morgan	933,876	A1	Moody's
As at June 30, 2023			
Banks, Brokers and Custodian			
JP Morgan	520,775	A1	Moody's

The custody balance with JP Morgan Chase Bank N.A (Sydney Branch) includes cash and cash equivalents totalling \$6,617,000 (2023: \$2,605,000) and equity investments totalling \$927,259,000 (2023: \$518,170,000). The custody balance with Tactical Global Management Limited includes derivatives totalling \$3,894,000 (2023: \$13,000).

There is risk that derivative counterparties may not perform in accordance with the contractual provisions. The counterparties to the Fund's derivative investments may include affiliates of the Fund's clearing brokers and other major financial institutions. The Fund's exposure to credit risk associated with a counterparty with which it trades OTC derivatives is limited to the balance of the collateral pledged to that counterparty, plus the net unrealised gains on the OTC derivative contracts with such counterparty. In the case of exchange-traded and centrally cleared derivatives, the central clearing house acts as the counterparty to each transaction, and therefore the credit risk associated with the derivative contract and any related collateral amounts pledged is limited to the failure of the clearing house.

The Fund minimises counterparty credit risk through credit limits and approvals, credit monitoring procedures, executing master netting arrangements and managing margin and collateral requirements, as appropriate.

The Fund may record counterparty credit risk valuation adjustments, if material, on certain derivative assets in order to appropriately reflect the credit quality of the counterparty. These adjustments are recorded on the market quotes received from counterparties or other market participants since these quotes may not fully reflect the credit risk of the counterparties to the derivative instruments. The Fund has not recorded any counterparty credit risk valuation adjustments for year ended June 30, 2024.

The Fund also limits its exposure to credit risk by transacting the majority of its securities and contractual commitment activities with broker-dealers, banks and regulated exchanges with high credit ratings and that the Investment Manager considers to be well established.

In the normal course of business, the Fund may enter into agreements with certain counterparties for OTC derivative transactions. A number of the Fund's derivative agreements contain provisions that require the Fund to maintain a predetermined level of capital, and/or provide limits regarding the decline of the Fund's capital over specified time periods. If the Fund were to violate such provisions, the counterparties to the derivative instruments could request immediate payment or demand immediate collateralisation on derivative instruments in net liability positions. If such events are not cured by the Fund or waived by the counterparties, they may decide to curtail or limit extension of credit, and the Fund may be forced to unwind its derivative positions which may result in material losses.

3 Financial risk management (continued)

(e) Liquidity risk

Liquidity risk is the risk that the Fund may not be able to generate sufficient cash resources to settle its obligations in full as they fall due and can only do so on terms that are materially disadvantageous.

The Fund is exposed to daily cash redemptions of units in the Fund. The Fund invests the majority of its assets in investments that are traded in an active market and can be readily disposed of.

The table below analyses the Fund's non-derivative financial liabilities and net settled derivative financial liabilities into relevant maturity groupings based on the remaining period to contractual maturity, as of the reporting year end. The amounts in the table are the contractual undiscounted cash flows. Balances that are due within 12 months equal their carrying balances as the impact of discounting is not significant.

	Less than 1 month \$'000	1-6 months \$'000	6-12 months \$'000	Over 12 months \$'000	No stated maturity \$'000
As at June 30, 2024					
Management fees payable	934	-	-	-	-
Currency hedging fees payable	12	-	-	-	-
Distributions payable	54,471	-	-	-	-
Due to brokers - payable for securities purchased	-	2,919	-	-	-
Financial liabilities at fair value through profit or loss	-	402	-	-	-
Net assets attributable to unitholders – liability	880,611	-	-	-	-
Total financial liabilities	936,028	3,321	-	-	-

As at June 30, 2023

Management fees payable	999	-	-	-	-
Performance fees payable	392	-	-	-	-
Currency hedging fees payable	12	-	-	-	-
Distributions payable	832	-	-	-	-
Financial liabilities at fair value through profit or loss	-	1,324	-	-	-
Net assets attributable to unitholders – liability	518,104	-	-	-	-
Total financial liabilities	520,339	1,324	-	-	-

4 Offsetting financial assets and financial liabilities

Financial assets and liabilities are offset and the net amount reported in the Statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The gross and net positions of financial assets and liabilities that have been offset in the Statement of financial position are disclosed in the first three columns of the tables below.

	Effects of offsetting on the Statement of financial position			Related amounts not offset		
	Gross amounts of financial instruments	Gross amounts set off in the Statement of financial position	Net amount of financial instruments presented in the Statement of financial position	Amounts subject to master netting arrangement	Collateral received/pledged	Net amount
As at June 30, 2024						
Financial assets						
Forward foreign currency exchange contracts	3,894	-	3,894	(3,894)	-	-
Total	3,894	-	3,894	(3,894)	-	-
Financial liabilities						
Forward foreign currency exchange contracts	402	-	402	(3,894)	-	(3,492)
Total	402	-	402	(3,894)	-	(3,492)

4 Offsetting financial assets and financial liabilities (continued)

	Effects of offsetting on the Statement of financial position			Related amounts not offset		
	Gross amounts of financial instruments	Gross amounts set off in the Statement of financial position	Net amount of financial instruments presented in the Statement of financial position	Amounts subject to master netting arrangement	Collateral received/pledged	Net amount
As at June 30, 2023						
Financial assets						
Forward foreign currency exchange contracts	13	-	13	(13)	-	-
Total	13	-	13	(13)	-	-
Financial liabilities						
Forward foreign currency exchange contracts	1,324	-	1,324	(13)	-	1,311
Total	1,324	-	1,324	(13)	-	1,311

a. Master netting arrangement – not currently enforceable

Agreements with derivative counterparties are based on the International Swaps and Derivatives Association (ISDA) Master Agreement. Under the terms of these arrangements, only when certain credit events occur (such as default), the net position owing/receivable to a single counterparty in the same currency will be taken as owing and all the relevant arrangements terminated. The Fund does not have a Master netting arrangement in place, as such the Fund does not presently have a legally enforceable right of set-off. The amounts disclosed in the above table have not been offset in the Statement of financial position, but have been presented separately in the above table.

5 Fair value measurement

The Fund measures and recognises the financial assets and liabilities at fair value on a recurring basis.

- Financial assets and liabilities at fair value through profit or loss (FVTPL) (see Note 7 and Note 8)
- Derivative financial instruments (see Note 9)

The Fund has no assets or liabilities measured at fair value on a non-recurring basis in the current reporting year.

AASB 13 *Fair Value Measurement* requires disclosure of fair value measurements by level of the following fair value hierarchy:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
 - inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly (level 2); and
 - inputs for the asset or liability that are not based on observable market data (unobservable inputs) (level 3).
- (i) *Fair value in an active market (level 1)*

The fair value of financial assets and liabilities traded in active markets is based on their quoted market prices at the end of the reporting year without any deduction for estimated future selling costs.

The Fund values its investments and derivatives in accordance with the accounting policies set out in Note 2 to the financial statements. For the majority of investments, information provided by independent pricing services is relied upon for valuation of investments.

The quoted market price used to fair value financial assets and financial liabilities held by the Fund is the last-traded prices.

A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

An active market is a market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

(ii) Valuation techniques used to derive level 2

The fair value of financial assets and liabilities that are not exchange-traded in an active market is determined using valuation techniques. These include the use of recent arm's length market transactions, reference to the current fair value of a substantially similar other instrument, discounted cash flow techniques, option pricing models or any other valuation technique that provides a reliable estimate of prices obtained in actual market transactions. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This may be the case for certain unlisted shares, certain corporate debt securities and managed funds with suspended applications and withdrawals.

The fair value of derivatives that are not exchange traded is estimated at the amount that the Fund would receive or pay to terminate the contract at the end of the reporting period taking into account current market conditions (volatility and appropriate yield curve) and the current creditworthiness of the counterparties. The fair value of a forward contract is determined as a net present value of estimated future cash flows, discounted at appropriate market rates as at the valuation date.

5 Fair value measurement (continued)

(ii) Valuation techniques used to derive level 2 (continued)

Some of the inputs to these models may not be market observable and are therefore estimated based on assumptions.

The output of a model is always an estimate or approximation of a value that cannot be determined with certainty, and valuation techniques employed may not fully reflect all factors relevant to the positions the Fund holds. Valuations are therefore adjusted, where appropriate, to allow for additional factors including liquidity risk and counterparty risk.

The carrying value less impairment provision of other receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Fund for similar financial instruments.

The determination of what constitutes 'observable' requires significant judgment by the Investment Manager. The Investment Manager considers observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary and provided by independent sources that are actively involved in the relevant market.

Recognised fair value measurements

The following table presents the Fund's financial assets and liabilities measured and recognised at fair value as at June 30, 2024 and June 30, 2023.

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
As at June 30, 2024				
Financial assets at fair value through profit or loss				
Listed equities	927,259	-	-	927,259
Forward foreign currency exchange contracts	-	3,894	-	3,894
Total	927,259	3,894	-	931,153
Financial liabilities at fair value through profit or loss				
Forward foreign currency exchange contracts	-	402	-	402
Total	-	402	-	402
As at June 30, 2023				
Financial assets at fair value through profit or loss				
Listed equities	518,170	-	-	518,170
Forward foreign currency exchange contracts	-	13	-	13
Total	518,170	13	-	518,183
Financial liabilities at fair value through profit or loss				
Forward foreign currency exchange contracts	-	1,324	-	1,324
Total	-	1,324	-	1,324

(i) Transfers between levels

The Fund's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting year.

There were no transfers between the levels in the fair value hierarchy for the year ended June 30, 2024.

(ii) Fair value measurements using significant unobservable inputs (level 3)

The Fund did not hold any financial instruments with fair value measurements using significant unobservable inputs during the year ended June 30, 2024.

(iii) Valuation processes

Portfolio reviews are undertaken regularly by management to identify securities that potentially may not be actively traded or have stale security pricing. This process identifies securities which possibly could be regarded as being level 3 securities.

Further analysis, should it be required, is undertaken to determine the accounting significance of the identification. For certain security types, in selecting the most appropriate valuation model, management performs back testing and considers actual market transactions. Changes in allocation to or from level 3 are analysed at the end of each reporting period.

(iv) Fair values of other financial instruments

The Fund did not hold any financial instruments which were not measured at fair value in the Statement of financial position. Due to their short-term nature, the carrying amounts of receivables and payables are assumed to approximate fair value.

6 Net gains/(losses) on financial instruments at fair value through profit or loss

	Year ended	
	June 30, 2024 \$'000	June 30, 2023 \$'000
Financial assets		
Net realised gains/(losses) on financial assets at fair value through profit or loss	89,470	10,612
Net unrealised gains/(losses) on financial assets at fair value through profit or loss	26,452	103,784
Total net gains/(losses) on financial instruments at fair value through profit or loss	115,922	114,396

7 Financial assets at fair value through profit or loss

	As at	
	June 30, 2024 \$'000	June 30, 2023 \$'000
Financial assets at fair value through profit or loss		
Listed equities	927,259	518,170
Forward foreign currency exchange contracts	3,894	13
Total financial assets at fair value through profit or loss	931,153	518,183

An overview of the risk exposure relating to financial assets at fair value through profit or loss is included in Note 3.

8 Financial liabilities at fair value through profit or loss

	As at	
	June 30, 2024 \$'000	June 30, 2023 \$'000
Financial liabilities at fair value through profit or loss		
Forward foreign currency exchange contracts	402	1,324
Total financial liabilities at fair value through profit or loss	402	1,324

An overview of the risk exposure relating to financial liabilities at fair value through profit or loss is included in Note 3.

9 Derivative financial instruments

In the normal course of business the Fund enters into transactions in various derivative financial instruments which have certain risks. A derivative is a financial instrument or other contract which is settled at a future date and whose value changes in response to the change in a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index or other variable.

Derivative financial instruments require no initial net investment or an initial net investment that is smaller than would be required for other types of contracts that would be expected to have a similar response to changes in market factors.

Derivative transactions include a wide assortment of instruments, such as futures, forwards and swaps. Derivatives are considered to be part of the investment process and the use of derivatives is an essential part of the Fund's portfolio management. Derivatives are not managed in isolation. Consequently, the use of derivatives is multifaceted and includes:

- hedging to protect an asset or liability of the Fund against a fluctuation in market values or to reduce volatility;
- a substitution for trading of physical securities; and
- adjusting asset exposures within the parameters set in the investment strategy, and adjusting the duration of fixed interest portfolios or the weighted average maturity of cash portfolios.

Certain derivative transactions provide the economic effect of financial leverage by creating additional investment exposure, as well as the potential for greater loss. The Investment Manager targets a level of volatility and sets leverage accordingly.

The Fund holds the following derivative instruments:

Forward foreign currency exchange contracts

Forward foreign currency exchange contracts are primarily used by the Fund to hedge against foreign currency exchange rate risks on its non-Australian dollar denominated trading securities. The Fund agrees to receive or deliver a fixed quantity of foreign currency for an agreed upon price on an agreed future date. Forward foreign currency exchange contracts are valued at the prevailing bid price at the reporting date. The Fund recognises a gain or loss equal to the change in fair value at the reporting date.

The Fund's derivative financial instruments at the year-end are detailed below:

As at June 30, 2024	Contractual/ Notional \$'000	Fair values	
		Assets \$'000	Liabilities \$'000
Forward foreign currency exchange contracts	335,171	3,894	(402)
Total	335,171	3,894	(402)
As at June 30, 2023			
	Contractual/ Notional \$'000	Assets \$'000	Liabilities \$'000
Forward foreign currency exchange contracts	150,454	13	(1,324)
Total	150,454	13	(1,324)

As at the reporting date, the Fund hedged \$335,170,748 (2023: \$150,453,820) comprising of buy \$21,251,468 (2023: \$Nil) and sale \$313,919,280 (2023: \$150,453,820) of its foreign currency exposure.

9 Derivative financial instruments (continued)

Risk exposures and fair value measurement

Information about the Fund's exposure to credit risk, foreign exchange, interest rate risk and about the methods and assumptions used in determining fair values is provided in Note 3 to the financial statements. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of derivative financial assets disclosed above.

10 Net assets attributable to unitholders

Under AASB 132 *Financial instruments: Presentation*, puttable financial instruments meet the definition of a financial liability to be classified as equity where certain strict criteria are met. The Fund has elected into the Attribution Managed Investment Trust ("AMIT") tax regime as specified in the Fund's constitution. The Fund shall classify a financial instrument as an equity instrument from the date when the instrument has all the features and meets the conditions.

The Fund issues six separate classes, Classes A, B & F which are unhedged, and Classes C, D & E which are hedged for foreign currency movements. Classes B & D are differentiated by having performance fees, Classes F & G by having high minimum investment amounts. Each unit within the same class has the same rights as all other units within that class. Each unit class has a different management fee rate and performance fee rate.

Movements in the number of units and net assets attributable to unitholders during the year were as follows:

	Year ended			
	June 30, 2024		June 30, 2023	
	No. '000	\$'000	No. '000	\$'000
Class A				
Opening balance	45,641	96,945	40,621	64,679
Applications	38,393	94,260	9,286	17,099
Redemptions	(5,500)	(12,604)	(4,266)	(7,935)
Units issued upon reinvestment of distributions	55	118	-	-
Increase/(decrease) in net assets attributable to unitholders	-	4,084	-	23,102
Closing balance	78,589	182,803	45,641	96,945
Class B				
Opening balance	128,443	264,845	110,547	171,180
Applications	75,282	168,658	51,905	72,263
Redemptions	(20,569)	(45,266)	(34,009)	(41,460)
Units issued upon reinvestment of distributions	10	21	-	-
Increase/(decrease) in net assets attributable to unitholders	-	18,262	-	62,862
Closing balance	183,166	406,520	128,443	264,845
Class F				
Opening balance	-	-	-	-
Applications	344	882	-	-
Redemptions	(1)	(4)	-	-
Increase/(decrease) in net assets attributable to unitholders	-	(15)	-	-
Closing balance	343	863	-	-
Class C				
Opening balance	41,195	63,058	21,108	25,645
Applications	23,597	39,121	22,809	31,806
Redemptions	(8,808)	(15,256)	(2,722)	(3,883)
Increase/(decrease) in net assets attributable to unitholders	-	13,707	-	9,490
Closing balance	55,984	100,630	41,195	63,058
Class D				
Opening balance	62,814	93,256	36,755	43,370
Applications	54,526	86,160	41,332	41,108
Redemptions	(8,412)	(13,479)	(15,273)	(6,424)
Increase/(decrease) in net assets attributable to unitholders	-	23,857	-	15,202
Closing balance	108,928	189,794	62,814	93,256
Class G				
Opening balance	-	-	-	-
Applications*	-	1	-	-
Redemptions	-	-	-	-
Units issued upon reinvestment of distributions	-	-	-	-
Increase/(decrease) in net assets attributable to unitholders#	-	-	-	-
Closing balance	-	1	-	-
Closing balance		880,611		518,104

*Applications in Class G totalling 288 units valued at \$500 were transacted during the year ended 30 June 2024.

#The increase in net assets attributable to unitholders for Class G for the year ended 30 June 2024 was \$10.83

10 Net assets attributable to unitholders (continued)

As stipulated within the Fund's Constitution, each unit represents a right to an individual share in the Fund and does not extend to a right to the underlying assets of the Fund. There are 6 separate classes of units and each unit has different rights attaching to it as all other units of the Fund.

The Fund issues six separate classes, Classes A, B & F which are unhedged, and Classes C, D & E which are hedged for foreign currency movements. Classes B & D are differentiated by having performance fees, Classes F & G by having high minimum investment amounts. Each unit within the same class has the same rights as all other units within that class. Each unit class has a different management fee rate and performance fee rate.

Units are redeemed on demand at the unit holder's option. However, holders of these instruments typically retain them for the medium to long term. As such, the amount expected to be settled within twelve months after the end of the reporting period cannot be reliably determined.

As the units on issue comprise multiple classes of units with non-identical features, the Fund's net assets attributable to unit holders cannot be classified as equity; and therefore, have classified as a liability in accordance with *AASB 132 Financial Instruments: Presentation*.

Capital risk management

The Fund classifies its net assets attributable to unitholders as capital, notwithstanding that net assets attributable to unitholders are classified as a liability. The amount of net assets attributable to unitholders can change significantly on a daily basis as the Fund is subject to daily applications and redemptions at the discretion of unitholders.

Daily applications and redemptions are reviewed relative to the liquidity of the Fund's underlying assets on a daily basis by the Responsible Entity. Under the terms of the Fund's Constitution, the Responsible Entity has the discretion to reject an application for units and to defer or adjust redemption of units if the exercise of such discretion is in the best interests of unitholders.

11 Distributions to unitholders

Distributions are payable at the end of each financial year. Such distributions are determined by reference to the net taxable income of the Fund.

The distributions for the year were as follows:

	Year ended			
	June 30, 2024		June 30, 2023	
	\$'000	CPU*	\$'000	CPU*
Distributions - Class A				
Distributions paid and payable	14,688	18.6893	403	0.8824
Total distributions	14,688	18.6893	403	0.8824
Distributions - Class B				
Distributions paid and payable	39,783	21.7196	429	0.3340
Total distributions	39,783	21.7196	429	0.3340
Distributions - Class F				
Distributions paid and payable**	-	-	-	-
Total distributions	-	-	-	-
Distributions - Class C				
Distributions paid and payable	-	-	-	-
Total distributions	-	-	-	-
Distributions - Class D				
Distributions paid and payable	-	-	-	-
Total distributions	-	-	-	-
Distributions - Class G				
Distributions paid and payable	-	-	-	-
Total distributions	-	-	-	-
Total distributions	54,471		832	

* Distribution is expressed as cents per unit amount in Australian Dollar.

** During the year ended 30 June 2024, a total distribution of \$46.50 and cent per unit 0.013574 was declared for Class F unitholders.

12 Cash and cash equivalents

	As at	
	June 30, 2024 \$'000	June 30, 2023 \$'000
Cash at bank	6,617	2,605
Total cash and cash equivalents	6,617	2,605

13 Reconciliation of profit/(loss) to net cash inflow/(outflow) from operating activities

	Year ended	
	June 30, 2024 \$'000	June 30, 2023 \$'000
(a) Reconciliation of profit/(loss) to net cash inflow/(outflow) from operating activities		
Operating profit/(loss) for the year	114,366	111,488
Proceeds from sale of financial instruments at fair value through profit or loss	363,221	106,428
Payments for purchase of financial instruments at fair value through profit or loss	(658,272)	(208,822)
Net (gains)/losses on financial instruments at fair value through profit or loss	(115,922)	(114,396)
Net change in receivables	(704)	(429)
Net change in payables	(457)	1,096
Effects of foreign currency exchange rate changes on cash and cash equivalents	-	10
Net cash inflow/(outflow) from operating activities	(297,768)	(104,625)

(b) Non-cash financing activities

During the year, the following distribution payments were satisfied by the issue of units under the distribution reinvestment plan

	139	-
Total non-cash financing activities	139	-

As described in Note 2(i), income not distributed is included in net assets attributable to unitholders. The change in this amount each year (as reported in (a) above) represents a non-cash financing cost as it is not settled in cash until such time as it becomes distributable.

14 Remuneration of auditors

During the year the following fees were paid or payable for services provided by the auditors of the Fund:

	Year ended	
	June 30, 2024 \$	June 30, 2023 \$
Ernst & Young (Australia)		
Audit and other assurance services		
Audit and review of financial statements	25,800	24,100
Total remuneration for audit and other assurance services	25,800	24,100
Total remuneration of Ernst & Young (Australia)	25,800	24,100
PricewaterhouseCoopers (Australia)		
Audit and other assurance services		
Audit of compliance plan	2,691	2,833
Total remuneration for audit and other assurance services	2,691	2,833
Total remuneration of PricewaterhouseCoopers (Australia)	2,691	2,833
Audit and other assurance services paid by Investment Manager		
Total remuneration of Ernst & Young audit firm	25,800	24,100
Total remuneration of PricewaterhouseCoopers audit firm	2,691	2,833

The auditors remuneration is borne by the Investment Manager. Fees are stated exclusive of GST.

15 Related party transactions

For the purpose of these financial statements, parties are considered to be related to the Fund if they have the ability, directly or indirectly, to control or exercise significant influence over the Fund in making financial and operating disclosures. Related parties may be individuals or other entities.

Responsible Entity and Investment Manager

The Responsible Entity of Aoris International Fund is The Trust Company (RE Services) Limited (ABN 45 003 278 831) (AFSL 235150). The Investment Manager of the Fund is Aoris Investment Management.

Key management personnel

(a) Directors

Key management personnel includes persons who were Directors of the Responsible Entity at any time during the financial year as follows:

Name

Glenn Foster

Vicki Riggio

Alexis Dodwell Appointed as Director on November 1, 2023

Phillip Blackmore Alternate Director for Vicki Riggio

Christopher Green Resigned as Director on November 1, 2023

(b) Other key management personnel

There were no other key management personnel responsible for planning, directing and controlling the activities of the Fund, directly or indirectly during the financial year.

Key management personnel unit holdings

During or since the end of the year, none of the Directors or Director related entities held units in the Fund, either directly, indirectly or beneficially.

Neither the Responsible Entity nor its affiliates held units in the Fund at the end of the year.

Key management personnel compensation

Key management personnel do not receive any remuneration directly from the Fund. They receive remuneration from a related entity of the Responsible Entity in their capacity as Directors or employees of the Responsible Entity. Consequently, the Fund does not pay any compensation to its key management personnel. Payments made from the Fund to the Responsible Entity do not include any amounts attributable to the compensation of key management personnel.

Key management personnel loan disclosures

The Fund has not made, guaranteed or secured, directly or indirectly, any loans to the key management personnel or their personally related entities at any time during the reporting year.

Other transactions within the Fund

Apart from those details disclosed in this note, no key management personnel have entered into a material contract with the Fund since the end of the previous financial year and there were no material contracts involving Directors' interests existing at year end.

Responsible Entity's/Investment Manager's fees and other transactions

Under the terms of the Fund's Constitution, the Responsible Entity is entitled to receive a fee per annum calculated as a percentage of the gross asset value of the Fund. The Investment Manager of the Fund is Aoris Investment Management Pty Ltd. The Investment Manager is entitled to receive a Responsible Entity fee at the rates stipulated in the Fund's governing documents. The Investment Manager is also entitled to a performance fee of 15% (inclusive of GST less RITC) of the investment return when the Fund outperforms the benchmark, and for classes C and D included in the Responsible Entity fee, currency hedging fees of 0.05% p.a. (inclusive of GST, net of RITC) of the value of the Fund's net assets to cover the cost of currency hedging.

In accordance with the Product Disclosure Statement, the Responsible Entity fee covers ordinary expenses, such as the responsible entity fees, administration and custody fees, audit fees and other ordinary expenses of operating the Fund.

15 Related party transactions (continued)

All related party transactions are conducted on normal commercial terms and conditions. The transactions during the year and amounts payable at year end between the Fund and the Investment Manager were as follows:

	Year ended	
	June 30,	June 30,
	2024	2023
	\$	\$
Management fees for the year paid and payable by the Fund to the Investment Manager	8,564,107	4,976,283
Performance fees for the year paid and payable by the Fund to the Investment Manager	2,219,608	2,310,163
Aggregate amounts payable to the Investment Manager at reporting date	934,467	1,391,294

There is no performance fee payable as at June 30, 2024.

Related party unitholdings

Parties related to the Fund (including The Trust Company (RE Services) Limited and Aoris Investment Management Pty Ltd, their related parties and other schemes managed by The Trust Company (RE Services) Limited and Aoris Investment Management Pty Ltd), hold units in the Fund as follows:

Unit holder	Number of units held opening	Number of units held closing	Fair value of investment \$	Interest held %	Number of units acquired	Number of units disposed	Distributions paid/payable by the Fund \$
As at June, 2024							
Arnold Family Super Fund	922,269	963,165	2,171,812	0.25%	40,896	-	160,319
As at June, 2023							
Arnold Family Super Fund	915,138	922,269	1,886,066	0.36%	7,131	-	6,864

Investments

The Fund did not hold any investments in The Trust Company (RE Services) Limited or of its affiliates or funds managed by Aoris Investment Management during the year.

16 Significant events during the year

Class F (unhedged) & Class G (currency hedged) were launched in May 2024. Compared to Classes A & C these classes have high minimum investment amounts. Neither is available as an Active ETF on the ASX.

On May 8, 2024, Perpetual Limited announced it had entered into a Scheme Implementation Deed with an affiliate of Kohlberg Kravis Roberts & Co. L.P. (together with its affiliates, "KKR") who will acquire 100% of the businesses and entities comprising Wealth Management and Corporate Trust from Perpetual Shareholders via a Scheme of Arrangement, for total cash consideration of A\$2.175 billion ("Scheme"). If the Scheme is implemented, the The Trust Company (RE Services) Limited entity will be acquired by KKR.

The Scheme is subject to satisfaction of a number of conditions precedent set out in the Scheme Implementation Deed as well as approvals including court, regulatory and the requisite shareholder approval with implementation expected to occur in late February or early March 2025.

On November 1, 2023, Alexis Dodwell was appointed as Director of the Responsible Entity and Christopher Green resigned as Director of the Responsible Entity.

There were no other significant events during the year.

17 Events occurring after year end

The Directors are not aware of any events or circumstances since the end of the financial year not otherwise addressed within this report that has affected or may significantly affect the operations of the Fund, the results of those operations or the state of affairs of the Fund in subsequent years. The Fund continues to operate as a going concern.

18 Contingent assets and liabilities and commitments

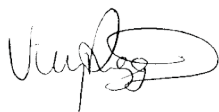
There are no outstanding contingent assets, liabilities or commitments as at June 30, 2024 and June 30, 2023.

Directors' declaration

In the opinion of the Directors of the Responsible Entity:

- (a) the financial statements and notes set out on pages 6 to 26 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Australian Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - (ii) giving a true and fair view of the Fund's financial position as at June 30, 2024 and of its performance, for the financial year ended on that date,
- (b) there are reasonable grounds to believe that the Fund will be able to pay its debts as and when they become due and payable; and
- (c) Note 2(a)(i) confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

This declaration is made in accordance with a resolution of the Directors of The Trust Company (RE Services) Limited.



Director
The Trust Company (RE Services) Limited

Sydney
September 20, 2024

Independent auditor's report to the unitholders of Aoris International Fund

Report on the audit of the financial report

Opinion

We have audited the financial report of Aoris International Fund (the "Fund"), which comprises the statement of financial position as at 30 June 2024, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, notes to the financial statements, including material accounting policy information, and the directors' declaration.

In our opinion, the accompanying financial report of the Fund is in accordance with the *Corporations Act 2001*, including:

- a. Giving a true and fair view of the Fund's financial position as at 30 June 2024 and of its financial performance for the year ended on that date; and
- b. Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial report* section of our report. We are independent of the Fund in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the financial report* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial report. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial report.

1. Investment Existence and Valuation

Why significant	How our audit addressed the key audit matter
<p>The Fund has a significant investment portfolio consisting primarily of listed equity securities and forward foreign currency exchange contracts. As at 30 June 2024, the value of these financial assets and liabilities was \$931,153,000 and \$402,000 respectively, which represented 99.13% and 0.68% of the total assets and liabilities of the Fund.</p> <p>Pricing, exchange rates and other market drivers can have a significant impact on the value of these financial assets and liabilities.</p> <p>Accordingly, existence and valuation of the investment portfolio was considered a key audit matter.</p>	<p>Our audit procedures included the following;</p> <ul style="list-style-type: none"> ▶ Obtained and assessed the assurance report on the controls of the Fund's administrator in relation to the fund administration services for the year ended 30 June 2024 and assessed the auditor's qualifications, competence, their objectivity and the results of their procedures. ▶ Agreed all investment holdings to third party confirmations at 30 June 2024. ▶ Assessed the fair value of all investments in the portfolio held at 30 June 2024. For listed equity securities, the values were verified against independently sourced market prices. For forward foreign currency contracts, the values were verified using independently sourced observable market inputs applied to appropriate valuation models. ▶ Assessed the adequacy of the disclosures included in Note 5 to the financial statements.

2. Management and Performance Fees

Why significant	How our audit addressed the key audit matter
<p>For the year ended 30 June 2024, the management and performance fees totalled \$8,564,000 and \$2,220,000 respectively, which represented 71.05% and 18.42% of the total operating expenses of the Fund.</p> <p>Management and performance fees paid to the investment manager, Aoris Investment Management, are the most significant operating expense for the Fund.</p> <p>Accordingly, these are considered a key audit matter.</p>	<p>Our audit procedures included the following;</p> <ul style="list-style-type: none"> ▶ Assessed the effectiveness of relevant controls of the Fund's administrator in relation to the calculation of management and performance fees. ▶ Assessed the performance fee calculation, including testing the inputs into the calculation model and assessed whether the calculation was in accordance with the Fund's product disclosure statement. ▶ Assessed whether the criteria for accrual of a performance fee liability was met at 30 June 2024. ▶ Assessed the adequacy of the disclosures included in Note 15 to the financial statements.

Information other than the financial report and auditor's report thereon

The directors of the Responsible Entity are responsible for the other information. The other information comprises the information included in the Fund's 2024 annual report, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors of the Responsible Entity for the financial report

The directors of the Responsible Entity 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 of the Responsible Entity 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 preparing the financial report, the directors of the Responsible Entity are responsible for assessing the Fund's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors of the Responsible Entity either intend to liquidate the Fund or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an 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 the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and 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 this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit 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 Fund's internal control.

- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Responsible Entity.
- ▶ Conclude on the appropriateness of the directors of the Responsible Entity of the Fund's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Fund to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors of the Responsible Entity regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors of the Responsible Entity with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated to the directors of the Responsible Entity, we determine those matters that were of most significance in the audit of the financial report of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Ernst & Young

Ernst & Young



Jim Chuang

Partner

Sydney

20 September 2024