MERCHANT HOUSE INTERNATIONAL LIMITED

ARBN 065 681 138

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Level 2, 55 Carrington Street
Nedlands WA 6009
Australia

Tel: (61 8) 9423 3200
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Postal Address:
PO Box 985
Nedlands WA 6909

25 July 2016

ASX Limited

Electronic lodgement

ASX Code: MHI

DISPATCH OF 2016 ANNUAL REPORT AND NOTICE OF AGM

Attached is a copy of the Merchant House International Limited 2016 Annual Report together with the Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form which have been dispatched to shareholders.

For and on behalf of the Board
MERCHANT HOUSE INTERNATIONAL LIMITED

David McArthur
Company Secretary

MERCHANT HOUSE INTERNATIONAL LIMITED

ARBN 065 681 138

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Merchant House International Limited will be held at Level 2, 55 Carrington Street, Nedlands, Perth, Western Australia on Thursday 25 August 2016 at 11.00 am (WST).

An Explanatory Memorandum containing information in relation to Resolutions 1 to 3 to be put to the meeting accompanies this Notice.

AGENDA

To consider and, if thought fit, to pass the following resolutions.

ORDINARY BUSINESS

2016 Accounts

To receive and consider the annual financial report, the Directors' report and the auditors' report for the financial year ended 31 March 2016 and the Directors' declaration on the accounts.

Non-binding Ordinary Resolution 1: Directors' Remuneration Report

To receive and consider the Directors' Remuneration Report for the year ended 31 March 2016 and, if thought fit, to pass, with or without amendment, the following resolution as a non-binding resolution:

"*That, pursuant to and in accordance with section 250R (2) of the Corporations Act, the Directors' Remuneration Report contained within the Directors' Report for the financial year ended 31 March 2016 be adopted*."

Note 1: the vote on this Resolution is advisory only and does not bind the Directors of the Company.

Note 2: If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must stand for re-election.

Voting Prohibition Statement:

A vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

(b) a Closely Related Party of such a member,

(collectively, a "**Prohibited Voter**").

However, a Prohibited Voter may cast a vote on this Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

(c) the Prohibited Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or

(d) the Prohibited Voter is the Chair and the appointment of the Chair as proxy:

(i) does not specify the way the proxy is to vote on this Resolution; and

(ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

Ordinary Resolution 2: Re-election of a Director

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, Mr Clifford Einstein, who retires by rotation in accordance with By-Law 90 of the Company's By-Laws, and being eligible, be re-elected as a Director."

Information about Mr Einstein is set out in the Company's 2016 Annual Report.

Ordinary Resolution 3: Re-election of a Director

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, Mr David Bell, who retires by rotation in accordance with By-Law 90 of the Company's By-Laws, and being eligible, be re-elected as a Director."

Information about Mr Bell is set out in the Company's 2016 Annual Report.

By order of the Board
D M McARTHUR
Company Secretary

Dated: 17 July 2016

ENTITLEMENT TO ATTEND AND VOTE

The Company may specify a time, not more than 48 hours before the Meeting, at which a "snap-shot" of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Annual General Meeting.

The Company's Directors have determined that all Shares of the Company that are quoted on ASX at 5:00pm 23 August 2016 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

PROXIES

Please note that:

(a) a member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

CORPORATE REPRESENTATIVE

A Shareholder that is a corporation may appoint an individual to act as its corporate representative to vote at the Meeting in accordance with section 250D of the Corporations Act. Any corporation wishing to appoint an individual to act as its representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or Share Registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. A 'Certificate of Appointment of Corporate Representative' is enclosed if required.

ENQUIRIES

Shareholders are invited to contact the Company Secretary, David McArthur on +61 8 9423 3200 if they have any queries in respect of the matters set out in this document.

MERCHANT HOUSE INTERNATIONAL LIMITED
ARBN 065 681 138

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting ("**Notice**") of the Company.

The Directors of the Company ("**Directors**") recommend shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice:

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Company's By-Laws, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 March 2016, together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on the Company's ASX platform (code "MHI").

There is no requirement for Shareholders to approve the Annual Financial Statements.

The Company's auditor will be present at the Annual General Meeting and Shareholders will have the opportunity to ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies, and the independence of the auditor.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

(a) the preparation and content of the auditor's report;

(b) the conduct of the audit;

(c) accounting policies adopted by the Company in relation to the preparation of the Annual Financial Statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the meeting date to the Company Secretary.

NON-BINDING ORDINARY RESOLUTION 1: Directors' Remuneration Report

General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 31 March 2016.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must stand for re-election.

The Company’s Remuneration Report did not receive a “no” vote of 25% or more at the Company’s previous annual general meeting.

Proxy restrictions
Shareholders appointing a proxy for Resolution 1 should note the following:

(a) ***If you appoint a member of the Key Management Personnel (other than the Chair) as your proxy***

If you elect to appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of that member, ***you <u>must</u> direct the proxy how they are to vote***. Undirected proxies granted to these persons will not be included in any vote on Resolution 1.

(b) ***If you appoint the Chair as your proxy***

If you elect to appoint the Chair as your proxy, you ***<u>do not</u>*** need to direct the Chair how you wish them to exercise your vote on Resolution 1, however if you do not direct the Chair how to vote, ***you <u>must</u> tick the acknowledgement on the Proxy Form to acknowledge that the Chair may exercise their discretion in exercising your proxy even though Resolution 1 is connected directly or indirectly with the remuneration of Key Management Personnel***.

(c) ***If you appoint any other person as your proxy***

You ***<u>do not</u>*** need to direct your proxy how to vote, and you ***<u>do not</u>*** need to tick any further acknowledgement on the Proxy Form.

ORDINARY RESOLUTIONS 2 AND 3 – Re-election of Directors

By-Law 90 of the Company’s By-Laws requires that one third of the directors (rounded up to the nearest whole number) shall retire by rotation each year, and shall seek re-election as a director if they choose to nominate. Mr Einstein and Mr Bell retire by rotation and both seek re-election.

GLOSSARY

$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by this Notice.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Closely Related Party of a member of the Key Management Personnel means:

(a) a spouse or child of the member;
(b) a child of the member's spouse;
(c) a dependent of the member or the member's spouse;
(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
(e) a company the member controls; or
(f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Merchant House International Limited (ARBN 065 681 138)

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of Annual General Meeting including the Explanatory Statement and the Proxy Form.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 31 March 2016.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

WST means Australian Western Standard Time (Perth, Western Australia).

Instructions for Completing 'Appointment of Proxy' Form

1. (**Changes to Proxy Voting**): Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Section 250R(5) of the Corporations Act came into effect on 28 June 2012 and will affect the Chair's votes on undirected proxies. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:

   (a) if proxy holders vote, they must cast all directed proxies as directed;

   (b) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed; and

   (c) the Chair is able to vote undirected proxies in the non-binding vote on the Remuneration Report where the Shareholder provides express authorisation for the Chair to exercise the proxy.

   Further details on these changes are set out below.

2. (**Appointing a Proxy**): A member with two or more votes entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.

3. (**Proxy vote if appointment specifies way to vote**): Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

   (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);

   (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;

   (c) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

   (d) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

4. (**Transfer of non-chair proxy to chair in certain circumstances**): Section 250BC of the Corporations Act provides that, if:

   (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;

   (b) the appointed proxy is not the chair of the meeting;

   (c) at the meeting, a poll is duly demanded on the resolution; and

   (d) either of the following applies:

      (i) the proxy is not recorded as attending the meeting;

      (ii) the proxy does not vote on the resolution,

   the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

5. (**Chair's votes on undirected proxies for Remuneration Reports**): Section 250R(5) of the Corporations Act provides:

   A member of the Key Management Personnel or a Closely Related Party of such a member (the **voter**) may cast a vote on an advisory resolution to adopt a remuneration report as a proxy if the vote is not cast on their behalf and either:

(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or

(b) the voter is the Chair and the appointment of the Chair as proxy:

   (i) does not specify the way the proxy is to vote on the resolution; and

   (ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

6. (**Signing Instructions**):

   (a) (**Individual**): Where the holding is in one name, the member must sign.

   (b) (**Joint Holding**): Where the holding is in more than one name, all of the members should sign.

   (c) (**Power of Attorney**): If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

   (d) (**Companies**): Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.

7. (**Attending the Meeting**): Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.

8. (**Voting in person**):

   (a) A Shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the attached proxy form to the Meeting to assist in registering your attendance and number of votes. Please arrive 15 minutes prior to the start of the Meeting to facilitate this registration process.

   (b) A Shareholder that is a corporation may appoint an individual to act as its representative to vote at the Meeting in accordance with Section 250D of the Corporations Act. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the Certificate is enclosed with this Notice of Meeting

9. (**Return of Proxy Form**): To vote by proxy, please complete and sign the enclosed Proxy Form and return the Proxy Form (and any Power of Attorney under which it is signed):

   (a) In person to Level 2, 55 Carrington Street, Nedlands, Perth, WA;

   (b) By mail to PO Box 985, Nedlands, WA, 6909.

   (c) By Facsimile to +61 8 9389 8327;

   (d) By scan and email to davidm@broadwaymgt.com.au

   so that it is received at least 48 hours prior to commencement of the Annual General Meeting.

   Proxy Forms received later than this time will be invalid.

CERTIFICATE OF APPOINTMENT OF CORPORATE REPRESENTATIVE

Shareholder Details

This is to certify that by a resolution of the directors of:

………………………………………………………………………………….……….……….. (***Company***),

Insert name of Shareholder Company

the Company has appointed:

……………………..……………………………………………………………………..………..…,

Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that Company at the annual general meeting of the members of Merchant House International Limited to be held on 25 August 2016 commencing at 11.00 am (WST) and at any adjournments of that annual general meeting.

DATED ……………………………………..2016

Please sign here

Executed by the Company)
in accordance with its constituent documents)

....……………….…	....……………………
Signed by authorised representative	Signed by authorised representative
....……...	....…………………
Name of authorised representative (print)	Name of authorised representative (print)
....………..…	....……………………
Position of authorised representative (print)	Position of authorised representative (print)

Instructions for Completion

- Insert name of appointing Shareholder Company and the name or position of the appointee corporate representative (eg “John Smith” or “each director of the Company”).
- Execute the Certificate following the procedure required by your Constitution or other constituent documents.
- Print the name and position (eg director) of each authorised company officer who signs this Certificate on behalf of the Company.
- Insert the date of execution where indicated.
- Prior to the Meeting, send or deliver the Certificate to the registered office of Merchant House International Limited at Level 2, 55 Carrington Street, Nedlands WA 6009 or fax the Certificate to the registered office at +61 8 9389 8327

PROXY FORM

APPOINTMENT OF PROXY
MERCHANT HOUSE INTERNATIONAL LIMITED
ARBN 065 681 138

ANNUAL GENERAL MEETING

I/We

Address

being a Member of Merchant House International Limited entitled to attend and vote at the Meeting, hereby

Appoint

Name of proxy

OR the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit (except for Resolution 1 which requires the below express authorisation), at the Annual General Meeting to be held at 11.00 am (WST) on Thursday 25 August 2016 at Level 2, 55 Carrington St, Nedlands, Perth, Western Australia, and at any adjournment of that meeting.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Voting on Business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of Remuneration Report*	☐	☐	☐
Resolution 2 – Re-election of Director – Mr Clifford Einstein	☐	☐	☐
Resolution 3 – Re-election of Director – Mr David Bell	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

***Important for Resolution 1**

If a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or Closely Related Party of such a member is your proxy you must direct your proxy how to vote on Resolution 1 unless that person is also the Chair in which case you must, in the absence of a direction how to vote, expressly authorise the Chair to exercise the proxy by marking the box below.

☐ I/we direct the Chair to vote in accordance with his voting intentions on Resolution 1 (except where I/we have indicated a different voting intention above) and acknowledge that the Chair may exercise my/our proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you do not mark this box, and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 1.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: ___________%

Signature of Member(s):____ **Date: ______________________**

Individual or Member 1	**Member 2**	**Member 3**
Sole Director/Company Secretary	**Director**	**Director/Company Secretary**

Contact Name: ________________________________ **Contact Ph (daytime): ______________________________**

MERCHANT HOUSE INTERNATIONAL LIMITED

ARBN 065 681 138

2016

ANNUAL REPORT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

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COMPANY DIRECTORY

DIRECTORS AND COMPANY SECRETARY

Ms Loretta Lee
Chairperson

Ms Peggy Zi-Yin Liao
Independent Non-executive Director

Ms Xiao Lan Wu
Independent Non-executive Director

Mr Clifford Einstein
Independent Non-executive Director

Mr Ian Burton
Independent Non-executive Director

Mr David Bell
Independent Non-executive Director

Mr David McArthur
Company Secretary

REGISTERED OFFICE

Level 2, 55 Carrington Street	PO Box 985
Nedlands	Nedlands
WA 6009	WA 6909
Telephone:	+61 8 9423 3200
Facsimile:	+61 8 9389 8327

PRINCIPAL OFFICE

10th Floor, E-Trade Plaza
24 Lee Chung Street
Chai Wan, Hong Kong

Telephone:	+852 2889 2000
Facsimile:	+852 2898 9992

BANKERS

ANZ Banking Group Limited
Business Relationship Banking
Level 6, 77 St George's Terrace
Perth WA 6000

The Hongkong and Shanghai Banking
Corporation Limited
Level 10, HSBC Main Building
1 Queen’s Road Central
Hong Kong

AUDITOR

Deloitte Touche Tohmatsu
Tower 2, Brookfield Place
123 St Georges Terrace
Perth WA 6000

SOLICITOR

Steinepreis Paganin
Level 4, The Read Building
16 Milligan Street
Perth WA 6000

SHARE REGISTRY

Computershare Investor Services Pty Ltd
Level 11, 172 St Georges Terrace
Perth WA 6000

Telephone:	+61 8 9323 2000
Facsimile:	+61 8 9323 2033

SECURITIES EXCHANGE

Australian Securities Exchange (“ASX”)
Stock code: MHI

DOMICILE

Hong Kong

PLACE OF INCORPORATION

Bermuda

ASX HOME BRANCH

Perth

CORPORATE WEBSITE

www.lorettalee.com.hk

CHAIRPERSON'S REPORT

Dear Shareholder

Performance review

During the year ended 31 March 2016, the Group's sales were US$70.2 million (A$95.4 million) compared with US$75.5 million (A$86.2 million) last year. Sales were in line with our management forecast a year ago. The pre-tax profit for the year, of approximately US$2.4 million (A$3.2 million) mainly came from our home textile and footwear trading business which recorded a segment profit growth of 37% (calculated based on functional currency of USD) from US$2.1 million (A$2.3 million) to US$2.8 million (A$3.8 million) and accounting for associates' profit of US$1.6 million (A$2.2 million). Our US footwear manufacturing operation continues as a profit drain with an annual loss of US$1.7 million (A$2.3 million) incurred for the reporting year.

Textiles sales, based on order original currency of USD, increased by 6% while shoe export sales declined by 14%. The decline in shoes relates primarily to our not being competitive in the category of promotional shoes which resulted in our loss of a major customer during the year. Our other financial figures for China operations were all as projected for cost of goods, expenses, gross profit and gross profit margin.

While China profit has improved, more management attention is needed at our US manufacturing operation. We feel our Return to America is strategically the right decision, and this has brought great visibility to our company praising this effort.

There was a recent market study revealing that the United States is expected to be the most competitive manufacturing nation, moving China into the number two position by 2020."

Everyone is well aware that the cost of manufacturing in China will continue to rise, and China will be at a decided disadvantage should the Trans-Pacific Partnership (TPP) become fully effective. However, with close attention to improving efficiencies, we believe we can remain competitive and maintain a stable production base in China for our textiles. Our shoe business will continue to decline in China due to market competition, but we hope this can be offset by our new production base in America.

Outlook

Our major effort in the coming year will be improving operations at our US factory. We have new factory and accounting managers, and a very promising list of new customers committed to Made in America.

At the same time, we continue to look for opportunities in textiles for US Production in order to meet the increasing need for fast-track retailers. This will involve warehousing and initially a small finishing factory.

Dividend

An interim dividend of 0.5 Australian cent per share was declared and paid in respect of year 2015/16. The Group is cautious about the business challenges ahead. In order to maintain an adequate level of financial resources to cope with future business development and expansion, the board of directors of the Company did not recommend the payment of a final dividend for year 2015/16.

Loretta Lee
Chairperson

GROUP OVERVIEW

CORPORATE HISTORY

Merchant House International Limited has more than thirty years' experience in sourcing, producing and selling consumer products with an emphasis on footwear and home textiles. The Group's primary export market is the United States of America ("USA"), although merchandise is also sold to customers in Australia, Canada, Russia, Japan and Europe. Customers in the USA include major importers as well as many leading retailers. Ms Loretta Lee, the founder of the Group, began her business activities in 1978. She is continuing to successfully apply her philosophies and strategies for expansion to Merchant House International Limited.

PHILOSOPHY

The Group's business strategies are based on the following principles:

- Development of specific, concisely defined product niches. The Group concentrates on merchandise which is not subject to time or fashion obsolescence.
- Diversification and expansion of the product range of each division to complement the core business. The Group is divided into three major operating segments; footwear manufacturing, footwear trading and home textile.

CORPORATE STRUCTURE

Merchant House International Limited is incorporated in Bermuda. This allows Merchant House International Limited to be an attractive investment no matter where the investors reside and ensures that investors will only pay tax in accordance with the requirements of their own country of residence. Merchant House International Limited is listed on the Australian Securities Exchange whilst its headquarter is situated in Hong Kong.

FOOTWEAR

The Footwear Division was established in 1980. The Group's main products are casual and industrial men's leather boots and shoes. In 2003 the Group diversified into American-style western boots. The Division has entered into joint ventures with two shoe factories in China and, in recent years, has added production lines to increase capacity to over five million pairs of shoes per year.

The Group manufactures footwear in Tianjin, China. This focus allows the Group to reduce travelling costs and to centralise control of the operations. A liaison office was opened in Tianjin in 1991 to improve communication with factories, as well as providing quality control services and technical support.

The Group has been supplying work shoes to the USA for 30 years and is an established supplier to major discount retail chains like Wal-Mart, Kmart and Sears on a direct basis. In 2007, the Group was awarded Wal-Mart's "Supplier of the Year" Award for the work shoes category. In addition, the Group also make safety and non-safety outdoor shoes for a variety of nationally recognised brands.

The Tianxing Kesheng factory is licensed to supply Australian Standards approved safety footwear. Since 1996 the Group have supplied Hard Yakka safety boots, initially to Yakka Pty Ltd and subsequently to Pacific Brands Inc. The Yakka range includes safety and non-safety styles and is widely available in Australia and New Zealand. The Group also manufacture industrial footwear on behalf of a number of other distributors in Australia under Original Equipment Manufacturer ("OEM") agreements.

In 2013, the Group established a new manufacturing plant in the USA to produce "Made in America" labelled footwear products. The extension of production lines to the USA not only marks a milestone for the Group's footwear manufacturing business, but also broadens its product portfolio and customer base.

HOME TEXTILE

Trading in textiles was the first of the Group's ventures in China and began in 1978. The business focus was later shifted from trading to manufacturing, and the Group now manufactures products ranging from kitchen textiles to table linens, rugs, decorative pillows and throws. The Group built the Carsan textile factory in Shunde, China and it has been in full operation since April 2002, providing the Group with a stable production base and ensuring top quality products at affordable prices. So far the marketing efforts have been concentrated on the USA, however a broader international customer base is being developed.

In 2003 the decorations and gifts business was merged with kitchen textiles into the Home Textile Division. A large volume of orders for decorations and gifts was processed at the Carsan factory. To cope with the fast changing market, the Group strategically shifted the focus away from the home décor collections business in recent years.

In 2014, the Group was named Vendor of the Year by Kohl's Department Stores. The Group is firmly dedicated to producing the highest quality products and delivering the best possible service to its customers. The Group's philosophy is to be a true partner to all its customers, participating actively in all stages of product development, product testing, manufacturing, marketing and sales. The customer base includes a wide range of business formats from the largest US mass retailers to specialty and internet exclusive buyers. Additionally, in the coming year we will explore a new business with great potential by selling our home textile products in mainland China.

CORPORATE GOVERNANCE STATEMENT

The Board of Directors (the "Board") of Merchant House International Limited (the "Company") is responsible for the corporate governance of the Group. The Board guides and monitors the business and affairs of Merchant House International Limited on behalf of the shareholders by whom they are elected and to whom they are accountable. This statement outlines the main corporate governance practices in place throughout the financial year, which comply with the Australia Securities Exchange ("ASX") Corporate Governance Principles and Recommendations *(Third Edition),* unless otherwise stated.

As required under ASX Listing Rule 4.10.3, the Group makes the following disclosures in relation to each of the Recommendations.

1. BOARD OF DIRECTORS

(a) Role of the Board and responsibilities

The primary role of the Board is to oversee and approve the Group's strategic direction, to oversee the Group's management and business activities and to report to shareholders. The roles and responsibilities of the Board are formalised in written policies.

The Board evaluates these policies on an ongoing basis.

In addition to matters required by law to be approved by the Board, the responsibilities include, but are not limited to:

- the establishment of the long term goals of the Company and strategic plans to achieve those goals;
- monitoring the achievement of these goals;
- the review of management accounts and reports to monitor the progress of the Company;
- the review and adoption of budgets for the financial performance of the Company and monitoring the results on a regular basis to assess performance;
- the review and approval of the annual and interim financial reports;
- nominating and evaluating the external auditor;
- approving all significant business transactions;
- appointing and monitoring senior management;
- all remuneration, development and succession issues;
- ensuring that the Company has implemented adequate systems of risk management and internal control together with appropriate monitoring of compliance activities;
- overseeing the process for making timely and balanced disclosure of all material information that a reasonable person would expect to have a material effect on the price or value of the Company's securities;
- ensuring that the Company has a suitably qualified Company Secretary who shall be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board; and
- ensuring that the Company reports on its measurable objectives in relation to board diversity and assess annually both the objectives and progress in achieving board diversity.

Responsibility for management of the Group's day to day business activities is delegated to the Executive Chairperson who is accountable to the Board.

(b) Board composition and expertise

The names of the directors of the Company in office at the date of this statement are set out in the directors' report. The directors' report also contains details of each director's skill, experience and education. The Board seeks to ensure it consists of directors with an appropriate range of experience, skill, knowledge and vision to enable it to operate the Company's business with excellence.

1. BOARD OF DIRECTORS (continued)

(b) Board composition and expertise (continued)

The Board currently comprises six directors, one executive Chairperson and five independent non-executive directors. A letter of appointment is executed with each Director and Senior Executive of the Company setting out the terms of their employment.

The specific skills that the Board collectively bring to the Company include:

- Industrial expertise
- Commercial experience
- Public company experience
- Analytical
- Financial
- Risk management
- Strategic planning and leadership
- Corporate governance
- Communications
- Interpersonal

The Board reviews its composition as required to ensure that the Board has the appropriate mix of commercial and financial skills, technical expertise, industry experience, and diversity (including, but not limited to gender and age) which the Board is looking to achieve in its membership. The Board is primarily responsible for identifying potential new directors, however has the option to use an external consulting firm to identify and approach possible new candidates for directorship. When a vacancy exists, or where it is considered that the Board would benefit from the services of a new director with particular skills, candidates with the appropriate experience, expertise and diversity are considered. Each incumbent director is given the opportunity to meet with each candidate on a one to one basis. The full Board then appoints the most suitable candidate who must stand for election at the next annual general meeting ("AGM") of shareholders.

The Board undertakes appropriate checks before appointing a person as a Director or putting forward to shareholders a candidate for election as a Director.

The Board ensures that shareholders are provided with all relevant information for considering the election and re-election of a Director.

(c) Retirement and re-election of directors

The Constitution of the Company requires one-third of directors, other than the Managing Director, to retire from office at each AGM. Directors who have been appointed by the Board since the last AGM are required to retire from office at the next AGM and are not taken into account in determining the number of directors to retire at that AGM. Retiring directors are eligible for re-election by shareholders.

(d) Independence of directors

The Board has reviewed the position and association of each of the seven directors in office during the year and considers that six directors are independent. In considering whether a director is independent, the Board has regard to the independence criteria in ASX Corporate Governance Principles and Recommendations Principle 2 and other facts, information and circumstances that the Board considers relevant. The Board assesses the independence of new directors upon appointment and reviews their independence, and the independence of the other directors, as appropriate. A director is considered to be independent where they receive no material financial or contractual benefits with the company over and above their director's fee and entitlements.

1. BOARD OF DIRECTORS (continued)

(d) Independence of directors (continued)

The Board considers that Ms Christina Lee (who resigned as the Company's director on 23 February 2016), Ms Peggy Liao, Mr Ian Burton, Mr David Bell, Mr Clifford Einstein and Ms Xiao Lan Wu meet the criteria in Principle 2. They have no material business or contractual relationship with the Company, other than as a director, and no conflicts of interest which could interfere with the exercise of independent judgement. Accordingly, they are considered to be independent.

The Chairperson of Merchant House International Limited is Ms Loretta Lee. Ms Lee founded the Merchant House International Group, and has held the role of Chairperson since the Company's inception. Ms Lee is an integral part of the Company and also a major shareholder and due to her detailed knowledge of the business and the specialised skills that she brings to the Company, it is not practical for her role as Chairperson to be carried out by an independent director, nor for the roles of Chairperson and Chief Executive Officer to be segregated.

(e) Director education

All new Directors complete an induction process. The non-executive directors are given every opportunity to gain a better understanding of the business, the industry, and the environment within which the Group operates, and are given access to continuing education opportunities to update and enhance their skills and knowledge.

The Board are specifically provided the opportunity to enhance their financial and compliance skills in relation to public companies through external courses.

(f) Independent professional advice

Each director has the right of access to all relevant Company information and to the Company's executives and, subject to prior approval of the Chairperson, each director has the right to seek independent legal and other professional advice at the Company's expense concerning any aspect of the Company's operations or undertakings in order to fulfil their duties and responsibilities as directors.

(g) Board Performance Review

There is no formal appraisal system in place for Board performance on a director by director basis. The performance of all directors is assessed through review by the Board as a whole of a director's attendance at, and involvement in, Board meetings, their performance and other matters identified by the Board or other directors. Significant issues are actioned by the Board. Due to the Board's assessment of the effectiveness of these processes, the Board has not otherwise formalised measures of a director's performance.

The Company has not conducted a performance evaluation of the members of the Board during the reporting year. However, the Board conducts a review of the performance of the Company against budgeted targets and strategic objectives on an ongoing basis.

The Board does assess the performance of senior executives on an annual basis. An assessment was carried out during the current financial year.

(h) Conflict of Interest

Directors must keep the Board advised of any interest that could potentially conflict with those of the Company.

(i) Directors' remuneration

Details of the Company's remuneration policies are included in the "Remuneration Report" section of the Directors' Report.

Executive Directors may be remunerated by fixed cash remuneration, performance-based bonus and share-based compensation. No termination payment is agreed other than a reasonable period of notice of termination will be required as detailed in the executive's employment contract.

Non-executive Directors will be remunerated by cash benefits alone (including statutory superannuation) and will not be provided with any benefits for ceasing to be a Director.

2. BOARD COMMITTEES

Board committees and membership

The functions to be performed by sub-committees under the ASX Corporate Governance Principles and Recommendations are currently being performed by the full Board and this is reflected in the written policy setting out the responsibilities of the Board. Having regard to the number of members currently comprising the Company's Board, the Board does not consider it appropriate to delegate these responsibilities to a sub-committee of the Board. However, meetings are held throughout the year between the Company Secretary, Mr David McArthur, the Board and/or Board members as appropriate and the Company's auditors to discuss the Company's ongoing activities and to discuss any proposed changes prior to their implementation and to seek advice in relation thereto.

3. MANAGING BUSINESS RISK

The Board believes that risk management and compliance are fundamental to sound management and that oversight of such matters is an important responsibility of the Board. The Group maintains policies and practices designed to identify and manage significant business risks, including:

- regular budgeting and financial reporting;
- procedures and controls to manage financial exposures and operational risks;
- the Company's business plan;
- corporate strategy guidelines and procedures to review and approve the Company's strategic plans; and
- insurance and risk management programmes which are reviewed by the Board.

The Board reviews these systems and the effectiveness of their implementation annually and considers the management of risk at its meetings. The Company's risk profile is reviewed annually. The Board may consult with the Company's external auditors on external risk matters or other appropriately qualified external consultants on risk generally, as required.

The Board has not established a separate Risk Committee. The Board as a whole assess and monitor risk management.

The Company does not have an internal audit function.

The Company assesses its exposure to economic, environmental and social sustainability risks. The Board assess the likely impact of changes and implements strategies to minimise exposure to these risks.

(a) Internal controls

Procedures are established at the Board and executive management levels that are designed to safeguard the assets and interests of the Company, and to ensure the integrity of reporting. These include accounting and financial reporting and internal control policies and procedures. To achieve this, the executive directors perform the following procedures:

- ensure appropriate follow-up of significant audit findings and risk areas identified;
- review the scope of the external audit to align it with the Board's requirements; and
- conduct a detailed review of published accounts.

(b) CEO and CFO assurance on corporate reporting

The Board receives monthly management reports for the financial condition and operational results of the Group. The Company is not required to comply with the Corporations Act 2001 as it is a foreign company registered in Bermuda.

3. MANAGING BUSINESS RISK (continued)

(c) Environmental regulation

The Company has a policy of at least complying, but in most cases exceeding, its environmental performance obligations. No environmental breaches were notified by any Government agency during the year ended 31 March 2016.

4. ETHICAL STANDARDS

All directors and executives are expected to act with the utmost integrity and objectivity, striving at all times to enhance the performance and reputation of the Company and its controlled entities.

(a) Code of Conduct

In pursuit of the highest ethical standards, the Company has adopted a Code of Conduct which establishes the standards of behaviour required of directors and employees in the conduct of the Company's affairs. This Code is provided to all directors and employees. The Board monitors implementation of this Code and unethical behaviour will be duly reported to the Chairperson.

The Code of Conduct is based on respect for the law, and acting accordingly, dealing with conflicts of interest appropriately, using the consolidated entity's assets responsibly and in the best interests of the Company, acting with integrity, being fair and honest in dealings, treating other people with dignity and being responsible for actions and accountable for the consequences.

The Group has advised each director, manager and employee that they must comply with the Group's Ethical Standards.

(b) Trading in Company securities by directors and employees

The Board has adopted a policy in relation to dealings in the securities of the Company which applies to all directors and employees. Under the policy, directors are prohibited from short term or "active" trading in the Company's securities and directors and employees are prohibited from dealing in the Company's securities whilst in possession of price sensitive information. The Chairperson must also be notified of any proposed transaction.

This policy is provided to all directors and employees. Compliance with it is reviewed on an ongoing basis in accordance with the Company's risk management systems.

5. DIVERSITY POLICY

The Company has a diversity policy which provides a written framework and objectives for achieving a work environment that values and utilises the contributions to employees' backgrounds, experiences, and perspectives, irrespective of gender, age, ethnicity and cultural background. The Board is responsible for developing, where possible, measurable objectives and strategies to support the framework and objectives of the diversity policy. The Board is responsible for monitoring the progress of the measurable objectives through various monitoring, evaluation and reporting processes.

The key elements of the diversity policy are as follows:

- increased gender diversity throughout the Group when a position becomes available
- annual assessment of the board gender diversity objectives and performance against objectives by the board

The Board comprises of members possessing different nationalities. They have various experiences, qualifications and educational backgrounds. Over 50% of the Board's composition is represented by female members. The Company continues to achieve and maintain diversity on the Board in order to enhance its effectiveness.

5. DIVERSITY POLICY (continued)

Pursuant to *Recommendation 1.5* of the Recommendations, the Company discloses the following information as at 31 March 2016:

	2016		2015	
Gender representation	**Women**	**Men**	**Women**	**Men**
Group representation	59%	41%	67%	33%
Board representation	50%	50%	57%	43%
Senior management representation	-	100%	-	100%
Corporate services provider representation	75%	25%	75%	25%

6. COMMUNICATION WITH SHAREHOLDERS

The Board aims to ensure that shareholders are kept informed of all major developments of the Company. Information is communicated to shareholders as follows:

- Regular announcements are made to the ASX in accordance with the Company's disclosure policy, including the interim and annual accounts of the Group;
- The Board ensures the annual report includes relevant information about the operations of the Group during the year, changes in the financial position and details of future developments;
- Any proposed major changes in the Company's affairs are submitted to a vote of shareholders;
- The Board encourages full participation of shareholders at the AGM to ensure a high level of accountability and identification of the corporate strategies and goals. All shareholders who are unable to attend these meetings are encouraged to communicate or ask questions by writing to the Company; and
- The external auditor is required to attend the AGMs to answer questions concerning the audit and the content of the auditor's report.

The Board reviews this policy and ensure its compliance on an ongoing basis.

Continuous Disclosure

The Company has in place a continuous disclosure policy, a copy of which is provided to all officers and employees of the Group who may from time to time be in the possession of undisclosed information that may be sensitive to the price or value of the Company's securities.

The continuous disclosure policy aims to ensure timely compliance with the Company's continuous disclosure obligations under the ASX Listing Rules and ensures officers and employees of the Group understand these obligations.

The procedure adopted by the Company is essentially that any information which may need to be disclosed must be brought to the attention of the Chairperson, who in consultation with the Board (where practicable) and any other appropriate personnel, will consider the information and whether disclosure is required and prepare an appropriate announcement.

At least once in every 12-month period, the Board will review the Company's compliance with this continuous disclosure policy and update it from time to time, if necessary.

ASX PRINCIPLES COMPLIANCE STATEMENT

Pursuant to the ASX Listing Rules, the Company advises that it does not comply with the following Corporate Governance Principles and Recommendations, issued by the ASX Corporate Governance Council. Reasons for the Company's non-compliance are detailed below.

ASX PRINCIPLES COMPLIANCE STATEMENT (continued)

Recommendation 2.1

The Board should establish a nomination committee.

Recommendation 2.5

The chair should be an independent director and, in particular, should not be the same person as the CEO of the Company.

The Chairperson of the Company is Ms Loretta Lee. Ms Lee founded the Group, and has held the role of Chairperson since the Company's inception. Ms Lee is an integral part of the Company and also a major shareholder. Because of her detailed knowledge of the business and the specialised skills that she brings to the Company, it is more practical for Ms Lee to carry out both roles as the Chairperson and Chief Executive Officer.

Recommendation 4.1

The Board should establish an audit committee.

Recommendation 4.2

The Board should disclose whether it has received assurance from the chief executive officer (or equivalent) and the chief financial officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

The Board receives monthly management reports for the financial condition and operational results of the Group. The Company is not required to comply with the Corporations Act 2001 as it is a foreign company registered in Bermuda.

Recommendation 7.1

The Board should establish a risk committee.

Recommendation 8.1

The Board should establish a remuneration committee.

The functions to be performed by sub-committees under the ASX Corporate Governance Principles and Recommendations are currently performed by the full Board and this is reflected in the written policy setting out the responsibilities of the Board. Having regard to the number of members currently comprising the Company's Board, the Board does not consider it appropriate to delegate these responsibilities to a sub-committee of the Board. However, meetings are held throughout the year between the Company Secretary, Mr David McArthur, the Board and/or Board members as appropriate and the Company's auditors to discuss the Company's ongoing activities and to discuss any proposed changes prior to their implementation and to seek advice in relation thereto.

DIRECTORS' REPORT

The directors of Merchant House International Limited submit herewith the annual financial statements of the Company and its subsidiaries (the "Group") for the financial year ended 31 March 2016. The directors report as follows:

1. INFORMATION ABOUT THE DIRECTORS

The directors of the Company at any time during or since the end of the financial year are:

Name	Period of Directorship
Executive	
Ms Loretta B H Lee	Director since 15 July 1994
Independent Non-executive	
Ms Christina N K Lee	Director from 15 July 1994 to 23 February 2016
Ms Peggy Zi-Yin Liao	Director since 15 July 1994
Mr Ian J Burton	Director since 15 July 1994
Ms Xiao Lan Wu	Director since 9 June 2004
Mr Clifford J Einstein	Director since 2 August 2007
Mr David J T Bell	Director since 14 August 2007

Ms Loretta B H Lee
Chairperson

Experience and expertise
Loretta Lee is a UK citizen, born in Hong Kong, to a family with long standing links with China. She is a graduate of Lingnan University in Guangzhou.

Ms Lee began her career in market research, working for an international advertising agency as research director. In 1972 she founded TransMarket Research Limited, in partnership with ASI of Los Angeles.

TransMarket grew into one of South East Asia's largest market research organisations. It conducted consumer and industrial research throughout the area for a wide range of major international corporations, including Philip Morris, General Motors, Toyota and IBM. TransMarket was one of the first research companies to conduct market studies in China after the country began to normalise its relations with the outside world. As China continued to open its economy, Ms Lee recognised both the unlimited opportunities and the considerable risks involved in exploiting those opportunities. In 1978 she decided to capitalise on her international experience and explore those business opportunities.

Other current directorships
None

Former directorships in the past three years
None

1. INFORMATION ABOUT THE DIRECTORS (continued)

Ms Peggy Zi-Yin Liao

Independent Non-executive Director

Experience and expertise

Peggy Liao obtained her BA degree at Smith College in the USA and law degrees at Oxford University. She also holds an MBA from the Kellogg School of Management at the Northwestern University in the USA and the Hong Kong University of Science and Technology (HKUST).

Peggy is a Hong Kong-based attorney, investor and listed company director with extensive managing partner experience in the legal field.

Peggy is active in public service. She was appointed by the Hong Kong Chief Executive to serve a number of public bodies. She has been a member of the Hong Kong government's think-tank, the Central Policy Unit, and has been the Chief Executive's Appointed Member on both the Investigation Panel and the Disciplinary Panel of the Hong Kong Institute of Public Accountants.

Peggy's particular interest is in the areas of women and education. She is a Trustee of Smith College and sits on the China Oxford Advisory Group at the University of Oxford. She is also an Advisory Member to the Leadership and Public Policy Institute at the HKUST. She has served the City University of Hong Kong as a Council Member and Court Member for over 10 years.

Other current directorships

None

Former directorships in the past three years

None

Mr Ian J Burton

Independent Non-executive Director

Experience and expertise

Ian Burton is a resident of Australia and has 40 years' experience in many facets of commercial, industrial and mining activities. He was first appointed to the board of a public listed company in 1972 and he has held many directorships of listed companies since that date.

Mr Burton is an independent non-executive director of Merchant House International Ltd and his experience in the successful running, operation and budgeting of large and small public listed companies is of great assistance to the Board.

Other current directorships

None

Former directorships in the past three years

Non-executive chairman	Renewable Heat & Power Limited	9 August 2006 to 14 August 2013

1. INFORMATION ABOUT THE DIRECTORS (continued)

Ms Xiao Lan Wu
Independent Non-executive Director

Experience and expertise
Wu Xiao Lan graduated from an engineering school in China majoring in Mechanical Engineering. Ms Wu was the General Manager of Beijing Machinery Factory and subsequently promoted to the Deputy General Manager of Beijing Machinery Import and Export Company. Ms Wu was a Director of CITIC Shenzhen, PRC. She has taken various civil services in Shenzhen, PRC and has made an outstanding contribution for Shenzhen Municipal Government. She has extensive experience in mechanical engineering, corporate management and public administration.

Ms Wu is an independent non-executive director of Merchant House International Limited and her China experience is of great assistance to the Board and the operations of the Group.

Other current directorships
None

Former directorships in the past three years
None

Mr Clifford J Einstein
Independent Non-executive Director

Experience and expertise
Clifford Einstein has spent 50 years in the advertising business where he was most recently Chairman of Dailey and Associates, an international advertising agency headquartered in West Hollywood, California.

Over the years his agency produced memorable campaigns for Honda Motorcycles, The Southern California Ford Dealers, Nestle Foods, Gallo Winery, Unilever, Great Western Savings, Western Airlines, Hunt Wesson, Australian Tourism, Safeway Stores, Weyerhaeuser Forest Products, White Stag Skiwear and Callaway Golf. In 1994 Clifford was named Chairman and CEO of the company. The decade that followed produced great growth and success with billings exceeding US$400 million.

Clifford has been celebrated as one of his industry's more awarded advertising figures, winning several International Broadcasting Awards, Clios, and the AAF award for Best Advertising Campaign in America.

He has been named the Western States Advertising Association's Leader of the Year and more recently, the American Advertising Federation's Leader of the West.

In 1983 Clifford initiated a furniture import business bringing leading edge design from Italy to Los Angeles. This experience carried him deeply into the international world of art and design and prompted a lifelong desire to collect significant contemporary art.

Art and Antiques Magazine has listed The Einstein Collection as one of America's top 100, and the collection has been profiled in HG, Australian Vogue, The New York Times, The Los Angeles Times, HG magazine, Art News magazine, and Art Review.

Clifford joined the Board of Trustees of the Los Angeles Museum of Contemporary Art in 1985 and is currently Chairman Emeritus of that board. He has been awarded an honorary PhD from Otis College of Art and Design where he also served as a trustee, and most recently was featured in Time magazine as a celebrated art collector.

Clifford has a long history of philanthropic work for several organisations. These include The Jewish Community Foundation, The Discovery Eye Foundation and The Rape Foundation, where he was given the Governor's Victim's Service Award.

Other current directorships
None

Former directorships in the past three years
None

1. INFORMATION ABOUT THE DIRECTORS (continued)

Mr David J T Bell
Independent Non-executive Director

Experience and expertise
David Bell is a resident of Australia and has almost 50 years' experience in management, administration and corporate communications in Australia and Hong Kong.

He resided in Hong Kong between 1967 and the end of 1992 where, for most of that period, he was head of corporate communications for the Swire Group with corporate and media relations responsibility for all key group companies, in particular John Swire & Sons (HK) Ltd, Swire Pacific Ltd and Cathay Pacific Airways Ltd.

Mr Bell now runs a small corporate media relations company in Sydney.

Other current directorships
None

Former directorships in the past three years
None

All directors held their positions as a director throughout the entire financial year unless otherwise stated.

2. DIRECTORS' SHAREHOLDINGS

The following table sets out each director's relevant interest in shares of the Company at the date of this report:

Director	Ordinary Shares
Ms L Lee	50,401,588
Ms P Liao	635,455
Mr C J Einstein	585,217
Mr I Burton	305,500
Mr D J Bell	55,000
Ms X L Wu	Nil

3. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

As Merchant House International Limited is a foreign company registered in Bermuda, the Company is not required to comply with the Corporations Act 2001. As such, a remuneration report is not required.

4. SHARE OPTIONS GRANTED TO DIRECTORS AND SENIOR MANAGEMENT

No share options were granted during the year and up to the date of this report.

5. COMPANY SECRETARY

David McArthur is a chartered accountant and was appointed to the position of company secretary in 1987. Mr McArthur has over 30 years' experience in the corporate management of publicly listed companies.

6. PRINCIPAL ACTIVITIES

The Group's principal activities in the course of the financial year were the design, manufacture and marketing of leather boots and shoes, home and seasonal decorative items and home textile.

During the financial year there was no significant change in the nature of those activities.

7. OPERATING AND FINANCIAL REVIEW

Summary of material transactions

During the year ended 31 March 2016, the Group continued to develop its footwear manufacturing business in Tennessee, USA. Sales and segment loss of $1,896 thousand and $2,279 thousand respectively, were recorded for the footwear manufacturing business during the reporting year (2015: $1,024 thousand and $4,968 thousand).

During the year, a major customer was lost for the Group's footwear trading business. This resulted in a significant decrease in segment turnover and profit.

Financial Results

The net profit for the financial year ended 31 March 2016 attributable to owners of the Company, was $2,767 thousand (2015 loss: $1,983 thousand).

An interim dividend of 0.5 cent per ordinary share, totalling $471 thousand, was paid for the six months ended 30 September 2015.

Shareholder returns	2016	2015	2014	2013	2012
Net profit / (loss) attributable to equity holders ($'000)	2,767	(1,983)	8,771	3,042	3,564
Basic earnings/(loss) per share (cents)	2.94	(2.10)	9.31	3.23	3.79
Net tangible assets (NTA) ($'000)	46,729	45,356	39,477	27,708	26,091
NTA backing (cents)	49.57	48.11	41.88	29.44	27.72

Review of Financial Condition

During the year the net assets of the Group increased by $1,373 thousand from $45,585 thousand at 31 March 2015 to $46,958 thousand at 31 March 2016.

Changes in state of affairs

There were no other significant changes in the state of affairs of the Group other than that referred to in the financial statements or notes thereto.

8. SUBSEQUENT EVENTS

Other than the matters disclosed in note 33 of the notes to the consolidated financial statements, there have been no matters or circumstance that have arisen since the end of the financial year, that have significantly affected, or may significantly affect, the operations of the Group, the results of these operations, or the state of affairs of the Group in future financial years.

9. FUTURE DEVELOPMENTS

Other than as disclosed in the Chairperson's Report, there are no other likely developments in the operations of the Group in future financial years that require disclosure in this report.

10. ENVIRONMENTAL REGULATIONS

The Group has complied with all environmental regulations applying to its operations.

11. DIVIDENDS

In respect of the financial year ended 31 March 2016 the directors did not recommend the payment of a final dividend. An interim dividend of 0.5 cent per share unfranked was paid on 29 January 2016 for the six months ended 30 September 2015.

In respect of the financial year ended 31 March 2015, the directors did not recommend the payment of any dividend.

12. SHARES UNDER OPTION OR ISSUED ON EXERCISE OF OPTIONS

No shares were under option at any time during or since the end of the financial year.

13. INDEMNIFICATION AND INSURANCE OF OFFICERS AND AUDITORS

The Company has not, during the year and up to the date of this report, in respect of any person who is or has been an officer or auditor of the Company or a related body corporate:

- indemnified or made any relevant agreement for indemnifying against a liability incurred as an officer or auditor, including costs and expenses in successfully defending legal proceedings; or
- paid or agreed to pay a premium in respect of a contract insuring against a liability incurred as an officer or auditor for the costs or expenses to defend legal proceedings.

14. DIRECTORS' MEETINGS

The number of meetings of the Company's Board of Directors held during the year ended 31 March 2016, and the numbers of meetings attended by each director were:

Director	Full meetings of Directors	
	No. of meetings attended	No. of meetings held whilst a director
Ms L Lee	2	2
Ms C Lee	-	2
Ms P Liao	2	2
Mr I Burton	2	2
Ms X L Wu	-	2
Mr C J Einstein	2	2
Mr D J Bell	2	2

15. NON-AUDIT SERVICES

Details of amounts paid or payable to the auditor for non-audit services provided during the year by the auditor are outlined in note 31 to the financial statements.

The directors are satisfied that the provision of non-audit services, during the year, by the auditor (or by another person or firm on the auditor's behalf) is compatible with the generally accepted standards of independence for auditors.

The directors are of the opinion that the services as disclosed in note 31 to the financial statements do not compromise the external auditor's independence, for the following reasons:

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

16. INDEPENDENT AUDITOR'S REPORT

The independent auditor's report is included after this report.

The directors' report is signed in accordance with a resolution of directors.

On behalf of the Directors.

I J BURTON
Director
Perth, Western Australia
29 June 2016

Deloitte.

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Independent Auditor's Report to the members of Merchant House International Limited

We have audited the accompanying financial report of Merchant House International Limited, which comprises the statement of financial position as at 31 March 2016, the statement of profit or loss and other comprehensive income , the statement of cash flows and the statement of changes in equity for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year as set out on pages 21 to 72.

The Directors' Responsibility for the Financial Report

The directors' are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards and for such internal control as the directors' determine is necessary to enable the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 2, the directors' also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the consolidated financial statements comply with International Financial Reporting Standards.

Auditor's Responsibility

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

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

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

Opinion

In our opinion:

(a) the financial report of Merchant House International Limited presents fairly, in all material respects, the consolidated entity's financial position as at 31 March 2016 and its financial performance for the year then ended in accordance with Australian Accounting Standards; and

(b) the consolidated financial statements also comply with International Financial Reporting Standards as disclosed in Note 2.

Deloitte Touche Tohmatsu
DELOITTE TOUCHE TOHMATSU

Leanne Karamfiles
Partner
Chartered Accountants
Perth, 29 June 2016

DIRECTORS' DECLARATION

1 In the opinion of the directors of Merchant House International Limited (the "Company"):

(a) the consolidated financial statements and notes thereto:

(i) give a true and fair view of the Group's financial position as at 31 March 2016 and of its performance and cash flows for the year ended on that date; and

(ii) comply with Australian Accounting Standards (including the Australian Accounting Interpretations); and

(b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

2 The directors draw attention to note 2 to the consolidated financial statements, which includes a statement of compliance with International Financial Reporting Standards.

Signed in accordance with a resolution of the Directors.

On behalf of the Directors

I J BURTON
Director

Perth, Western Australia
29 June 2016

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2016

	Note	2016 $'000	2015 $'000
CURRENT ASSETS			
Cash and cash equivalents	14(a)	25,469	18,950
Trade and other receivables	12	9,782	8,319
Inventories	13	3,811	3,414
Current tax assets	11(c)	-	110
Prepayments		334	883
TOTAL CURRENT ASSETS		39,396	31,676
NON CURRENT ASSETS			
Interests in associates	27	10,781	10,455
Property, plant and equipment	15	9,029	10,370
Lease premium for leasehold land	16	1,223	1,323
Deferred tax assets	11(d)	44	15
Goodwill	17	229	229
TOTAL NON CURRENT ASSETS		21,306	22,392
TOTAL ASSETS		60,702	54,068
CURRENT LIABILITIES			
Trade and other payables	18	12,096	7,262
Bank borrowings	14(b)	1,109	1,106
Current tax payable	11(c)	226	-
Provisions	20	313	115
TOTAL CURRENT LIABILITIES		13,744	8,483
NET ASSETS		46,958	45,585
EQUITY			
Issued capital		2,944	2,944
Retained earnings		36,425	34,121
Foreign currency translation reserve		7,589	8,520
TOTAL EQUITY		46,958	45,585

The financial statements are to be read in conjunction with the notes to the financial statements.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2016

	Note	2016 $'000	2015 $'000
Continuing operations			
Revenue	6	95,410	86,196
Cost of sales	13	(84,244)	(77,130)
Gross profit		11,166	9,066
Interest income	6	41	77
Other (losses) and gains	7	(116)	55
Share of profits of associates	27	2,182	1,095
Impairment of interest in an associate		(84)	-
Impairment of amount due from an associate		(131)	-
Impairment of property, plant and equipment	15	-	(2,285)
Impairment of inventories		-	(102)
Administration expenses		(8,375)	(8,346)
Finance costs – interest expense		(40)	(16)
Other expenses		(1,436)	(1,450)
Profit / (loss) before tax	8	3,207	(1,906)
Income tax expense	11(a)	(440)	(17)
Profit / (loss) from continuing operations	10	2,767	(1,923)
Discontinued operations			
Loss on dissolution of subsidiaries		-	(60)
Profit / (loss) for the year	10	**2,767**	**(1,983)**

The financial statements are to be read in conjunction with the notes to the financial statements.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2016 (continued)

	2016 $'000	2015 $'000
Other comprehensive income, net of income tax		
Items that may be reclassified subsequently to profit or loss		
Exchange differences arising on translation of foreign operations	(930)	7,632
Reversal of foreign currency translation reserve on dissolution of subsidiaries	-	673
Income tax on items that may be reclassified subsequently to profit or loss	(1)	(3)
Total items that may be reclassified subsequently to profit or loss	(931)	8,302
Other comprehensive (loss) / income for the year, net of income tax	(931)	8,302
Total comprehensive income for the year	**1,836**	**6,319**
Profit/(loss) for the year attributable to owners of the Company	**2,767**	**(1,983)**
Total comprehensive income attributable to owners of the Company	**1,836**	**6,319**
Earnings / (loss) per share from continuing operations		
Basic and diluted (cents per share)	2.94	(2.04)
Loss per share from discontinued operations		
Basic and diluted (cents per share)	-	(0.06)
Earnings / (loss) per share for profit attributable to owners of the Company		
Basic and diluted (cents per share)	2.94	(2.10)

The financial statements are to be read in conjunction with the notes to the financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2016

		Attributable to owners of the Company			
	Note	Issued capital $'000	Retained earnings $'000	Foreign currency translation reserve $'000	Total $'000
Balance at 1 April 2014		2,944	36,544	218	39,706
Loss for the year		-	(1,983)	-	(1,983)
Reversal of foreign currency translation reserve on dissolution of subsidiaries		-	-	673	673
Other comprehensive income		-	-	7,629	7,629
Total comprehensive (loss)/income for the year		-	(1,983)	8,302	6,319
Reversal of unclaimed dividends	23	-	31	-	31
Dividends	23	-	(471)	-	(471)
Balance at 31 March 2015		**2,944**	**34,121**	**8,520**	**45,585**
Balance at 1 April 2015		2,944	34,121	8,520	45,585
Profit for the year		-	2,767	-	2,767
Other comprehensive loss		-	-	(931)	(931)
Total comprehensive income for the year		-	2,767	(931)	1,836
Reversal of unclaimed dividends	23	-	8	-	8
Dividends	23	-	(471)	-	(471)
Balance at 31 March 2016		**2,944**	**36,425**	**7,589**	**46,958**

The financial statements are to be read in conjunction with the notes to the financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2016

	Note	2016 $'000	2015 $'000
Cash flows from operating activities			
Receipts from customers		93,766	86,214
Payments to suppliers and employees		(88,480)	(85,080)
Government subsidy		-	6
Finance costs		(40)	(16)
Income tax paid		(118)	(180)
Net cash generated from operating activities	14(c)	5,128	944
Cash flows from investing activities			
Interest received		41	107
Proceeds from disposal of property, plant and equipment		9	2
Payments for property, plant and equipment		(404)	(870)
Dividend received from an associate		1,074	-
Net cash generated from / (used in) investing activities		720	(761)
Cash flows from financing activities			
Repayment of borrowings		-	(690)
Proceeds from borrowings		-	1,661
Dividends paid		(469)	(397)
Net cash (used in) / generated from financing activities		(469)	574
Net increase in cash and cash equivalents		5,379	757
Cash and cash equivalents at the beginning of the year		18,950	15,010
Effects of exchange rate changes on the balance of cash and cash equivalents held in foreign currencies		1,140	3,183
Cash and cash equivalents at the end of the year	14(a)	25,469	18,950

The financial statements are to be read in conjunction with the notes to the financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2016

1. GENERAL INFORMATION

Merchant House International Limited (the Company) is a listed public company incorporated in Bermuda and operating in Hong Kong, China and the United States of America (USA).

The addresses of its registered office and its principal place of business are as follows:

Registered Office	Principal place of business
Level 2, 55 Carrington Street Nedlands Western Australia 6009	10th Floor, E-Trade Plaza 24 Lee Chung Street Chai Wan Hong Kong

These consolidated financial statements comprise the Company and its subsidiaries (collectively the "Group" and individually as "Group Entities").

The Group is a for-profit entity and its principal activities are the manufacturing and distribution of home textile and footwear.

2. STATEMENT OF COMPLIANCE

The consolidated financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards ("AASBs") and Interpretations adopted by the Australian Accounting Standards Board ("AASB"), and comply with other requirements of the law. The consolidated financial statements also comply with International Financial Reporting Standards (IFRS's) adopted by the International Accounting Standards Board (IASB).

The consolidated financial statements were authorised for issue by the Board of Directors on 29 June 2016.

Details of the Group's accounting policies, including changes during the year, are included in notes 35 and 36.

The Company is a company of the kind referred to in Australian Securities and Investments Commission "ASIC" Class Order 98/100, dated 10 July 1998, and in accordance with that Class Order amounts in the financial report are rounded off to the nearest thousand dollars, unless otherwise indicated.

3. FUNCTIONAL AND PRESENTATION CURRENCY

The individual financial statements of each Group Entity are presented in its functional currency being the currency of the primary economic environment in which the entity operates. The functional currencies of subsidiaries are Hong Kong Dollar (HKD), Chinese Yuan Renminbi (CNY) and US Dollar (USD). For the purpose of the consolidated financial statements, the results and financial position of each entity are expressed in Australian dollars, which is the functional currency of the Company and the presentation currency for the consolidated financial statements.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATION

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions of accounting estimates are recognised prospectively.

(a) Judgements, assumptions and estimation uncertainties

Information about judgements made in applying accounting policies that have the most significant effect on the amounts recognised in the consolidated financial statements and information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March 2016 are included in the following notes:

(i) Note 12 – Recoverability of debtors
(ii) Note 13 – Impairment of inventories
(iii) Note 15 – Impairment of property, plant and equipment
(iv) Note 17 – Goodwill
(v) Note 20 – Provision for sales returns and claims

(b) Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurable date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of AASB 2, leasing transactions that are within the scope of AASB 117, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in AASB 2 or value in use in AASB 136.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurable date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Further information about the assumptions made in measuring fair values is included in note 25.

5. OPERATING SEGMENTS

Information about reportable segments

The Group has identified its operating segments on the internal reports that are reviewed and used by the Board of Directors (chief operating decision makers) in assessing performance and determining the allocation of resources.

The Group currently operates in three distinct segments. These are:

- Home textile
- Footwear manufacturing
- Footwear trading

During the current year, the home textile trading and the home textile manufacturing segments were combined into one operating segment. The chief operation decision maker considers that this would best demonstrate business performance of the home textiles division. The comparative figures were restated.

The home textile segment manufactures and sells home textile products to both local and overseas customers.

The footwear trading segment is engaged in the exporting trading of work boots and shoes to overseas customers.

The footwear manufacturing segment manufactures work boots and shoes in USA and sells directly to domestic customers.

Unless otherwise stated, all amounts reported to the Board of Directors as the chief operating decision maker, are determined in accordance with AASB 8 *Operating Segments.*

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable operating segment for the years under review:

	Assets		Liabilities	
	2016 $'000	2015 $'000	2016 $'000	2015 $'000
Home textile	39,074	32,221	4,929	2,569
Footwear trading	8,391	8,756	7,438	4,455
Footwear manufacturing	1,891	2,115	1,227	1,322
Total segment assets and liabilities	49,356	43,092	13,594	8,346
Investment in associates	10,781	10,455	-	-
Corporate and other segment assets/liabilities	565	521	150	137
Total	60,702	54,068	13,744	8,483

For the purpose of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than goodwill and deferred tax assets. Goodwill is allocated to the footwear trading segment as described in note 17; and
- all liabilities are allocated to reportable segments other than Group Entity liabilities and deferred tax liabilities.

The chief operating decision maker monitors the cash, receivables and payables position. This is the information that the chief operating decision maker receives and reviews to make decisions.

5. SEGMENT INFORMATION (continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results from continuing operations by reportable operating segment.

	Revenue		Segment profit/(loss)	
	2016 $'000	2015 $'000	2016 $'000	2015 $'000
Home textile	35,939	28,346	1,971	131
Footwear trading	58,035	56,826	1,882	2,247
Footwear manufacturing	1,896	1,024	(2,279)	(4,968)
	95,870	86,196	1,574	(2,590)
Eliminations	(460)	-	(239)	(154)
Total for continuing operations	95,410	86,196	1,335	(2,744)
Share of profits of associates			2,182	1,095
Interest income			41	77
Central administrative expenses and directors' remuneration			(96)	(318)
Finance costs – interest expense			(40)	(16)
Impairment of interest in an associate			(84)	-
Impairment of amount due from an associate			(131)	-
Profit / (loss) before tax			3,207	(1,906)

The elimination figure reported in the table above represents intercompany revenue and expenses which have been eliminated on consolidation.

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 36. Segment profit represents the profit before tax earned by each segment without allocation of central administrative expenses and directors' remuneration, share of profits of associates, impairment losses, interest income and finance costs. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

5. SEGMENT INFORMATION (continued)

Geographical information

The Group's three divisions operate in five principal geographical areas – the USA/South America, Australia/New Zealand, China/Hong Kong, Canada and Europe. The Group's revenue and information about its segment assets (non-current assets excluding interests in associates and other financial assets) by geographical location are detailed below:

	Revenue from external customers		Non-current assets	
	2016 $'000	2015 $'000	2016 $'000	2015 $'000
United States of America / South America	93,079	81,363	1,100	1,201
Australia / New Zealand	1,349	2,890	229	229
Canada	232	1,640	-	-
Europe	173	259	-	-
China/Hong Kong	201	-	9,152	10,492
Others	376	44	-	-
	95,410	86,196	10,481	11,922

Revenues from external customers are attributed to individual countries based on the invoiced address for the goods.

Non-current assets exclude deferred tax assets and interests in associates.

5. SEGMENT INFORMATION (continued)

Other segment information

	Home Textile		Footwear Trading		Footwear Manufacturing	
	2016 $'000	**2015 $'000**	**2016 $'000**	**2015 $'000**	**2016 $'000**	**2015 $'000**
Interests in associates	-	274	10,781	10,181	-	-
Share of net (loss) / profit of associates	(111)	(140)	2,293	1,235	-	-
Acquisition of segment assets	301	502	36	2	67	366
Depreciation and amortisation of segment assets	1,162	1,016	31	24	62	315

Information about major customers

The Group's Top 3 customers account for 53.02% (2015: 49.43%) of direct sales. The table below shows the split between the two main segments:

Top ranking customers	Percentage of total sales		Home textile		Footwear trading	
	2016 %	**2015 %**	**2016 $'000**	**2015 $'000**	**2016 $'000**	**2015 $'000**
First	20.93	11.73	-	-	19,972	10,112
Second	19.85	17.27	18,938	14,888	-	-
Third	12.24	20.43	7,696	3,584	3,983	14,026
	53.02	49.43	26,634	18,472	23,955	24,138

6. REVENUE AND INTEREST INCOME

The following is an analysis of the Group's revenue and interest income for the year from continuing operations.

	2016 $'000	2015 $'000
Continuing operations		
Revenue from the sale of goods	95,410	86,196
Interest income from bank deposits	41	77
Total	95,451	86,273

7. OTHER (LOSSES) AND GAINS

	2016 $'000	2015 $'000
Net exchange (loss) / gain on foreign currency transactions	(177)	58
Loss on disposal of property, plant and equipment	(25)	(93)
Others	86	90
	(116)	55

8. PROFIT / (LOSS) FOR THE YEAR FROM CONTINUING OPERATIONS

Profit / (loss) for the year from continuing operations has been arrived after charging:

	2016 $'000	2015 $'000
Depreciation and amortisation expense		
Depreciation of non-current assets	1,219	1,324
Amortisation of non-current assets	36	31
	1,255	1,355
Research and development costs expensed as incurred	437	460
Operating lease rental expenses		
Minimum lease payments	317	258
Employee benefits expense		
Key management personnel remuneration	1,237	1,100
Wages and salaries	7,045	6,263
Contributions to defined contribution plans	82	46
Movement in liability for long service leave	61	75
Other employee benefits	647	388
Total employee benefits expense	9,072	7,872

9. SHARE-BASED PAYMENTS

The Group does not recognise a long-term share-based payment scheme. However, at the discretion of the Board of Directors, key management personnel may be issued Company shares in lieu of bonus payments as an equity-settled share based payment. The number of shares is calculated by converting the dollar value of the bonus at the market share price on the date the bonus is earned. During the current year, no shares were issued (2015: no shares were issued).

The value of the shares issued is recognised as employee expenses in the relevant subsidiary and the corresponding amount as an increase in Company equity.

10. EARNINGS / (LOSS) PER SHARE

(a) Basic earnings / (loss) per share

The calculation of basic earnings per share at 31 March 2016 was based on the profit attributable to ordinary shareholders of $2,767 thousand, (31 March 2015: loss of $1,983 thousand) and a weighted average number of ordinary shares outstanding of 94,266,496 (31 March 2015: 94,266,496) calculated as follows:

10. EARNINGS / (LOSS) PER SHARE (continued)

(a) Basic earnings / (loss) per share (continued)

Profit/(loss) attributable to ordinary shareholders

	2016 $'000	2015 $'000
Profit / (loss) from continuing operations	2,767	(1,923)
Loss from discontinued operations	-	(60)
Profit / (loss) attributable to owners of the Company	2,767	(1,983)

Weighted average number of ordinary shares

	2016 Number	2015 Number
Issued ordinary shares throughout the year	94,266,496	94,266,496

11. INCOME TAX EXPENSE

(a) Amounts recognised in profit or loss

	2016 $'000	2015 $'000
Current tax expense in respect of the current year	642	186
Adjustments recognised in the current year in relation to the current tax of prior years	-	(5)
Current year tax losses not brought to account	186	296
Deferred tax income relating to the origination of temporary differences	(29)	(14)
Withholding tax of dividend received from associate	107	-
Claim for offshore tax	(466)	(376)
Over provided in prior years	-	(70)
Tax expense attributable to continuing operations	440	17

11. INCOME TAXES (continued)

(b) Reconciliation of effective tax rate

	Note	2016 $'000	2015 $'000
Profit / (loss) from continuing operations		3,207	(1,906)
Loss from discontinued operations		-	(60)
		3,207	(1,966)
Income tax expense / (benefit) calculated at 30%	(i)	962	(590)
Effect of different tax rates of the Company and its subsidiaries operating in other jurisdictions	(ii)	233	945
Effect of non-deductible expenses		77	4
Effect of non-assessable revenue		(16)	126
Effect of depreciation allowances		48	29
Effect of tax rebates		(7)	(4)
Unused tax losses and tax offsets not recognised as deferred tax assets		156	282
Share of profits of associates		(654)	(329)
Withholding tax of dividend received from associate		107	-
Claim for offshore tax		(466)	(376)
Over provided in prior years		-	(70)
		440	17

Key to the table

(i) The tax rate used in the above reconciliation is the corporate tax rate of 30% payable by Australian corporate entities on taxable profits under Australian tax law. There has been no change in the corporate tax rate when compared to the previous reporting period.

(ii) The Company is taxed in the country of its incorporation, Bermuda. The tax rate in Bermuda is 0% (2015: 0%). The subsidiaries incorporated in Hong Kong are taxed at 16.5% (2015: 16.5%). The subsidiaries incorporated in China are taxed at 25% (2015: 25%). The subsidiaries incorporated in the US are taxed between 6.5% and 40.5% due to differing state and federal tax rates.

(c) Current tax assets and liabilities

	2016 $'000	2015 $'000
Current tax assets		
- Tax refund receivable	-	110
Current tax liabilities		
- Income tax payable attributable to subsidiaries	226	-

11. INCOME TAXES (continued)

(d) Deferred tax balances

Deferred tax assets / (liabilities) arise from the following:

	Balance at 1 April $'000	Charged to Income $'000	Recognised in other comprehensive income $'000	Balance at 31 March $'000
2016				
Temporary differences				
Trade and other receivables	9	-	-	9
Property, plant and equipment	(15)	19	-	4
Trade and other payables	27	(5)	-	22
Provisions	(1)	16	-	15
Exchange difference on a foreign subsidiary	(5)	-	(1)	(6)
	15	29	(1)	44
Tax losses not recognised	1,007	566	-	1,573
2015				
Temporary differences				
Trade and other receivables	9	-	-	9
Property, plant and equipment	(41)	26	-	(15)
Trade and other payables	26	1	-	27
Provisions	12	(13)	-	(1)
Exchange difference on a foreign subsidiary	(2)	-	(3)	(5)
	4	14	(3)	15
Tax losses not recognised	126	881	-	1,007

(e) Franking account

The franking account balance as at 31 March 2016 was $Nil (2015: $Nil).

12. TRADE AND OTHER RECEIVABLES

	Note	2016 $'000	2015 $'000
Current			
Trade receivables		9,119	7,145
Allowance for doubtful debts		(77)	(205)
Trade receivables, net		9,042	6,940
Loan receivable	(i)	391	390
Bills receivable	(ii)	-	337
Other receivables		54	289
VAT refund receivable	(iii)	190	150
Amount receivable from associates	(iv)	-	145
Deposits	(v)	105	68
		9,782	8,319

Terms and conditions of other receivables

(i) The loan was made to a potential business partner for exploring new business development opportunities. The amount is non-interest bearing and repayable on demand;

(ii) The bills receivable is non-interest bearing and payable within 30 days;

(iii) The VAT refund receivable is non-interest bearing for the export of goods;

(iv) The amounts due from associates are non-interest bearing and payable on demand;

(v) The deposits are non-interest bearing and repayable on demand.

The average credit period on sales of goods and rendering of services is 60 days (2015: 60 days). No interest is charged on trade receivables.

Trade receivables disclosed above include amounts (see below for aged analysis) that are past due at the end of the reporting period for which the Group has not recognised an allowance for doubtful debts because there has not been a significant change in credit quality and the amounts are still considered recoverable.

Included in the Group's trade receivable balance are debtors with a carrying amount of $660 thousand (2015: $67 thousand) which are past due for 30 to 90 days at the reporting date for which the Group has not provided as there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances. The average age of these receivables is 90 days (2015: 90 days).

12. TRADE AND OTHER RECEIVABLES (continued)

	2016 $'000	2015 $'000
Movements in the allowance for doubtful debts		
Balance at 1 April	205	169
Provision for the year	81	-
Amounts written off as uncollectable	(207)	-
Exchange differences	(2)	36
Balance at 31 March	77	205

Impairment of trade receivables

At each reporting date, the Group evaluates the collectability of trade receivables and records provisions for doubtful debts based on experience including comparisons of the relative age of accounts and consideration of actual write-off history. The actual level of debt collected may differ from the estimated levels of recovery, and could impact operating results, either positively or negatively.

The Group has recognised an allowance for doubtful debts based on estimated irrecoverable amounts determined by reference to past default experience of the counterparty and an analysis of the counterparty's current financial position.

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date. The concentration of credit risk is limited due to the customer base being large and unrelated. Accordingly, the directors believe that there is no further credit provision required in excess of the allowance for doubtful debts.

During the current year, a provision for a doubtful debt amounting to $81 thousand was made. In addition to this provision, an allowance for doubtful debts of $207 thousand which had been provided in a prior period was formally forgiven and eliminated against the provision previously made.

13. INVENTORIES

	2016 $'000	2015 $'000
Materials	1,659	1,418
Work in progress	1,021	1,481
Finished goods	1,131	617
Impairment of inventories	-	(102)
	3,811	3,414

The cost of inventories recognised as an expense during the year in respect of continuing operations was $84,244 thousand (2015: $77,130 thousand).

The cost of inventories recognised as an expense includes $nil (2015: $102 thousand) in respect of write-downs to net realisable value for goods returned.

14. CASH AND CASH EQUIVALENTS

For the purposes of the statement of cash flows, cash and cash equivalents includes cash on hand and in banks. Cash and cash equivalents at the end of the financial year, as shown in the statement of cash flows, is reconciled to the related items in the statement of financial position as follows:

(a) Reconciliation of cash and cash equivalents

	2016 $'000	2015 $'000
Bank balances and cash	25,469	18,950

The Group's exposure to interest rate risk and a sensitivity analysis for financial assets and liabilities are disclosed in note 25.

The perceived credit risk is low as cash and cash equivalents are held with authorised financial institutions with good credit ratings.

(b) Financing facilities

	2016 $'000	2015 $'000
Unsecured bank facilities reviewed annually		
Amounts used	1,109	1,106
Amounts unused	11,037	16,038
	12,146	17,144

The Group has access to financing facilities at the reporting date as indicated above. The facility is unsecured and is available for letters of credit, trust receipt financing, working capital loans, revolving loans and shipping guarantees. Refer to note 19 for more details.

14. CASH AND CASH EQUIVALENTS (continued)

(c) Reconciliation of cash flows from operating activities

	2016 $'000	2015 $'000
Profit / (loss) for the year	2,767	(1,983)
Depreciation and amortisation of non-current assets	1,255	1,355
Share of profit of associates	(2,182)	(1,095)
Impairment loss recognised on trade receivables	81	-
Foreign exchange loss / (gain) on translation	177	(58)
Loss on dissolution of subsidiaries	-	60
Impairment of interest in an associate	84	-
Impairment of amount due from an associate	131	-
Interest income	(41)	(77)
Loss on disposal of property, plant and equipment	25	93
Impairment of property, plant and equipment	-	2,285
(Reversal of) / provision for impairment of inventories	(106)	102
	2,191	682
Change in net assets and liabilities, net of effects from acquisitions and disposal of businesses:		
(Increase) / decrease in assets:		
- Trade and other receivables	(1,161)	(91)
- Inventories	(1,629)	(569)
- Current tax assets	134	(49)
Increase / (decrease) in liabilities:		
- Trade and other payables	5,200	1,097
- Provisions	205	(12)
- Current tax liabilities	217	(100)
- Provisions	(29)	(14)
Net cash generated from operating activities	5,128	944

15. PROPERTY, PLANT AND EQUIPMENT

	Buildings $'000	Freehold land $'000	Leasehold improvements $'000	Plant and equipment $'000	Construction in progress $'000	Total $'000
Gross carrying amount						
Balance at 1 April 2014	9,976	32	289	9,710	62	20,069
Additions	7	-	-	863	-	870
Disposals	-	-	-	(411)	(66)	(477)
Exchange differences	2,114	7	57	2,104	4	4,286
Balance at 31 March 2015	12,097	39	346	12,266	-	24,748
Additions	-	-	-	404	-	404
Disposals	-	-	-	(200)	-	(200)
Exchange differences	(528)	-	1	(437)	-	(964)
Balance at 31 March 2016	11,569	39	347	12,033	-	23,988

15. PROPERTY, PLANT AND EQUIPMENT (continued)

	Buildings $'000	Freehold land $'000	Leasehold improvements $'000	Plant and equipment $'000	Construction in progress $'000	Total $'000
Accumulated depreciation/amortisation and impairment						
Balance at 1 April 2014	4,079	-	120	4,627	-	8,826
Disposals	-	-	-	(382)	-	(382)
Impairment losses charged to profit or loss	-	-	-	2,285	-	2,285
Amortisation / depreciation expense	462	-	79	783	-	1,324
Exchange differences	935	-	35	1,355	-	2,325
Balance at 31 March 2015	5,476	-	234	8,668	-	14,378
Disposals	-	-	-	(166)	-	(166)
Amortisation / depreciation expense	533	-	94	592	-	1,219
Exchange differences	(295)	-	(3)	(174)	-	(472)
Balance at 31 March 2016	5,714	-	325	8,920	-	14,959
Net book value						
As at 31 March 2015	6,621	39	112	3,598	-	10,370
As at 31 March 2016	5,855	39	22	3,113	-	9,029

15. PROPERTY, PLANT AND EQUIPMENT (continued)

Impairment losses charged to profit or loss

No impairment loss in property, plant and equipment is recognised in the current year. The impairment charge recognised in previous year related to certain assets used in the Group's footwear manufacturing reportable segment. Cash flow projections are based on a 5-year financial budget approved by the directors. The estimate of value in use was determined using a pre-tax discount rate of 10.07%, and a terminal value growth rate of 2% from 2018. The directors believe that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the carrying value to exceed its recoverable amount as at reporting date.

16. LEASE PREMIUM FOR LEASEHOLD LAND

The figures below represent consolidated figures for the Group subsidiaries. The payments made in advance held under an operating lease are recognised in the statement of financial position as lease premium for leasehold land and are amortised on a straight-line basis over the period of the lease term.

	Leasehold land at fair value $'000
Gross carrying amount	
Balance at 1 April 2014	1,473
Exchange differences	314
Balance at 31 March 2015	1,787
Exchange differences	(89)
Balance at 31 March 2016	1,698
Accumulated depreciation/amortisation and impairment	
Balance at 1 April 2014	353
Amortisation / depreciation expense	31
Exchange differences	80
Balance at 31 March 2015	464
Amortisation / depreciation expense	36
Exchange differences	(25)
Balance at 31 March 2016	475
Net book value	
As at 31 March 2015	1,323
As at 31 March 2016	1,223

17. GOODWILL

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and an appropriate discount rate in order to calculate the present value.

	2016 $'000	2015 $'000
Gross Carrying Amount		
Balance at 1 April to 31 March	959	959
Accumulated impairment losses		
Balance at 1 April to 31 March	(730)	(730)
Net book value		
Balance at 1 April to 31 March	229	229

The goodwill is attributable to the footwear trading business of the Group. During the financial year, the Group assessed the recoverable amount of goodwill, and determined that it was not impaired (2015: nil).

Allocation of goodwill

After recognition of amortisation and impairment losses, the carrying amount of goodwill was allocated to the following cash generating unit:

	2016 $'000	2015 $'000
Footwear trading	229	229

Key assumptions

The recoverable amount of this cash-generating unit is determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by management covering a five-year period and a discount rate of 10.16% (2015: 12%) per annum. Cash flow projections during the budget period for the cash-generating unit are based on historical data and trend, lower gross margins during the budget period and the consumer price inflation during the budget period. Management believes that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash-generating unit. Management estimates gross profit margins will stay at around 4.5% and 5.0% (2015: between 5.5% and 6.2%) in the next five years.

18. TRADE AND OTHER PAYABLES

	2016 $'000	2015 $'000
Current		
Amounts payable to associates	7,155	4,096
Trade payables	3,874	2,030
Accruals	973	881
Receipts in advance	-	182
Others	94	73
	12,096	7,262

The average credit period on trade purchases is 60 days (2015: 60 days). The trade payable balances are non-interest bearing. The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe.

The balances due to associates are non-interest bearing and repayable according to the agreed trade terms.

19. FINANCING FACILITIES

As at 31 March 2016, the Group's bank loans were repayable within one year and bore interest at prevailing market rates. The total banking facilities available was $12,146 thousand (2015: $13,790 thousand) and $1,109 thousand was utilised (2015: $1,106 thousand). These facilities are reviewed annually.

During the year, the Group had access to a foreign currency forward contract facility up to $3,364 thousand (2015: $3,354 thousand). This facility was not utilised during the year (2015: not utilised). This facility is reviewed annually.

As at 31 March 2016, the Company has given guarantees to certain banks to support these banking facilities granted to the Group.

20. PROVISIONS

	Note	2016 $'000	2015 $'000
Sales returns and claims	(i)	313	115
Balance at 1 April		115	42
Additional provisions recognised		1,291	316
Amount utilised or written back		(1,085)	(259)
Exchange differences		(8)	16
Balance at 31 March		313	115

(i) The provision for sales returns and claims represents the return and customers' claim on defective goods. The provision represents the present value of the directors' best estimate of the future sacrifice of economic benefits that will be incurred. The estimate amount is based on historical return and claim proportion.

21. RETIREMENT BENEFIT PLANS

The Group operates defined contribution retirement plans for all qualifying employees. The assets of the plans are held separately from those of the Group in funds under the control of the trustees. Where employees leave the plans prior to full vesting of the contributions, the contributions payable by the Group are reduced by the amount of the forfeited contributions.

During the year, the total expense, representing the contribution paid / payable to these plans, recognised in profit or loss was $85 thousand (2015: $46 thousand).

22. CAPITAL AND RESERVES

(a) Share capital

The Company does not have a limited amount of authorised capital and issued shares do not have a par value. Throughout the years ended 31 March 2016 and 31 March 2015, the number of shares in issue is 94,266,496 and there was no movement in the issued capital of the Company.

(b) Ordinary shares

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. Option holders cannot participate in any new share issues by the Company without exercising their options.

In the event of a winding up of the Company, ordinary shareholders rank after all other shareholders and creditors and are fully entitled to any proceeds on liquidation.

All issued shares are fully paid.

The Company does not hold issued share options.

22. CAPITAL AND RESERVES (continued)

(c) Nature and purpose of reserves

Translation reserve

Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. Australian dollars) are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve. Exchange differences previously accumulated in the foreign currency translation reserve are reclassified to profit or loss on the disposal of the foreign operations.

23. DIVIDENDS

	2016 $'000	2015 $'000
Dividends declared in respect of the financial year:		
Recognised amounts (declared and paid)		
Fully paid ordinary shares		
- Interim :0.5¢ paid (2015: Nil)	471	-
- Final Nil paid (2015:0.5¢)	-	471
	471	471

The board of directors of the Company does not recommend the payment of a final dividend in respect of the year ended 31 March 2016 (2015: nil).

Pursuant to Bye-law 147 of the Company's Constitution, any dividend unclaimed after a period of 6 years from the date of declaration of such dividend may be forfeited by board of directors and shall revert to the company. During the year ended 31 March 2016, $8 thousand (2015: $31 thousand) was written back as an unclaimed dividend and $37 thousand (2015: $43 thousand) has been provided for pending forfeiture for unclaimed dividends between 1 and 6 years.

24. CAPITAL MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, while maximising the return to stakeholders through the optimisation of debt and equity.

There were no changes in the Group's approach to capital management during the year.

The Group Entities are not subject to externally imposed capital requirements.

24. CAPITAL MANAGEMENT (continued)

Gearing ratio
The Group reviews the capital structure half-yearly and considers the cost of capital and the risks associated with each class of capital as part of this review. The Group will balance its overall capital structure through the payment of dividends, new share issue and buy-backs, where necessary, as well as the issue of new debt or the redemption of existing debt. The gearing ratio at year end was as follows:

	Note	2016 $'000	2015 $'000
Financial assets			
Debt	(i)	1,109	1,106
Cash and cash equivalents		(25,469)	(18,950)
Net (cash) / debt		(24,360)	(17,844)
Equity	(ii)	46,958	45,585
Net debt to equity ratio		N/A	N/A

(i) Debt is as detailed in notes 14(b) and 19.
(ii) Equity includes all capital and reserves.

25. FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

(a) Carrying amounts and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy for financial instruments measured at fair value. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

	Carrying Amounts			Fair Values			
	Current assets						
	Other receivables	Cash and cash equivalents	Total	Level 1	Level 2	Level 3	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000
2016							
Financial assets not measured at fair value							
Cash and cash equivalents	-	25,469	25,469	-	-	-	-
Trade receivables	9,042	-	9,042	-	9,042	-	9,042
Other loans and receivables	740	-	740	-	740	-	740
	9,782	25,469	35,251	-	9,782	-	9,782
2015							
Financial assets not measured at fair value							
Cash and cash equivalents	-	18,950	18,950	-	-	-	-
Trade receivables	6,940	-	6,940	-	6,940	-	6,940
Amounts receivable from associates	145	-	145	-	145	-	145
Other loans and receivables	1,234	-	1,234	-	1,234	-	1,234
	8,319	18,950	27,269	-	8,319	-	8,319

25. FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT (continued)

(a) Carrying amounts and fair values (continued)

	Carrying Amounts			Fair Values			
	Current liabilities						
	Other financial liabilities	Trade and other payables	Total	Level 1	Level 2	Level 3	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000
2016							
Financial liabilities not measured at fair value							
Borrowings	1,109	-	1,109	-	-	1,109	1,109
Trade payables	-	3,874	3,874	-	3,874	-	3,874
Associated entities	-	7,155	7,155	-	7,155	-	7,155
Other payables	-	1,067	1,067	-	1,067	-	1,067
	1,109	12,096	13,205	-	12,096	1,109	13,205
2015							
Financial liabilities not measured at fair value							
Borrowings	1,106	-	1,106	-	-	1,106	1,106
Trade payables	-	2,035	2,035	-	2,035	-	2,035
Associated entities	-	4,096	4,096	-	4,096	-	4,096
Other payables	-	1,131	1,131	-	1,131	-	1,131
	1,106	7,262	8,368	-	7,262	1,106	8,368

The fair value of other financial assets and financial liabilities included in the level 2 category above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

25. FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT (continued)

(b) Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- credit risk
- liquidity risk
- market risk

(i) Risk Management framework

The Group's treasury team is focused on monitoring the unpredictability of domestic and international financial markets and monitors and manages the risks relating to the operations of the Group. These financial risks include market risk (including currency risk and interest rate risk), credit risk and liquidity risk.

The Group's treasury team meets regularly and seeks to minimise the potential adverse effects of these risks, by using suitable financial instruments to manage the exposure to those risks. All Group policies are approved by the directors, and provide written principles on managing foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non-derivative financial instruments, and the investment of excess liquidity to ensure net cash flows are sufficient to support the delivery of the Group's products, whilst protecting the future financial security of the Group.

(ii) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group only transacts with entities that are rated equivalent of investment grade and above. The Group uses publicly available financial information and its own trading record to rate its major customers. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

Trade receivables consist of a number of customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

The carrying amount of financial assets recorded in the financial statements, net of any allowances for losses, represents the Group's maximum exposure to credit risk without taking account of the value of any collateral obtained or other security obtained.

The Company has a policy of lending funds to its wholly owned subsidiaries ensuring their continued operations. The subsidiaries are continually monitored and should there be any risk that they are unable to repay the debt appropriate steps will be taken to remedy this situation.

25. FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT (continued)

(b) Financial risk management (continued)

(ii) Credit risk (continued)

At 31 March 2016, the maximum exposure to credit risk for trade and other receivables by type of counterparty was as follows:

	Carrying amount	
	2016	2015
	$'000	$'000
Trade receivables	9,042	6,940
Other loans and receivables	740	1,234
Associates	-	145
	9,782	8,319

(iii) Liquidity risk

Ultimate responsibility for liquidity risk management rests with the board of directors, who have built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Included in notes 14(b) and 19 is the total amount of facilities available to the Group to further reduce liquidity risk.

The following tables detail the company's and the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date of which the Group can be required to pay. The table includes both interest and principal cash flows.

	Weighted Average Effective Interest Rate %	Less than 1 month $'000	1 to 3 months $'000	3 to 12 Months $'000	Over 1 year $'000
2016					
Non-interest bearing	-	10,883	888	242	84
Variable interest rate instruments	2.75	3	5	23	1,108
		10,886	893	265	1,192
2015					
Non-interest bearing	-	6,376	687	129	69
Variable interest rate instruments	2.75	3	1,111	-	-
		6,379	1,798	129	69

25. FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT (continued)

(b) Financial risk management (continued)

(iii) Liquidity risk (continued)

The following table details the company's and the Group's expected maturity for its non-derivative financial assets. The tables below have been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets except where the company/Group anticipates that the cash flow will occur in a different period.

	Weighted Average Effective Interest Rate %	Less than 1 month $'000	1 to 3 months $'000	3 to 12 Months $'000	Over 1 year $'000
2016					
Non-interest bearing	-	28,799	48	422	408
Variable interest rate instruments	0.04	5,553	21	-	-
		34,352	69	422	408
2015					
Non-interest bearing	-	24,972	890	102	639
Variable interest rate instruments	0.34	645	22	-	-
		25,617	912	102	639

(iv) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates, commodity prices and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. The Group has the ability to enter into foreign exchange forward contracts to manage its exposure to foreign currency risk at the discretion of management.

There has been no change to the manner in which the Group manages market risk from the previous year.

Currency risk

The Group undertakes certain transactions denominated in foreign currencies, hence exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising foreign exchange forward contracts.

The carrying amount of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date is as follows:

Carrying amount	**Assets**		**Liabilities**	
	2016 $'000	**2015 $'000**	**2016 $'000**	**2015 $'000**
US dollar	33,658	25,609	8,414	5,471
HK dollar	708	451	176	343
Chinese Yuan Renminbi	744	1,094	4,464	2,417

25. FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT (continued)

(b) Financial risk management (continued)

(iv) Market risk (continued)

Currency risk (continued)

Foreign currency sensitivity analysis

The Group is mainly exposed to US dollars (USD) and Chinese Yuan Renminbi (CNY). The following table details the Group's sensitivity to a 5% (2015: 15%) increase and decrease in the Australian dollar against the relevant foreign currencies and represents management's assessment of the possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% (2015: 15%) change in foreign currency rates. The sensitivity analysis includes external loans as well as loans to foreign operations within the Group where the denomination of the loan is in a currency other than the functional currency of the lender or the borrower. A positive number indicates an increase in profit or loss where the Australian dollar strengthens against the respective currency.

The purchasing power of the subsidiary based in China is also linked to the US dollar exchange rate. The following table also shows the Group's sensitivity to a 5% (2015: 1%) increase and decrease in the Chinese Yuan Renminbi against the US dollar.

	Impact on profit & loss	
	2016	**2015**
	$'000	**$'000**
If AUD strengthens by 5% (2015: 15%)		
USD	(1,202)	(2,627)
HKD	(25)	(14)
CNY	177	173
If AUD weakens by 5% (2015: 15%)		
USD	1,329	3,554
HKD	28	19
CNY	(196)	(233)
If USD strengthens by 5% (2015: 1%)		
CNY	136	10
If USD weakens by 5% (2015: 1%)		
CNY	(150)	(10)

There would be no impact on other equity of the Company and the Group.

Forward foreign exchange contracts

It is the policy of the Group to enter into forward foreign exchange contracts to cover specific foreign currency transactions.

The Group has, in the past, entered into contracts to hedge the exchange rate risk arising from the payment of Australian suppliers using US dollar liquid funds.

There were no forward foreign currency contracts outstanding as at the reporting date (2015: nil).

25. FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT (continued)

(b) Financial risk management (continued)

(iv) Market risk (continued)

Interest rate risk

The Company and the Group are exposed to interest rate risk as entities in the Group borrow funds at floating interest rates. The Group manages this risk by maintaining an appropriate mix of floating rate borrowings. All borrowings are reviewed on an annual basis.

The Company and the Group's exposure to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

Exposure to interest rate risk
The interest rate profile of the Group's interest bearing financial instruments as reported to management of the Group is as follows:

	Carrying amount	
	2016	**2015**
	$'000	**$'000**
Variable rate instruments		
Financial assets	5,574	667
Financial liabilities	(1,109)	(1,106)
	4,465	(439)

Fair value sensitivity analysis for fixed rate instruments
The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instruments
The Group's sensitivity to interest rates during the current year was not material.

26. SUBSIDIARIES

Details of the Group's material subsidiaries as at 31 March 2016 are as follows:

Name of subsidiary	Principal activity	Place of incorporation and operation	Proportion of ownership interest and voting power held by the Group 2016 %	2015 %
Loretta Lee Limited	Home textile	Hong Kong	100	100
Forsan Limited	Footwear trading	Hong Kong	100	100
Grandview Textiles Limited	Home textile	Hong Kong	100	100
Pacific Bridges Enterprises Inc. (Delaware) USA	Investment holding	USA	100	100
Footwear Industries of Tennessee Inc.	Footwear manufacturing	USA	100	100
Carsan (Shunde) Manufacturing Company Limited	Home textile	China	100	100
Carsan Trading Company Limited	Home textile	China	100	100

(i) Merchant House International Limited is the ultimate holding company and was incorporated in Bermuda.

27. ASSOCIATES

Details of each of the Group's material associates as at 31 March 2016 are as follows:

Name of associate	Note	Principal activity	Place of incorporation and operation	Proportion of ownership interest and voting power held by the Group 2016 %	2015 %
Tianjin Jiahua Footwear Company Limited	(i)	Footwear manufacturing	China	30.00	30.00
Tianjin Tianxing Kesheng Leather Products Company Limited	(i)	Footwear manufacturing	China	33.79	33.79
Jawa (Jiangsu) Textiles Company Limited	(i)	Textile manufacturing and leasing of plant facilities	China	33.33	33.33

All of the above associates are accounted for using the equity method in these consolidated financial statements.

27. ASSOCIATES (continued)

	2016 $'000	2015 $'000
Interests in associates	10,781	10,455
Reconciliation of movement in investments accounted for using the equity method		
Balance at 1 April	10,455	7,362
Provision for impairment of investment	(177)	-
Share of profit for the year	2,182	1,095
Dividend paid	(1,118)	-
Exchange differences	(561)	1,998
Balance at 31 March	10,781	10,455

(i) The financial year end date of these associates is 31 December. This was the reporting date established when the associates were incorporated, and a change of reporting date is not permitted in China. For the purpose of applying the equity method of accounting, the financial statements of these associates for the year ended 31 December 2015 have been used, and appropriate adjustments have been made for the effects of significant transactions between that date and 31 March 2016.

27. ASSOCIATES (continued)

Summarised financial information in respect of each of the Group's material associates is set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with AASBs adjusted by the Group for equity accounting purposes.

	2016 Jiahua $'000	2016 Tianxing $'000	2016 Jawa $'000	2015 Jiahua $'000	2015 Tianxing $'000	2015 Jawa $'000
Financial position						
Current assets	9,753	42,059	27	10,300	39,222	358
Non-current assets	2,431	8,450	869	2,764	8,106	1,000
Current liabilities	(3,865)	(26,075)	(455)	(2,667)	(26,506)	(572)
Financial performance						
Revenue	37,356	103,317	261	30,936	94,685	1,814
Profit / (loss) for the year	2,067	4,950	(334)	1,353	2,455	(421)
Total comprehensive income / (loss) for the year	2,067	4,950	(334)	1,353	2,455	(421)
Dividends received from an associate during the year	1,118	-	-	-	-	-

Reconciliation of the above summarised financial information to the carrying amount of the interest in associates recognised in the consolidated financial statements:

	2016 Jiahua $'000	2016 Tianxing $'000	2016 Jawa $'000	2015 Jiahua $'000	2015 Tianxing $'000	2015 Jawa $'000
Net assets of the associate	8,319	24,434	441	10,397	20,822	786
Proportion of the Group's ownership interest in associate	30.00%	33.79%	33.33%	30.00%	33.79%	33.33%
	2,496	8,256	147	3,119	7,036	262
Provision for impairment	-	-	(147)	-	-	-
Carrying amount of the interest in associate	2,496	8,256	-	3,119	7,036	262

28. OPERATING LEASE ARRANGEMENTS

Operating leases

Leasing arrangements

Operating leases relate to an office premise and photocopiers under non-cancellable leases.

Non-cancellable operating lease commitments

	2016 $'000	2015 $'000
Not later than 1 year	87	271
Later than 1 year and not later than 5 years	29	117
	116	388

29. COMMITMENTS FOR EXPENDITURE

	2016 $'000	2015 $'000
Capital expenditure commitments		
Property, plant and equipment not later than 1 year	125	22

30. RELATED PARTY TRANSACTIONS

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Group and other related parties are disclosed below.

(a) Key management personnel compensation

Compensation paid to directors is paid by the Company and one of its subsidiaries.

The aggregate compensation paid to key management personnel of the Group and the company is set out below:

	2016 $'000	2015 $'000
Short-term employee benefits	1,234	1,080
Post-employment benefits	3	7
	1,237	1,087

30. RELATED PARTY TRANSACTIONS (continued)

(b) Transactions with key management personnel

Profit for the year includes the following items of expense that resulted from transactions, other than compensation, loans or equity holdings, with key management personnel or their related entities:

	2016 $'000	2015 $'000
Other transactions		
Dividend (paid by the Company)	282	282

(c) Trading transactions

During the year, the Group Entities entered into the following transactions with related parties that are not members of the Group:

Type of transaction	Class of related party	2016 $'000	2015 $'000
Purchase of goods	Associated entities		
	- Tianjin Jiahua Footwear Company Limited	15,994	12,733
	- Tianjin Tianxing Kesheng Leather Products Company Limited	34,070	35,162
	- Jawa (Jiangsu) Textiles Company Limited	62	377
Dividend received	Associated entities		
	- Tianjin Jiahua Footwear Company Limited	1,118	-

All transactions were under normal terms and conditions.

The following balances were outstanding at 31 March 2016:

		2016 $'000	2015 $'000
Current receivables	Associated entities		
	- Tianjin Jiahua Footwear Company Limited	-	129
	- Tianjin Tianxing Kesheng Leather Products Company Limited	-	11
	- Jawa (Jiangsu) Textiles Company Limited	-	4
Current payables	Associated entities		
	- Tianjin Jiahua Footwear Company Limited	1,136	594
	- Tianjin Tianxing Kesheng Leather Products Company Limited	6,019	3,502

Sales of goods to related parties were made at the Group's usual list prices. Purchases were made at market price discounted to reflect the quantity of goods purchased and the relationships between the parties.

30. RELATED PARTY TRANSACTIONS (continued)

(c) Trading transactions (continued)

The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received. No expense has been recognised in the current or prior periods for bad or doubtful debts in respect of the amounts owed by related parties.

31. REMUNERATION OF AUDITORS

	2016 $	2015 $
Group auditor – Deloitte Touche Tohmatsu		
Audit or review of the financial report of the Company	87,713	98,500
Other auditors		
Audit or review of the financial reports of subsidiaries	22,631	29,957
Taxation compliance services	-	8,840
Other non-audit services – W M Sum	30,997	26,873
	53,628	65,670

32. COMPANY INFORMATION

The accounting policies of the Company, which have been applied in determining the financial information shown below, are the same as those applied in the consolidated financial statements. Refer to note 36 for a summary of the significant accounting policies relating to the Group.

	2016 $'000	2015 $'000
Financial performance		
Profit / (loss) and total comprehensive income / (loss) for the year	388	(318)
Financial position		
Current assets	129	116
Non-current assets	3,633	6,533
Total assets	3,762	6,649
Current liabilities	150	137
Non-current liabilities	192	3,016
Total liabilities	342	3,153
Total equity of the Company comprising of:		
Share capital	2,944	2,944
Retained earnings	476	552
Total equity	3,420	3,496

32. COMPANY INFORMATION (continued)

		2016 $'000	2015 $'000
Related party transactions between the Company and related parties			
Type of transaction	***Class of related party***		
Management fee income	Subsidiaries	464	390
Dividend income	Subsidiaries	481	-
Guarantees entered into by the Company in relation to the debts of its subsidiaries			
Guarantee provided under the deed of cross guarantee (i)		10,091	10,063
(i) Merchant House International Limited has entered into a HK$ 60 million deed of cross guarantee in September 2008 with three of its wholly owned subsidiaries, Loretta Lee Limited, Forsan Limited and Grandview Textiles Limited.			

33. SUBSEQUENT EVENTS

Save as disclosed in these consolidated financial statements, there has not been any matter or circumstance, occurring subsequent to the end of the financial year, that has significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

34. BASIS OF MEASUREMENT

The consolidated financial statements have been prepared on a historical cost basis, except share-based payments which are measured at fair value.

35. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

New and revised AASBs affecting amounts reported and / or disclosures in the financial statements

During the current year, the Group has applied a number of new and revised AASBs issued by the Australian Accounting Standards Board (AASB) that are mandatorily effective for an accounting period that begins on or after 1 April 2015.

AASB 2013-9 *Amendments to Australian Accounting Standards – Conceptual Framework, Materiality and Financial Instruments: Part C*

Part C makes amendments to a number of Australian Accounting Standards, including incorporating Chapter 6 Hedge Accounting into AASB 9 Financial Instruments.

The changes above did not impact the financial statements.

36. SIGNIFICANT ACCOUNTING POLICIES

Except for the changes explained in note 35, the Group has consistently applied the following accounting policies to all periods presented in these consolidated financial statements.

(a) Basis of consolidation

Subsidiaries
The consolidated financial statements comprise the financial statements of the Group and its subsidiaries as at 31 March 2016. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the statement of comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- De-recognises the assets (including goodwill) and liabilities of the subsidiary;
- De-recognises the carrying amount of any non-controlling interests;
- De-recognises the cumulative translation differences recorded in equity;
- Recognises the fair value of the consideration received;
- Recognises the fair value of any investment retained;
- Recognises any surplus or deficit in profit or loss;
- Reclassifies the Company's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

36. SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of consolidation (continued)

Transactions eliminated on consolidation
Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(b) Interests in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these financial statements using the equity method of accounting. Under the equity method, investments in associates are carried in the consolidated statement of financial position at cost as adjusted for post-acquisition changes in the Group's share of the net assets of the associate, less any impairment in the value of individual investments.

(c) Revenue

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

Sale of goods
Revenue from the sale of goods is recognised when the Group has transferred to the buyer the significant risks and rewards of ownership of the goods.

Dividend and interest income
Dividend income from investments is recognised when the Group's right to receive payment has been established.

Interest income is accrued on a time basis, by reference to the principal outstanding and at an effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

(d) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(e) Foreign currency translation

The financial report is presented in Australian dollars, which is Merchant House International Limited's presentation currency.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency are recorded at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the reporting date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

36. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Foreign currency translation (continued)

Exchange differences are recognised in profit or loss in the period in which they arise except for:

- Exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur, which form part of the net investment in a foreign operation, and which are recognised in the consolidated foreign currency translation reserve and recognised in profit or loss on disposal of the net investment.

On consolidation, the assets and liabilities of the Group's foreign operations are translated into Australian dollars at exchange rates prevailing on the reporting date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are classified as equity and transferred to the Group's foreign currency translation reserve. Such exchange differences are recognised in other comprehensive income in the period in which the foreign operation is disposed. On the disposal of a foreign operation, all of the accumulated exchange differences in respect of that operation attributable to the group are reclassified to profit or loss. Goodwill and fair value adjustments arising on the acquisition of a foreign entity on or after the date of transition to Australian Accounting Standards are treated as assets and liabilities of the foreign entity and translated at exchange rates prevailing at the reporting date. Goodwill arising on acquisitions before the date of transition to Australian Accounting Standards is treated as an Australian-dollar denominated asset.

(f) Employee benefits

Short-term employee benefits
Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Share-based payment transactions
Equity-settled share-based payments with employees and others providing similar services are measured at the fair value of the equity instrument at the grant date. The fair value determined at the grant date is recognised as an employee expense on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity.

Retirement benefit costs
Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

(g) Income tax

Current tax
Current tax is calculated by reference to the amount of income taxes payable or recoverable in respect of the taxable profit or tax loss for the period. It is calculated using tax rates and tax laws that have been enacted or substantively enacted by reporting date. Current tax for current and prior periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable).

Deferred tax
Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit.

In principle, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that sufficient taxable amounts will be available against which deductible temporary differences or unused tax losses and tax offsets can be utilised. However, deferred tax assets and liabilities are not recognised if the temporary differences giving rise to them arise from the initial recognition of assets and liabilities (other than as a result of a business combination) which affects neither taxable income nor accounting profit. Furthermore, a deferred tax liability is not recognised in relation to taxable temporary differences arising from the initial recognition of goodwill.

36. SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Income tax (continued)

Deferred tax (continued)
Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, branches and associates and interest in joint ventures except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets arising from deductible temporary differences associated with these investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period(s) when the asset and liability giving rise to them are realised or settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by reporting date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Company/Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax for the year
Current and deferred tax is recognised as an expense or income in the statement of profit or loss and other comprehensive income, except when it relates to items credited or debited directly to equity, in which case the deferred tax is also recognised directly in equity, or where it arises from the initial accounting for a business combination, in which case it is taken into account in the determination of goodwill or excess.

(h) Goods and services tax

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

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

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

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

(i) Financial instruments

The Group classifies non-derivative financial assets into the following categories: financial assets at fair value through profit or loss, held to maturity financial assets, loans and receivables and available for sale financial assets

Non-derivative financial assets and financial liabilities – recognition and de-recognition
The Group initially recognises loans, receivables and deposits on the date when they are originated. All other financial assets are recognised initially on the trade date.

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred, or it neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control over the transferred asset. Any interest in such derecognised financial assets that is created or retained by the Group is recognised as a separate asset or liability.

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

36. SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Financial instruments (continued)

Non-derivative financial assets and financial liabilities – recognition and de-recognition (continued)
Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Non-derivative financial assets – measurement
Loans and receivables
Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value plus any directly attributable transaction costs.

Cash and cash equivalents
Cash and cash equivalents comprise cash balances and call deposits with maturities of three months or less from the acquisition date that are subject to an insignificant risk of changes in their fair value and are used by the Group in the management of its short-term commitments.

Non-derivative financial liabilities - measurement
Non-derivative financial liabilities are initially recognised at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest rate method.

Effective interest method
The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period.

Income is recognised on an effective interest rate basis for debt instruments.

Share capital
Ordinary Shares
Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

(j) Inventories

Inventories are valued at the lower of cost and net realisable value. Costs, including an appropriate portion of fixed and variable overhead expenses, are assigned to inventories by the method most appropriate to each particular class of inventory, with all categories being valued on a first in first out basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

(k) Property, plant and equipment

Recognition and measurement
Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit or loss.

36. SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Property, plant and equipment

Depreciation

Depreciation is calculated to write off the cost of property, plant and equipment less their estimated residual values using the straight-line basis over the estimated useful lives.

Depreciation is recognised in profit or loss.

The estimated useful lives for the current and comparative years of significant items of property, plant and equipment are as follows:

	Method	2016	2015
Buildings	Straight line	20 – 50 years	20 – 50 years
Plant and equipment	Straight line	5 – 10 years	5 – 10 years
Leasehold improvements	Straight line	3 – 5 years	3 - 5 years

(l) Leased assets

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. Leasehold land under finance lease is classified within property, plant and equipment.

Leases of land and buildings

When a lease includes both land and buildings elements, the Group assesses the classification of each element as a finance or an operating lease separately, taking into account the transfer of the risk and rewards of the arrangement.

Whenever necessary in order to classify and account for a lease of land and buildings, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the buildings elements in proportion to the relative fair values of the leasehold interests in the land element and buildings element of the lease at the inception of the lease. If the lease payments cannot be allocated reliably between these two elements, the entire lease is classified as a finance lease, unless it is clear that both elements are operating leases, in which case the entire lease is classified as an operating lease.

Group as lessee

Assets held under finance leases are initially recognised at their fair value or, if lower, at amounts equal to the present value of the minimum lease payments, each determined at the inception of the lease. The corresponding liability to the lessor is included in the statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against income, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group’s general policy on borrowing costs.

Finance leased assets are amortised on a straight line basis over the estimated useful life of the asset.

36. SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Leased assets (continued)

Operating leases
Operating lease payments are recognised as an expense on a straight line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The payments made in advance held under an operating lease are recognised in the statement of financial position as lease premium for leasehold land and are amortised on a straight-line basis over the period of the lease term.

(m) Goodwill

Goodwill acquired in a business combination, representing the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities acquired, is recognised as an asset and not amortised, but tested for impairment annually and whenever there is an indication that the goodwill may be impaired. Any impairment is recognised immediately in profit or loss and is not subsequently reversed.

If the recoverable amount of a cash-generating unit is estimated to be less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit and then to the other assets of the cash generating unit on a pro-rata basis. An impairment loss is recognised immediately in profit or loss.

(n) Impairment of long-lived assets excluding goodwill

At each reporting date, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

(o) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

36. SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Provisions (continued)

Onerous contracts
An onerous contract is considered to exist where the Group has a contract under which the unavoidable cost of meeting the contractual obligations exceed the economic benefits estimated to be received. Present obligations arising under onerous contracts are recognised and measured as a provision.

Return and claim on defective goods
Provision for returns represents the present value of the directors' best estimate of the future sacrifice of economic benefits that will be incurred on the return and claim on defective goods. The provision is based on historical return and claim proportion.

(p) Seasonality of operations

The operating results of the Group are significantly affected by seasonal fluctuations. This is particularly due to increased demand by consumers in the USA and Canada for home textile products between June and October for Harvest, Halloween and Christmas.

37. NEW ACCOUNTING STANDARDS AND INTERPRETATIONS IN ISSUE NOT YET ADOPTED

A number of new accounting standards and interpretations that have recently been issued or amended but are not yet mandatory for annual periods beginning after 1 April 2015, have not been applied in preparing these consolidated financial statements. The Group's assessment of the impact of these new or amended accounting standards and interpretations, most relevant to the Group, are set out below.

Reference	Title	Application date of standard	Application date for the Group
		Periods beginning on or after	
AASB 9 AASB 2014-7	Financial Instruments Amendments to Australian Accounting Standards arising from AASB 9 (December 2014)	1 January 2018	1 April 2018
AASB 15	Revenue from Contracts with Customers	1 January 2018	1 April 2018
AASB 16	Leases	1 January 2019	1 April 2019
AASB 2014-3	Amendments to Australian Accounting Standards – Accounting for Acquisitions of Interests in Joint Operations	1 January 2016	1 April 2016
AASB 2014-4	Amendments to Australian Accounting Standards – Clarification of Acceptable Methods of Depreciation and Amortisation	1 January 2016	1 April 2016
AASB 2014-9	Amendments to Australian Accounting Standards – Equity Method in Separate Financial Statements	1 January 2016	1 April 2016
AASB 2014-10	Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	1 January 2018	1 April 2018

37. NEW ACCOUNTING STANDARDS AND INTERPRETATIONS IN ISSUE NOT YET ADOPTED (continued)

Reference	Title	Application date of standard	Application date for the Group
		Periods beginning on or after	
AASB 2015-1	Amendments to Australian Accounting Standards – Annual Improvements to Australian Accounting Standards 2012-2014 Cycle	1 January 2016	1 April 2016
AASB 2015-2	Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 101	1 January 2016	1 April 2016
AASB 2015-3	Amendments to Australian Accounting Standards arising from the Withdrawal of AASB 1031 *Materiality*	1 July 2015	1 April 2016
AASB 2016-1	Amendments to Australian Accounting Standards – Recognition of Deferred Tax Assets for Unrealised Losses	1 January 2017	1 April 2017
AASB 2016-2	Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 107	1 January 2017	1 April 2017

SECURITIES EXCHANGE INFORMATION

Additional information required by the ASX Limited Listing Rules and not disclosed elsewhere in this report is set out below.

1. SHAREHOLDER INFORMATION

(a) Distribution of fully paid ordinary shares at 31 May 2016

Category	Number of Shareholders	Shares held
1 - 1,000	16	6,778
1,0001 - 5,000	38	126,710
5,001 - 10,000	41	330,533
10,001 - 100,000	159	5,658,166
100,001 and over	61	88,144,309
	315	94,266,496

(b) Marketable Parcel

The number of shareholders holding less than a marketable parcel of ordinary shares is 30.

(c) Voting rights

Ordinary shares

There are no restrictions on voting rights attached to the ordinary shares. On a show of hands every member present in person shall have one vote and upon a poll, every member present or by proxy shall have one vote for every share held.

(d) Substantial shareholders

The number of shares held by substantial shareholders and their associates are set out below:

Name	Ordinary shares Number of Shares
Supreme Luck Enterprises Inc.	43,060,652
Fubon Nominees (Hong Kong) Limited	10,813,647
Ms Loretta Lee	6,392,103

(e) Shareholders

The twenty largest shareholders hold 83.50% of the total issued ordinary shares in the Company as at 31 May 2016.

2. TOP TWENTY SHAREHOLDERS AS AT 31 MAY 2016

		Ordinary shares	
		Number of Shares	Percentage of issued shares
1	Supreme Luck Enterprises Inc.	43,060,652	45.68
2	Fubon Nominees (Hong Kong) Limited	10,813,647	11.47
3	Ms Loretta Lee	6,392,103	6.78
4	Citicorp Nominees Pty Limited	2,156,578	2.29
5	Mr John Maxwell Bleakie	2,067,394	2.19
6	JP Morgan Nominees Australia Limited	1,716,299	1.82
7	Mr Yin Sang Tsang	1,674,092	1.78
8	Mrs Lana Kinoshita	1,339,274	1.42
9	Mr Milton Yannis	1,135,860	1.20
10	Mr Gerald Francis Pauley & Mr Michael James Pauley <Pauley Super Fund A/C>	1,089,354	1.16
11	Mr Victor Tien Ren Hou	1,000,000	1.06
12	Mr Brian Garfield Benger <No.4 A/C>	900,000	0.95
13	Mr Raymond Lunney	789,674	0.84
14	Mr Brian Garfield Benger	748,200	0.79
15	Shandora One Pty Ltd <Benger Super Fund A/C>	705,500	0.75
16	Mr Ross George Yannis	698,330	0.74
17	Mr Timothy Bird	664,402	0.70
18	Ms Alice Liu	638,783	0.68
19	Miss Peggy Liao	635,455	0.67
20	Mr William Edmund Brent	500,000	0.53
		78,725,597	83.50

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