



**BRIDGE GLOBAL CAPITAL MANAGEMENT LIMITED (FORMERLY NATURAL FUEL LIMITED)**

**ACN 106 760 418**

**ANNUAL REPORT**

**FOR THE YEAR ENDED 30 JUNE 2013**

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**DIRECTORS' REPORT**

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**DIRECTORS**

**CURRENT**

Simon Lill (appointed 18 May 2011)  
Jason Dixon (appointed 23 July 2014)  
Neil Sheather (appointed 10 November 2014)

**AS AT 30 JUNE 2013**

M Pixley (appointed 16 September 2008, resigned 10 November 2014)  
Simon Lill (appointed 18 May 2011)  
Simon Cole (appointed 18 May 2011, resigned 23 July 2014 )

**COMPANY SECRETARY**

Simon Lill (appointed 22 September 2014)  
P Webse (appointed 18 May 2011, resigned 7 November 2012)

**PRINCIPAL REGISTERED OFFICE IN  
AUSTRALIA**

Suite 4, 100 Hay Street  
Subiaco WA 6009

**SHARE REGISTRY**

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**AUDITORS**

Grant Thornton Audit Pty Ltd  
1/10 Kings Park Road  
West Perth WA 6005

**SOLICITORS**

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

**STOCK EXCHANGE LISTINGS**

Bridge Global Capital Management Ltd shares are listed on the  
Australian Stock Exchange.

**WEBSITE ADDRESS**

[www.bgam.co](http://www.bgam.co)

## **DIRECTORS' REPORT**

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Your directors present their report on the entity (referred to hereafter as the Company) consisting of Bridge Global Capital Management Limited at the end of the year ended 30 June 2013.

The current Directors, other than Mr. Simon Lill who was appointed 18 May 2011, were not Directors at any stage during the financial year ending 30 June 2011. Mr. Lill was appointed to assist the Company's reconstruction and recapitalization. Two current Directors, Messrs Sheather and Dixon, cannot be responsible for the financial performance of the Company during the Financial Year ended 30 June 2013.

The Company was put into Administration on 9 April 2009. A Deed of Company Arrangement was entered into which was effectuated on 7 September 2010. The Company has been in the control of the Board of Directors since that time, though has not been listed and has had limited funding.

During the financial years ended 30 June 2011 and 2012, the Company raised \$625,000 via the issue of the Series A, B and C Convertible Notes. Funds from the Series B and C Notes were used for due diligence purposes and some field activities with respect to an oil fields acquisition in the USA. During the financial year the subject of this report the Board has chosen to write off this investment due to the due diligence activities not satisfying the Board.

The Company, subsequent to the reporting date, raised significant funds through the issue of shares at both \$0.05 and \$0.20 to assist it to pursue its plan to list as an Asian Financial Services provider. Consequently the Company has changed significantly since the period the subject of this Annual Report.

Consequently these Financial Statements are not representative of the position of the Company following completion of the re-capitalisation and reinstatement to trading and should not be used as the basis for any decision about the Company or its prospects from the date of this report into the future.

For additional information, we direct you to the section "Events subsequent to 30 June 2013" within this Directors' report and commencing on page 5.

### **DIRECTORS**

The following persons were directors of the Company during the whole of the financial year and up to the date of this report unless otherwise indicated:

#### **DIRECTORS**

##### **CURRENT**

Simon Lill (appointed 18 May 2011)  
Jason Dixon (appointed 23 July 2014)  
Neil Sheather (appointed 10 November 2014)

##### **AS AT 30 JUNE 2013**

M Pixley (appointed 16 September 2008, resigned 10 November 2014)  
Simon Lill (appointed 18 May 2011)  
Simon Cole (appointed 18 May 2011, resigned 23 July 2014 )

### **PRINCIPAL ACTIVITIES**

The Company had no principal activities during the financial year.

Its main activity was to look for an investment opportunity on which it could raise capital and seek reinstatement to the ASX.

### **REVIEW OF OPERATIONS**

On 24 May 2013, the Company announced the proposed acquisition of Charterhill Group Pty Limited, a financial services company based in South Australia, and commenced due diligence activities. Subsequently on 22 May 2014, the Company announced to the ASX that the proposed Charterhill transaction could not proceed.

The Board continued to pursue options that would allow the Company to be reinstated.

**DIRECTORS' REPORT**

**FINANCIAL REVIEW**

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The loss after tax for the year ended 30 June 2013 was \$6,449 (2012: \$377,800).

**DIVIDENDS**

No dividend has been paid during the financial year and no dividend is recommended for the current year.

**SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS**

There were no significant changes in the state of affairs of the Company during the financial year, except that on 24 May 2013 the Company announced it was pursuing the acquisition of Charthill Group Pty Ltd, a financial services company based in Adelaide. This acquisition did not proceed.

**MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR**

***Financial Year ended 30 June 2014***

On 22 May 2014 the Company announced that the proposed acquisition of Charthill Group was at an end due to Charthill being placed into Administration. The Company advised that it did not have any ongoing financial exposure to the Charthill Group.

***Half Year ended 31 December 2014***

On 11 July 2014 the Company was served with 11 Charges from ASIC relating to the Non Provision of Financial Accounts on behalf of the Company. The matter was dealt with by the Courts on 15 August 2014 with the Company pleading guilty and being fined a total of \$16,634.30 (including costs).

On 23 July 2014 the Company announced the proposed recapitalization process through the acquisition of Bridge Global Securities Pty Ltd from Sharriott Investments.

The Company sought shareholder approval for the acquisition and the recapitalization process associated with the acquisition. Shareholders granted that approval on 10 November 2014. The effect on the Company of the shareholder approvals was that the Company changed its name, changed its Nature and Scale of Activities, issued 60,000,000 shares and attaching options through the conversion of Series D Convertible Notes and issued 12,500,000 shares for the acquisition of Bridge Global Securities Pty Ltd from Sharriott Investments Pty Ltd.

As a result of the conversion of the Series D Convertible Notes, the Company redeemed the Series A, B and C convertible notes at a rate of 40 cents in the dollar and with no further liability to the Company.

The Company lodged a prospectus with ASIC on 24 November 2014 to raise up to \$6,000,000 through the issue of 30 million shares at a price of \$0.20 per share, with a Minimum Subscription of \$2,000,000.

On 17 December 2014 ASIC issued the Company with a Notice of Hearing and Interim Order. The Company advised the ASX of the interim order, as well as advising that it had raised the minimum amount of capital required in the Prospectus. The Hearing was held on 23 December 2014 in which the delegate decided to make an interim order under subsection 739(4) of the Act. The effect of this interim order is such that, no offers, issues, sales or transfers of fully paid ordinary shares in BGC can be made under the Prospectus dated 24 November 2014 while the interim order is in force. The interim order lasts until ASIC makes an order under subsection 739(1A) of the Act or until the interim order is revoked, whichever happens first.

As at the date of this report the Company has \$3.2 million in subscription funds and \$1.8 million in operational funds resulting from the Conversion of the Series D Convertible Notes.

The Company has also entered into a contract dated 23 December 2014 to acquire a strata titled office at Broadbeach on the Gold Coast in Queensland. It has paid a deposit of \$190,000 against a purchase price of \$1,900,000. It has also received an offer of finance, subject to the reinstatement of the Company's shares proceeding, for the balance of the acquisition cost. If the reinstatement of BGC shares does not proceed the acquisition will not conclude.

**DIRECTORS' REPORT*****Period since 31 December 2014***

Bridge Global Capital Management Pty Ltd acquired Bridge Global Securities effective as at 1 January 2015. BGS is a corporate authorised representative registered with ASIC to offer financial services to retail and wholesale clients in Australia. As part of its activities it takes proprietary trading positions.

On 21 January the Company supported BGS through an investment of \$367,860 in a pre IPO trading position.

The Company proposes lodging a Replacement Prospectus on 13 February 2015.

The movement in the Company's share capital as a result of the activities noted above is represented as per the Table below.

<b>Event</b>	<b>Shares</b>	<b>Options</b>	<b>Notes</b>
Legacy Shares on Issue prior to Reduction of Capital	506,612,127	-	1
Reduction of Capital	(505,889,623)	-	
Legacy Shares after Reduction	721,915	-	2
Issue of Creditor Shares	400,000	-	3
<b>Shares on issue prior to 10 Nov 2014 Meeting</b>	<b>1,121,912</b>	-	
Series D - Convertible Notes converted into Shares	60,000,000	60,000,000	4
Acquisition – Bridge Global Securities Pty Ltd	12,500,000	-	5
Additional Conversion of Notes under LR 7.1	6,976,880	6,976,880	6
<b>Shares on issue as at date of this report</b>	<b>80,598,792</b>	<b>66,976,880</b>	
Public Offer subject to prospectus, dated Feb 2015	30,000,000	30,000,000	7
Incentive Shares subject to prospectus, dated Feb 2015	5,000,000	5,000,000	8
<b>Total</b>	<b>115,598,716</b>	<b>101,976,804</b>	9,10

**Notes:**

- Legacy shares on issue prior to reduction of capital approved at shareholder meeting on 16 August 2010.
- Existing shares following a 1 for 700 reconstruction approved by shareholders at a meeting held on 16 August 2010.
- Shares issued to existing creditors to conclude the Administration of the Company and as agreed within the amended DOCA approved by creditors and by shareholders at a meeting held on 16 August 2010.
- Conversion of Convertible Notes Maximum Subscription at a price of \$0.05 per share.
- The acquisition of Bridge Global comprises the issue of shares at \$0.20 for value of \$2,500,000 and the payment of a security deposit of \$350,000. The 12,500,000 shares shown equates to the equity issue for the acquisition.
- The Company issued shares on conversion of convertible notes under LR 7.1
- The ability of the Company to re-comply with Chapters 1 and 2 of the ASX Listing Rules will depend in part on its ability to prove that it has \$3M or greater in Net Tangible Assets (NTA). The NTA will in part comprise Assets resulting from the acquisition of Bridge Global Securities Pty Ltd, cash from the capital raising at \$0.05 per share, and cash raised through the IPO at \$0.20. The number of shares indicated is the proposed maximum subscription under the Prospectus.
- Issue of Incentive Shares to Canton McKenzie for proposing and arranging the above issues.
- None of the issues contemplated above will result in any shareholder, or shareholder group, holding greater than 20% of the Company.
- The Table also assumes no further securities are issued prior to completion of the Acquisition, other than as set out in the table.

Other than the matters disclosed above, there was no other matter or circumstance that has arisen since 30 June 2013 that has significantly affected, or may significantly affect:

- the Company's operations in future financial years, or
- the results of those operations in future financial years, or
- the Company's state of affairs in future financial years.

**DIRECTORS' REPORT****INFORMATION ON DIRECTORS**

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**CURRENT**

**S LILL** *Non-executive director. Age 52*

***Experience and expertise***

Mr Lill has a BSc and a Masters of Business Administration, both from The University of Western Australia. He has a background of over 30 years of stockbroking, capital raising, management, business development and analysis for a range of small and start-up companies, both in the manufacturing and resources industries. In recent times he has specialised in turn-around situations, working to assist companies return to ASX trading from having being placed in Administration.

As such he has been well placed to assist the Company through the Administration and recapitalization process and on into its new role in the Asian Financial Services industry.

***Other current directorships***

<b>Company</b>	<b>Date Appointed</b>	<b>Date Ceased</b>
First Growth Funds Limited	16 July 2012	16 May 2014
Narhex Life Sciences Limited	13 January 2011	20 December 2012
Safety Medical Products Limited	6 October 2010	20 May 2014
Water Resources Group Limited	2 September 2013	Continuing
De Grey Mining Limited	4 October 2013	Continuing

***Interests in shares and options***

None

**N SHEATHER** *Executive director. Age 44*

***Experience and expertise***

Mr. Sheather has held senior positions in the stockbroking industry over 18 years, including directorships, responsible executive and management roles. He has also more recently held portfolio management responsibilities. He has supplemented these roles with a Graduate Diploma of Applied Finance and a Masters of Business Administration from Newcastle University.

Mr Sheather brings a wealth of knowledge and contacts specific to the proposed areas of the Company's new operations.

***Other current directorships***

None

***Former directorships in last 3 years***

None

***Interests in shares and options***

None

## DIRECTORS' REPORT

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**J DIXON** *Non-executive director. Age 43*

### *Experience and expertise*

Mr. Dixon has held various senior positions within the investment and healthcare industries. He has been providing strategic investment advice and services on all aspects of Australian and International equities to retail clients and institutions. With a specialty in Australian equities, Mr. Dixon provides corporate advice and market strategies to the Healthcare and Biotech industries, which includes listed and unlisted public companies. He holds various formal qualifications, including a post-graduate Diploma in Applied Finance and Investment.

### *Other current directorships*

None

### *Former directorships in last 3 years*

None

### *Interests in shares and options*

None

## DIRECTORS DURING FINANCIAL PERIOD ENDING 30 JUNE 2012

**M G PIXLEY** *Executive director. Age 55*

Mr. Pixley has worked as a merchant banker specialising in strategic corporate development, joint ventures and acquisitions. He has 20 years experience in the Asian business sector, and has extensive networks and relationships that provide the Company with access to key personnel in the government, corporate and private business sectors particularly in Asia Pacific region.

Mr. Pixley has been a Director of both listed and unlisted subsidiary companies in Australia and the United States, being responsible for corporate compliance, banking negotiations and legal interface.

### *Other current directorships*

Panasia Corporation Limited  
Oklo Resources Limited

### *Former directorships in last 3 years*

CollTech Australia Limited

### *Interests in shares and options*

Relevant interest by way of part beneficiary in 17,419 fully paid ordinary shares (post capital reconstruction)

## COMPANY SECRETARY

Mr. P Webse, was appointed to the position of Company Secretary of Bridge Global Capital Management Limited on 18 May 2011 and resigned on 7 November 2012.

Mr. Simon Lill has been looking after Company Secretary matters since that time, and was appointed formally to the Company Secretary's role on 22 September 2014.

## MEETING OF DIRECTORS

There were no directors meetings held during the year.



**DIRECTORS' REPORT****REMUNERATION REPORT (AUDITED)**

The remuneration report outlines the remuneration arrangements in place for the directors and key management personnel (KMP) of the Company.

**(a) Details of remuneration**

There has been no remuneration paid or payable to the directors or KMP's during the current financial year (2012: Nil).

**(b) Option-holdings of Key Management Personnel**

There were no options over ordinary shares in the Company held during the financial year by the directors' of Bridge Global Capital Management Limited, and other key management personnel of the Company, including their personally related parties (2012: Nil).

**(c) Shareholdings of Key Management Personnel**

The number of shares in the company held during the financial year by each director of Bridge Global Capital Management Limited and other key management personnel of the Company, including their personally related parties, are set out below. There were no shares granted during the reporting period as compensation.

<b>2013</b>				
<b>Name</b>	<b>Opening Balance 1 July 2012</b>	<b>Additions</b>	<b>Other</b>	<b>Closing Balance 30 June 2013</b>
<i>Directors</i>				
<b>Ordinary shares</b>				
M Pixley	17,419	-		17,419
S Lill	-	-	-	-
S Cole	-	-	-	-
<b>Total</b>	<b>17,419</b>	<b>-</b>	<b>-</b>	<b>17,419</b>

<b>2012</b>				
<b>Name</b>	<b>Opening Balance 1 July 2011</b>	<b>Capital Consolidation 700:1</b>	<b>Other</b>	<b>Closing Balance 30 June 2012</b>
<i>Directors</i>				
<b>Ordinary shares</b>				
M Pixley	17,419	-	-	17,419
S Lill	-	-	-	-
S Cole	-	-	-	-
<b>Total</b>	<b>17,419</b>	<b>-</b>	<b>-</b>	<b>17,419</b>

**DIRECTORS' REPORT**

**REMUNERATION REPORT (AUDITED) (CONT'D)**

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***(d) Share based compensation***

The Company has not granted any options over unissued ordinary shares or ordinary fully paid shares during or since the end of the financial year to any Directors or officers as part of their remuneration.

There were no shares granted during the reporting period as compensation.

***(e) Other transactions and balances with Key Management Personnel***

There were no other transactions or balances with key management personnel (2012: Nil).

**SHARES UNDER OPTION**

As at the date of this report the Company has on issue nil options over unissued ordinary shares:

**SHARES ISSUED AS A RESULT OF EXERCISE OF OPTIONS**

No shares of Bridge Global Capital Management Limited were issued during or since the end of the financial year ended 30 June 2013 as a result of exercise of an option.

**INSURANCE OF OFFICERS**

The Officers of the Company have not been insured as the Company has not been operating. The Company is currently endeavouring to put in place a Directors and Officers Liability insurance policy.

**PROCEEDINGS ON BEHALF OF THE COMPANY**

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings other than as disclosed within this report..

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the *Corporations Act 2001*.

**DIRECTORS' REPORT**

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**NON-AUDIT SERVICES**

The Company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Company are important.

The Board of Directors has considered the position and, in accordance with advice received from the audit committee, is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The Directors are satisfied that the provision of non-audit services by the auditor, as set out below, did not compromise the auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services have been reviewed by the audit committee to ensure they do not impact the impartiality and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professional Accountants*.

During the year the following fees were paid or payable for services provided by the auditor (Grant Thornton Audit Pty Ltd) of the Company, its related practices and non-related audit firms:

	<b>2013</b>	<b>Company</b>	<b>2012</b>
	\$		\$
<b>Audit services</b>			
Grant Thornton Audit Pty Ltd			
Audit and review of financial reports	-		-
Non Grant Thornton Audit Pty Ltd related audit firms			
Audit and review of financial reports	-		-
	<hr/>		<hr/>
	-		-

<sup>1</sup>All audit service fees paid and payable have been billed in the subsequent financial year ended 30 June 2014.

**AUDITOR'S INDEPENDENCE DECLARATION**

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 12.

**AUDITORS**

Grant Thornton Audit Pty Ltd continues in office in accordance with section 327 of the *Corporations Act 2001*.

This report is made in accordance with a resolution of directors.



**SR LILL**  
**DIRECTOR**

Perth  
**13 February 2015**

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West Perth WA 6005

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**Auditor's Independence Declaration  
To the Directors of Bridge Global Capital Management Limited (Formerly  
Natural Fuel Limited)**

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the audit of Bridge Global Capital Management Limited (Formerly Natural Fuel Limited) for the year ended 30 June 2013, I declare that, to the best of my knowledge and belief, there have been:

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



GRANT THORNTON AUDIT PTY LTD  
Chartered Accountants



M J Hillgrove  
Partner - Audit & Assurance

Perth, 13 February 2015

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**BRIDGE GLOBAL CAPITAL MANAGEMENT LIMITED (FORMERLY NATURAL FUEL LIMITED)**

**STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 30 JUNE 2013**

		COMPANY	
	NOTE	2013	2012
		\$	\$
<b>REVENUE</b>		-	-
Other expenses		(6,449)	(377,800)
<b>LOSS BEFORE INCOME TAX</b>		(6,449)	(377,800)
Tax benefit/(expense)	3	-	-
<b>LOSS FROM CONTINUING OPERATIONS</b>		(6,449)	(377,800)
LOSS FROM DISCONTINUED OPERATIONS		-	-
<b>LOSS FOR THE PERIOD</b>		(6,449)	(377,800)
<b>OTHER COMPREHENSIVE INCOME</b>			
<b>TOTAL COMPREHENSIVE LOSS</b>		(6,449)	(377,800)
COMPREHENSIVE LOSS ATTRIBUTABLE TO:			
MEMBERS OF THE PARENT ENTITY		(6,449)	(377,800)
<b>PROFIT/(LOSS) PER SHARE</b>			
Basic (cents per share)	15	(0.57)	(33.67)
Diluted (cents per share)	15	(0.57)	(33.67)

The above Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

**STATEMENT OF FINANCIAL POSITION**  
**As At 30 JUNE 2013**


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		COMPANY	
	NOTE	2013	2012
		\$	\$
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	4	<u>9,990</u>	1,439
<b>TOTAL CURRENT ASSETS</b>		<u>9,990</u>	1,439
<b>TOTAL ASSETS</b>		<u>9,990</u>	1,439
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES</b>			
Trade and other payables	5	<u>15,000</u>	-
<b>TOTAL CURRENT LIABILITIES</b>		<u>15,000</u>	-
<b>TOTAL LIABILITIES</b>		<u>15,000</u>	-
<b>NET DEFICIENCY</b>		<u>(5,010)</u>	1,439
<b>EQUITY</b>			
Issued capital	6	737,191	737,191
Accumulated losses	7	<u>(742,201)</u>	(735,752)
<b>TOTAL EQUITY</b>		<u>(5,010)</u>	1,439

The above Statement of Financial Position should be read in conjunction with the accompanying notes.

BRIDGE GLOBAL CAPITAL MANAGEMENT LIMITED (FORMERLY NATURAL FUEL LIMITED)

STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 30 JUNE 2013

<b>COMPANY</b>	<b>ISSUED CAPITAL \$</b>	<b>ACCUMULATED LOSSES \$</b>	<b>OTHER RESERVES \$</b>	<b>FOREIGN CURRENCY RESERVES \$</b>	<b>TOTAL \$</b>
<b>BALANCE AT 1 JULY 2011</b>	362,191	(357,952)	-	-	4,239
Loss attributable to members of the parent entity	-	(377,800)	-	-	(377,800)
Total comprehensive income for the year, net of tax	-	(377,800)	-	-	(377,800)
Equity portion of Convertible notes issued (net of costs)	375,000	-	-	-	375,000
<b>BALANCE AT 30 JUNE 2012</b>	<b>737,191</b>	<b>(735,752)</b>	<b>-</b>	<b>-</b>	<b>1,439</b>
<b>BALANCE AT 1 JULY 2012</b>	<b>737,191</b>	<b>(735,752)</b>	<b>-</b>	<b>-</b>	<b>1,439</b>
Profit attributable to members of the parent entity	-	-	-	-	(377,800)
Total comprehensive income for the year, net of tax	-	(6,449)	-	-	(6,449)
<b>BALANCE AS AT 30 JUNE 2013</b>	<b>737,191</b>	<b>(742,201)</b>	<b>-</b>	<b>-</b>	<b>(5,010)</b>

The above Statements of Changes in Equity should be read in conjunction with the accompanying notes.

**STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED 30 JUNE 2013**


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	NOTE	COMPANY 2013 \$	2012 \$
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Payments to suppliers and employees		<u>(6,449)</u>	<u>(377,800)</u>
Net cash used in operating activities	14a	<u>(6,449)</u>	<u>(377,800)</u>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Proceeds from issue of convertible notes (net of costs)		-	375,000
Proceeds from unsecured short-term loan		<u>15,000</u>	<u>-</u>
Net cash provided by financing activities		<u>15,000</u>	<u>375,000</u>
Net increase/(decrease) in cash held		8,551	(2,800)
Cash at beginning of year		<u>1,439</u>	<u>-</u>
Cash at end of year	4	<u>9,990</u>	<u>1,439</u>

The above Statement of Cash Flows should be read in conjunction with the accompanying notes



**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2013**

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**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**LIMITATIONS OF PREPARATION**

On 9 April 2009, the Directors of the Company appointed Martin Jones, Andrew Saker and Darren Weaver as Joint and Several Administrators of the company. The administrator's appointment was to Natural Fuel Limited (now renamed Bridge Global Capital Management Limited) only and did not extend to subsidiary companies. In addition, the operating subsidiary companies were incorporated in United States of America and Singapore and not subject to Australian Corporations Law, including the administrator's appointment. In preparing these accounts the Company has not had access to the financial records of the subsidiaries for the period since the end of the month prior to entering administration. The Company's interest in subsidiary company domiciled in Singapore was lost on 23 October 2009, with a court appointed liquidator taking over the management of the company.

The DOCA was effectuated on 7 September 2010 and the Control of the Company handed back to the Board of Directors of the Company.

**BASIS OF PREPARATION**

The principal accounting policies adopted in the preparation of the financial report are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial report includes the financial statements of Bridge Global Capital Management Limited.

**(a)Basis of preparation**

This general purpose financial report has been prepared in accordance with Australian Accounting Standards including Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board (AASB) and the *Corporations Act 2001*.

*Compliance with IFRS*

Australian Accounting Standards set out accounting policies that the AASB has concluded would result on a financial report containing relevant and reliable information about transactions, events and conditions to which they apply. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards

*Historical cost convention*

These financial statements have been prepared on an accruals basis on historical cost convention, as modified where applicable by the measurement at fair value.

*Critical accounting estimates*

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed at end of note 1.

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2013**

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**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)****(b) Operating Segments**

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. This includes startup operations which are yet to earn revenues.

The Company has one reportable operating segment as at 30 June 2013 (and throughout the financial year) being its corporate office activities in seeking a new investment opportunity for the Company.

**(c) Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates and amounts collected on behalf of third parties.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Revenue is recognised for the major business activities as follows:

**(i) Interest income**

Interest income is recognised on a time proportion basis using the effective interest rate method. When a receivable is impaired, the Company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

**(d) Income tax**

The income tax expense or benefit for the period is the tax payable on the current period's taxable income based on the notional income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the reporting date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investment in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2013**

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**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

**(e) Leases**

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Financial leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in other short-term and long-term payables. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases are depreciated over the shorter of the asset's useful life and the lease term.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of comprehensive income on a straight-line basis over the period of the lease.

**(f) Impairment of Assets**

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

**(g) Cash and cash equivalents**

For cash flow statement presentation purposes, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the statement of financial position.

**(h) Trade Receivables**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method, less provision for impairment. Trade receivables are generally due for settlement within 30 days.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off by reducing the carrying amount directly. An allowance account (provision for impairment of trade receivables) is used when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganization, and default or delinquency in payments (more than 30 days overdue) are considered indicators that the trade receivable is impaired.

The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2013**

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**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)****(h) Trade Receivables (cont'd)**

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

**(i) Investments and other financial assets*****Classification***

The Company classifies its investments in the following categories: financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and re-evaluates this designation at each reporting date.

**(i) *Financial Assets at fair value through profit or loss***

Financial assets at fair value through profit or loss are financial assets held for trading. A financial Asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are classified as held for trading unless they are designated as hedges. assets in this category are classified as current assets.

**(ii) *Loans and receivables***

Loans and receivables are non-derivative financial Assets with fixed or determinable payments that are not quoted in an active market. They are included in current Assets, except for those with maturities greater than 12 months after the reporting date which are classified as non-current Assets. .

**(iii) *Available-for-sale financial Assets***

Available-for-sale financial Assets, comprising principally marketable equity securities, are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current Assets unless management intends to dispose of the investment within 12 months of the reporting date. Investments are designated as available-for-sale if they do not have fixed maturities and fixed or determinable payments and management intends to hold them for the medium to long term.

***Recognition and derecognition***

Regular purchases and sales of financial assets are recognised on trade-date – the date on which the Company commits to purchase or sell the asset. Investments are initially recognised at a fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss is initially recognised at fair value and transaction costs are expensed in the income statement. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

When securities classified as available-for-sale are sold, the accumulated fair value adjustments recognised in equity are included in the statement of comprehensive income as gains and losses from investment securities.

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2013**

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**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)****(i) Investments and other financial Assets (cont'd)*****Subsequent measurement***

Loans and receivables and held-to-maturity investments are carried at amortised cost using the effective interest method.

Available-for-sale financial assets and financial assets at fair value through profit and loss are subsequently carried at fair value. Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in the statement of comprehensive income within other income or other expenses in the period in which they arise. Dividend income from financial assets at fair value through profit and loss is recognised in the statement of comprehensive income as part of revenue from continuing operations when the Company's right to receive payments is established.

Changes in the fair value of monetary securities denominated in a foreign currency and classified as available-for-sale are analysed between translation differences resulting from changes in amortised cost of the security and other changes in the carrying amount of the security. The translation differences related to changes in the amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in equity. Changes in the fair value of other monetary and non-monetary securities classified as available-for-sale are recognised in equity.

Details on how fair value of financial instruments is determined are disclosed in note 2.

***Impairment***

The Company assesses at each reporting date whether there is objective evidence that a financial asset or group of financial assets is impaired. In the case of equity securities classified as available-for-sale, a significant or prolonged decline in the fair value of a security below its cost is considered as an indicator that the securities are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in the statement of comprehensive income. Impairment losses recognised in the statement of comprehensive income on equity instruments classified as available-for-sale are not reversed through the statement of comprehensive income.

**(j) Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

**(k) Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the statement of comprehensive income over the period of the borrowings using the effective interest rate method. Fees paid on the establishment of loan facilities, which are not an incremental cost relating to the actual draw-down of the facility, are recognised as prepayments and amortised on a straight-line basis over the term of the facility.

The fair value of the liability portion of a convertible bond is determined using a market interest rate for an equivalent non-convertible bond. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or maturity of the bonds. The remainder of the proceeds is allocated to the conversion option. This is recognised and included in shareholders' equity, net of income tax effects.

Borrowings are removed from the statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in other income or other expenses.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2013

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1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(l) **Borrowing costs**

Borrowing costs incurred for the construction of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Other borrowings costs are expensed.

(m) **Provisions**

Provisions for legal claims and make good obligations are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the balance sheet date. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as an interest expense.

(n) **Employee Benefits**

(i) *Wages and salaries, annual leave and sick leave*

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

(ii) *Long service leave*

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expecting future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

(iii) *Share-based payments*

Share-based compensation benefits are provided to employees via the Bridge Global Capital Management Limited (formerly Natural Fuel Limited) employee option plan and an employee share scheme. Information relating to these schemes is set out in the remuneration report.

The fair value of options granted under the Bridge Global Capital Management Limited employee option plan is recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the options.

The fair value at grant date is independently determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2013

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1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(n) **Employee Benefits (cont'd)**

(iii) *Share-based payments (cont'd)*

The fair value of the options granted is adjusted to reflect market vesting conditions, but excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At each balance sheet date, the entity revises its estimate of the number of options that are expected to become exercisable. The employee benefit expense recognised each period takes into account the most recent estimate. The impact of the revision to original estimates, if any, is recognised in the income statement with a corresponding adjustment to equity.

Under the employee share scheme, shares issued by the Bridge Global Capital Management Limited Share Trust to employees for no cash consideration vest immediately on grant date. On this date, the market value of the shares issued is recognised as an employee benefits expense with a corresponding increase in equity.

(iv) *Termination benefits*

Termination benefits are payable when employment is terminated before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Company recognises termination benefits when it is demonstrably committed to either terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal or providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after balance sheet date are discounted to present value.

(o) **Contributed equity**

Ordinary shares are classified as equity (note 6).

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

If the entity reacquires its own equity instruments, e.g. as the result of a share buy-back, those instruments are deducted from equity and the associated shares are cancelled. No gain or loss is recognised in the profit or loss and the consideration paid including any directly attributable incremental costs (net of income taxes) is recognised directly in equity.

(p) **Earnings per share**

(i) *Basic earnings per share*

Basic earnings per share is calculated by dividing the loss attributable to equity holders of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

(ii) *Diluted earnings per share*

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2013**

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**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

**(q) Goods and Services Tax (GST)**

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the balance sheet.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash.

**(r) Going Concern**

The financial report has been prepared on a going concern basis which assumes the commercial realisation of the future potential of the Company's assets and discharge of liabilities in the normal course of business, on the basis of its new business activities as at the signing date of this report.

Bridge Global Capital Management Limited (ASX: NFL) reported a net loss after tax of \$6,449 for the financial year ended 30 June 2013 (2012: \$377,800).

Back on 7 September 2010, the DOCA was wholly effectuated with control of the company reverted back to the Directors. In the intervening period since this date, the Company has undertaken due diligence on a number of new business opportunities, funded via the issue of Convertible Notes Series A, B, and C.

In the second half of the 2014 calendar year, the Company announced it was acquiring Bridge Global Securities Pty Ltd, a Hong Kong based broker and financial services business. Reference should be made to Note 13-Subsequent Events for more details.

The Company is in the process of finalising a raising of up to \$6 million through the issue of 30 million shares at \$0.20 per share, with a minimum subscription of \$2,000,000 and plans to issue a replacement prospectus on 13 February 2015 so as to enable it to finalize the acquisition of Bridge Global Securities and complete the re-compliance obligations necessary for the Company to recommence trading on the ASX.

At the date of this report the Company has enough capital to satisfy the ASX net tangible assets ("NTA") test and the Prospectus minimum subscription requirements.

The Directors believe that, with the acquisition of Bridge Global Securities Pty Ltd and the associated significant capital raising associated with this new business investment, it is appropriate to prepare the financial statements on the going concern basis

**(s) Comparative Restatement**

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.



**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2013**

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**(t) Adoption of New and Revised Accounting Standards**

In the year ended 30 June 2013, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Company's operations and effective for the current annual reporting period.

The following new standards and amendments to standards are mandatory for the first time for the financial year beginning 1 July 2012:

- AASB 101 (revised) *Presentation of Financial Statements (Changes to the Statement of comprehensive income)*;
- AASB 2011-4 (revised) *Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements*
- AASB 119: *Employee Benefits (September 2011)* and AASB 2011-10 *Amendments to Australian Accounting Standards arising from AASB 119*; and
- AASB 2012-5: *Amendments to Australian Accounting Standards Disclosures – Annual Improvements 2009-2011*.

**(u) New Accounting Standards for Application in Future Periods**

The Directors have also reviewed the following new Standards and Interpretations that have been issued by the AASB but are not yet effective for the year ended 30 June 2013. As a result of this review the Directors have determined that there is no impact, material or otherwise, of the new and revised Standards and Interpretations on the Company and, therefore, no change is necessary to Company accounting policies and which the Company has decided not to early adopt

- AASB 9: *Financial Instruments (December 2010)* (AASB 2012-6 defers application date to 1 January 2015);
- AASB 1053: *Application of Tiers of Australian Accounting Standards* and AASB 2010-2: *Amendments to Australian Accounting Standards arising from Reduced Disclosure Requirements [AASB 1, 2, 3, 5, 7, 8, 101, 102, 107, 108, 110, 111, 112, 116, 117, 119, 121, 123, 124, 127, 128, 131, 133, 134, 136, 137, 138, 140, 141, 1050 & 1052 and Interpretations 2, 4, 5, 15, 17, 127, 129 & 1052] (applicable for annual reporting periods commencing on or after 1 July 2013)*;
- AASB 2011-1: *Amendments to Australian Accounting Standards arising from the Trans-Tasman Convergence Project [AASB 1, AASB 5, AASB 101, AASB 107, AASB 108, AASB 121, AASB 128, AASB 132, AASB 134, Interpretation 2, Interpretation 112, Interpretation 113]*;
- AASB 10: *Consolidated Financial Statements* ;
- AASB 11: *Joint Arrangements*
- AASB 12: *Disclosures of Interests in Other Entities*
- AASB 13: *Fair Value Measurement*
- AASB 2012-2: *Amendments to Australian Accounting Standards Disclosures – Offsetting Financial Assets and Financial Liabilities (applicable from 1 January 2014)*; and

**CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS**

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances. The Directors do not consider there to be any applicable to the financial year ended 30 June 2013.

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2013**

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**2. FINANCIAL RISK MANAGEMENT**

The Company's activities are or have been exposed to a variety of financial risk (including currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Company.

Given the current size and scale of activities, Risk management is overseen Board of Directors as a whole. The Company and the parent entity hold the following financial instruments:

	COMPANY	
	2013	2012
	\$	\$
<b>Financial Assets</b>		
Cash and cash equivalents	9,990	1,439
	<b>9,990</b>	<b>1,439</b>
<b>Financial Liabilities</b>		
Short term loans/advances	15,000	-
	<b>15,000</b>	<b>-</b>

**(a) Market risk***(i) Foreign exchange risk*

As at the balance date, the Company has no foreign assets or liabilities and as such has no foreign exchange risk and all risk associated with former subsidiaries has been removed.

*(ii) Price risk*

The Company was not exposed to equity securities price risk from investments held by the Company and classified on the statement of financial position at fair value through profit or loss.

**(b) Credit risk**

As at the reporting date, the Company has no credit risk as the Company no longer controls assets that are subject to credit risk.

**(c) Fair value estimation**

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the Company is the current bid price.

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

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2013**

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**3. INCOME TAX**

	COMPANY	
	2013	2012
	\$	\$
(a) Income tax expense:		
Current tax	-	-
Deferred tax	-	-
	-	-
(b) Numerical reconciliation of income tax expense to prima facie tax payable:		
Profit/(Loss) before income tax expense	(6,449)	(377,800)
Tax expense (benefit) at 30% (2010 - 30%)	(1,935)	(113,340)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Inventory write-down	-	-
Unrecognised tax losses and temporary differences	1,935	113,340
Other items	-	-
Income tax (benefit)/expense	-	-
(c) Tax losses <sup>1</sup>		
Unused tax losses for which no deferred tax assets has been recognized	630,009	623,560
Potential tax benefit @ 30%	189,003	187,068

<sup>1</sup>These losses relate to the period post 1 July 2010. The Directors have, given the significant change in the Company's future business operations and the uncertainty regarding whether the Company will continue to meet the continuity of ownership test, taken the view that its carry forward losses up to 30 June 2010 may not be available for offset against future taxable income.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2013**
**4. CASH AND CASH EQUIVALENTS**

	COMPANY	
	2013	2012
	\$	\$
Cash at Bank	9,990	1,439
Total cash and cash equivalents	9,990	1,439

**5. TRADE AND OTHER PAYABLES**

	COMPANY	
	2013	2012
	\$	\$
Trade payables	-	-
Short term loans/advances	15,000	-
	15,000	-

**6. ISSUED CAPITAL**

	COMPANY			
	2013		2012	
	No. of shares.	\$	No. of shares	\$
(a) Ordinary shares fully paid (i)	1,121,912	737,191	1,121,912	737,191

**(b) Movement in ordinary shares on issue**

Details				
Opening balance	1,121,912	737,191	1,121,912	362,191
Equity portion of the issued Series B and C convertible notes (c)	-	-	-	375,000
End of financial year	1,121,912	737,191	1,121,912	737,191

- (i) Fully Paid Ordinary Shares - participate in dividends and the proceeds on winding up of the company in proportion to the number of shares held. At shareholders meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

**(c) Convertible notes**

In the prior financial year, the Company issued the following;

- (i) Series B Convertible Notes to raise \$210,000. The notes were exercisable at \$0.05 per share for 4,200,000 shares with shareholder approval. There was no financial liability on the notes other than to issue shares.
- (ii) Series C Convertible Notes to raise \$165,000. The notes were exercisable at \$0.10 per share for 1,650,000 shares with shareholder approval. There was no financial liability on the notes other than to issue shares.

All of the Series A, B and C convertible notes have been redeemed during the half to 31 December 2014.

**(d) Shares under Option**

As at the date of this report the Company has no options over unissued ordinary shares.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2013**
**7. ACCUMULATED LOSSES AND RESERVES**

	COMPANY	
	2013	2012
	\$	\$
<b>(A) ACCUMULATED LOSSES</b>		
Accumulated losses at the beginning of the financial year	(735,752)	(357,952)
Net loss attributable to members of the Company	(6,449)	(377,800)
Accumulated losses at the end of the financial year	<u>(742,201)</u>	<u>(735,752)</u>

**8. KEY MANAGEMENT PERSONNEL COMPENSATION**

Refer to the Remuneration report in the Directors' Report for details of the remuneration paid to each member of the Company's key management personnel for the year ended 30 June 2013.

There was no remuneration paid to key management personnel of the entity during the year (2012: Nil).

**9. REMUNERATION OF AUDITORS**

During the year the following fees were paid or payable for services provided by the auditor of the parent entity, its related practices and non-related audit firms:

	COMPANY	
	2013	2012
	\$	\$
<b>(a) Audit services<sup>1</sup></b>		
Grant Thornton Audit Pty Ltd		
- Audit and review of financial reports	-	-
Non-Grant Thornton Audit Pty Ltd audit firms for the audit or review of financial reports of any entity	-	-
<b>Total remuneration for audit services</b>	<u>-</u>	<u>-</u>
<b>(b) Non-audit services</b>		
- Tax compliance services	-	-
- Other services	-	-
<b>Total remuneration for non- audit services</b>	<u>-</u>	<u>-</u>

<sup>1</sup>All audit service fees paid and payable have been billed in the subsequent financial year ended 30 June 2014.

**10. COMMITMENTS & CONTINGENCIES****(a) Commitments**

There was no capital or operating commitments as at 30 June 2013.

**(b) Contingencies**

There were no contingent liabilities as at 30 June 2013.

**11. SEGMENT INFORMATION**

During the year, the Company operated predominately in the one business and geographical segment being the corporate assessment of new investment opportunities, with all board members based in Australia. Accordingly only one operating segment has been identified and no further disclosure is required in the notes to the financial statements.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2013**

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**12. RELATED PARTY TRANSACTIONS**

There were no related party transactions during the year (2012: Nil).

**13. EVENTS SUBSEQUENT TO REPORTING DATE**

***Financial Year ended 30 June 2014***

On 22 May 2014 the Company announced that the proposed acquisition of Charthill Group was at an end due to Charthill being placed into Administration. The Company advised that it did not have any ongoing financial exposure to the Charthill Group.

***Half Year ended 31 December 2014***

On 11 July 2014 the Company was served with 11 Charges from ASIC relating to the Non Provision of Financial Accounts on behalf of the Company. The matter was dealt with by the Courts on 15 August 2014 with the Company pleading guilty and being fined a total of \$16,634.30 (including costs).

On 23 July 2014 the Company announced the proposed recapitalization process through the acquisition of Bridge Global Securities Pty Ltd from Sharriott Investments.

The Company sought shareholder approval for the acquisition and the recapitalization process associated with the acquisition. Shareholders granted that approval on 10 November 2014. The effect on the Company of the shareholder approvals was that the Company changed its name, changed its Nature and Scale of Activities, issued 60,000,000 shares and attaching options through the conversion of Series D Convertible Notes and issued 12,500,000 shares for the acquisition of Bridge Global Securities Pty Ltd from Sharriott Investments Pty Ltd.

As a result of the conversion of the Series D Convertible Notes, the Company redeemed the Series A, B and C convertible notes at a rate of 40 cents in the dollar and with no further liability to the Company.

The Company lodged a prospectus with ASIC on 24 November 2014 to raise up to \$6,000,000 through the issue of 30 million shares at a price of \$0.20 per share, with a Minimum Subscription of \$2,000,000.

On 17 December 2014 ASIC issued the Company with a Notice of Hearing and Interim Order. The Company advised the ASX of the interim order, as well as advising that it had raised the minimum amount of capital required in the Prospectus. The Hearing was held on 23 December 2014 in which the delegate decided to make an interim order under subsection 739(4) of the Act. The effect of this interim order is such that, no offers, issues, sales or transfers of fully paid ordinary shares in BGC can be made under the Prospectus dated 24 November 2014 while the interim order is in force. The interim order lasts until ASIC makes an order under subsection 739(1A) of the Act or until the interim order is revoked, whichever happens first.

As at the date of this report the Company has \$3.2 million in subscription funds and \$1.8 million in operational funds resulting from the Conversion of the Series D Convertible Notes.

The Company has also entered into a contract dated 23 December 2014 to acquire a strata titled office at Broadbeach on the Gold Coast in Queensland. It has paid a deposit of \$190,000 against a purchase price of \$1,900,000. It has also received an offer of finance, subject to the reinstatement of the Company's shares proceeding, for the balance of the acquisition cost. If the reinstatement of BGC shares does not proceed the acquisition will not conclude.

***Period since 31 December 2014***

Bridge Global Capital Management Pty Ltd acquired Bridge Global Securities ("BGC") effective as at 1 January 2015. BGS is a corporate authorised representative registered with ASIC to offer financial services to retail and wholesale clients in Australia. As part of its activities it takes proprietary trading positions.

On 21 January 2015, the Company supported BGS through an investment of \$367,860 in a pre IPO trading position.

The Company proposes lodging a Replacement Prospectus on 13 February 2015.

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2013**

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**14. CASH FLOW INFORMATION****(a) Reconciliation of Loss After Tax to Net Cash Flow from Operating Activities**

	<b>COMPANY</b>	
	<b>2013</b>	<b>2012</b>
	<b>\$</b>	<b>\$</b>
Loss after income tax	<b>(6,449)</b>	<b>(377,800)</b>
Non-cash flows in profit/(loss)		
Finance charges	-	-
Changes in assets and liabilities		
(Increase)/decrease in trade & receivables	-	-
(Increase)/decrease in inventories	-	-
(Decrease) in borrowings	-	-
(Decrease) in deferred tax liability	-	-
(Decrease)/increase in payables	-	-
Cash flows (used in) operations	<b>(6,449)</b>	<b>(377,800)</b>

**(b) Details of non-cash transactions**

There were no non-cash transactions arising during the financial year.

**15. EARNINGS PER SHARE****(a) Basic loss per share**

	<b>2013</b>	<b>2012</b>
	<b>\$</b>	<b>\$</b>
Profit/(loss) from operating activities	<b>(6,449)</b>	<b>(377,800)</b>

	<b>2013</b>	<b>2012</b>
	<b>Number</b>	<b>Number</b>
Weighted average number of shares used as the denominator <sup>1</sup>	<b>1,121,912</b>	<b>1,121,912</b>

**(b) Diluted loss per share**

	<b>2013</b>	<b>2012</b>
	<b>\$</b>	<b>\$</b>
Profit/(loss) from operating activities	<b>(6,449)</b>	<b>(377,800)</b>

	<b>2013</b>	<b>2012</b>
	<b>Number</b>	<b>Number</b>
Weighted average number of shares used as the denominator <sup>1</sup>	<b>1,121,912</b>	<b>1,121,912</b>

<sup>1</sup>The Company (after receiving shareholder approval) completed a significant share consolidation. For the purpose of this calculation it is appropriate to use the shares on issue post this consolidation as the denominator.

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2013**


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**16. BUSINESS COMBINATIONS**

On 23 July 2013, the Company announced the plans to acquire Bridge Global Securities (“BGS”) and seek reinstatement to trading on the ASX through this acquisition of BGS and an associated capital raising. The key commercial parameters of the transaction are as follows (which we subject to shareholder approval):

- agreement with Sharriot Investments of Singapore to acquire 100% of BGS through the issue of 12,500,000 ordinary fully paid shares to Sharriot or its nominees;
- BGS owns 50% of the Hanhong Group as defined within this Prospectus and 45% of Bridge Global Asset Management Limited (“BGAM”); and
- the proposed 45% ownership of BGAM has since been changed by mutual agreement to 49% of the revenue stream received by BGAM.

On 10 November 2014, the acquisition was approved by shareholders and at the date of this report, the Company, was in the process of finalising a replacement prospectus with respect to a public offer capital raising of up to \$6 million and being a condition with respect to the Company’s reinstatement to trading on the ASX.

Details of the purchase consideration are as follows:

	\$
<b>Purchase consideration</b>	
Issue of 12.5 million shares	<b>2,500,000</b>
Cash (payment of security deposit)	<b>350,000</b>
	<b><u>2,850,000</u></b>

As at the date of this report, the assets and liabilities as a result of the acquisition were in the process of being audited for the period ended 31 December 2014, and the Director’s do not consider it appropriate to make any disclosure with respect to unaudited financials.



**DIRECTORS' DECLARATION**

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In the directors' opinion:

- (a) the financial statements and notes of Bridge Global Capital Management Limited are in accordance with the *Corporations Act 2001*, including:
  - (i) complying with Accounting Standards (including the Australian Accounting Interpretations), the *Corporations Regulations 2001*; and;
  - (ii) giving a true and fair view of the Company's financial position as at 30 June 2013 and of their performance for the financial year ended on that date;
- (b) there are reasonable grounds to believe that Bridge Global Capital Management Limited will be able to pay its debts as and when they become due and payable; and

Note 1 confirms that the financial statements also comply with International Financial Reporting Standards.

The directors have been given the declarations by the chief executive officer and chief financial officer required by section 295A of the Corporations Act 2001.

This declaration is made in accordance with a resolution of the directors.



**SR LILL**  
**DIRECTOR**

Perth  
**13 February 2015**

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**Independent Auditor's Report  
To the Members of Bridge Global Capital Management Limited (Formerly  
Natural Fuel Limited)**

**Report on the financial report**

We have audited the accompanying financial report of Bridge Global Capital Management Limited (Formerly Natural Fuel Limited) (the "Company"), which comprises the statement of financial position as at 30 June 2013, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information and the directors' declaration of the Company.

**Directors' responsibility for the financial report**

The Directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001. The Directors' responsibility also includes such internal control as the Directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. The Directors also state, in the notes to the financial report, in accordance with Accounting Standard AASB 101 Presentation of Financial Statements, the financial statements comply with International Financial Reporting Standards.

**Auditor's responsibility**

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require us to 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.

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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 Company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial report.

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

### **Independence**

In conducting our audit, we have complied with the independence requirements of the Corporations Act 2001.

### **Auditor's opinion**

In our opinion the financial report of Bridge Global Capital Management Limited (Formerly Natural Fuel Limited) is in accordance with the Corporations Act 2001, including:

- i giving a true and fair view of the Company's financial position as at 30 June 2013 and of its performance for the year ended on that date; and
- ii complying with Australian Accounting Standards and the Corporations Regulations 2001; and
- iii the financial report also complies with International Financial Reporting Standards as disclosed in the notes to the financial statements.

### **Emphasis of matter**

Without further qualification to the opinion expressed above, attention is drawn to the following matter. As described in Note 1 in the financial report, the ability of Bridge Global Capital Management Limited (Formerly Natural Fuel Limited) to pay its debts as and when they fall due is dependent upon the successful re-capitalisation of the Company. As this matter has not yet occurred, there exists a material uncertainty which may cast significant doubt about the Company's ability to return to being a going concern and realise its assets and extinguish its liabilities in the normal course of business, and at the amounts stated in the financial report.

**Report on the remuneration report**

We have audited the remuneration report included on pages 9 to 10 of the directors' report for the year ended 30 June 2013. The Directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

**Auditor's opinion on the remuneration report**

In our opinion, the remuneration report of Bridge Global Capital Management Limited (Formerly Natural Fuel Limited) for the year ended 30 June 2013, complies with section 300A of the Corporations Act 2001.



GRANT THORNTON AUDIT PTY LTD  
Chartered Accountants



M J Hillgrove  
Partner - Audit & Assurance

Perth, 13 February 2015

## CORPORATE GOVERNANCE

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### INTRODUCTION

#### CORPORATE GOVERNANCE FRAMEWORK

The Company was placed in Administration on 9 April 2009. During the financial year ended 30 June 2010 the Company was managed by the Administrators. The Board of Directors of Bridge Global Capital Management Limited did not have any responsibility for corporate governance of the Company during this period.

The Company was removed from Administration on 10 September 2010, at which time it was returned to the control of its Board.

The Board through this period has had limited funds. No Board Member has been paid for their time at any stage. The Board managed all issues as and when they arose, with consideration of suitable corporate governance policies at all stages. However the minimal operations of the Company, the lack of funds and the fact that there were no paid staff, ensured it was not practical to manage all usual corporate governance activities.

The Board is anticipating being reinstated at some stage during February 2015. It will establish a more formal and appropriate set of corporate governance policies that will be available on its web site at [www.bgam.co](http://www.bgam.co) at that time.

That adaption of policies will ensure the Company complies with each of the Ten Essential corporate Governance Principles and the corresponding Best Practice Recommendations as published by the ASX Corporate Governance Council.

#### RELATIONSHIP WITH SHAREHOLDERS

The Company will place a high priority on communications with and accountability to shareholders. The Board recognises that shareholders, as the ultimate owners of the Company, are entitled to receive timely and relevant high quality information about their investment. Similarly, prospective investors should be able to make an informed decision when considering the purchase of shares in Bridge Global Capital Management Limited.

#### BOARD OF DIRECTORS

##### Role of the Board

The Board guides and monitors the business of Bridge Global Capital Management Limited on behalf of shareholders, by whom they are elected and to whom they are accountable. The Board is responsible for setting corporate direction, defining policies and monitoring the business of the Company, to ensure it is conducted appropriately and in the best interests of shareholders.

The role of the Board is to oversee and guide the management of the Company with the aim of protecting and enhancing the interests of its shareholders, taking into account the interests of other stakeholders including employees, customers, suppliers and the wider community.

The Board will operate under a Charter and a written Code of Conduct which will establish guidelines for its conduct. The purpose of the Code is to ensure that Directors act honestly, responsibly, legally and ethically and in the best interests of the Company.

##### Composition of the Board

The Board currently comprises three Directors, one of which will take an Executive Role once the Company is re-instated. The names of the Directors, both in office at the date of this report and those who held the position during the past year, are set out in the Directors' Report. This information includes their status as Non-executive, executive or independent, their qualifications and experience and length of service.

The structure of the Board will continue to evolve over time to reflect the changing needs of the Company to ensure an appropriate mix of skills, experience and gender diversity are available.

##### Director Independence

Directors are expected to bring independent views and judgment to the Board's deliberations. All of the current Directors are considered by the Board to be independent.

##### Meetings of the Board

The Board has met irregularly in a formal fashion due to lack of funds for payment of Board activities. However once the Company is reinstated the Board plans to meet on a bi-monthly basis with appropriate documentation to be disseminated to all Board Members in a timely fashion.

## CORPORATE GOVERNANCE

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### Retirement and Re-election

The Board will seek approval of a new updated Constitution of the Company which will update the rotation of Directors and bring them more into keeping with current practices, which will ensure regular retirement and shareholder approval of directors.

The Board does not believe that any Director has served on the Board for a period which could, or be perceived to, materially interfere with his ability to act in the best interests of the Company.

### Nomination and Appointment of New Directors

If it is necessary to appoint a new Director to fill a vacancy on the Board or to complement the existing Board, a wide potential base of possible candidates will be considered and external consultants may be engaged to assist in the selection process if required.

### Knowledge, Skills and Experience

The Board will ensure new Board appointees will have suitable and preferably complementary knowledge, skills and experience to existing Board Members.

Directors will also be encouraged to undertake continuing education relevant to the discharge of their obligations as Directors of the Company.

### Conflicts of Interest

A Code of Conduct for Directors will be approved by the Board and be available on the Company's website. It will set out the procedure to be followed if there is, or may be, a conflict between the personal or other interests of a Director and the business of the company. A Director with an actual or potential conflict of interest in relation to a matter before the Board will not receive the Board papers relating to that matter and when the matter comes before the Board for discussion, the Director withdraws from the meeting for the period the matter is considered and takes no part in the discussions or decision-making process.

Minutes reporting on matters in which a Director is considered to have a conflict of interest are not provided to that Director, however, the Director is given notice of the nature of the matter for discussions and, as much as practicable, of the general nature of the discussion or decision reached.

### Remuneration

There has been no remuneration paid to any Board Members or Management since the Company was placed in Administration and up until the date of this report. A Remuneration Policy for key management and for Board Members will be put in place by the Board once the Company has been reinstated.

### Independent Advice

The Board and its Committees may seek advice from independent experts whenever it is considered appropriate. With the consent of the Chairman, individual Directors may seek independent professional advice, at the expense of the Company, on any matter connected with the discharge of their responsibilities. No Director availed himself of this right during the course of the year.

### BOARD COMMITTEES

There have been no Board Committees in place since the Company was placed in Administration and the date of this Report.

On reinstatement the Board will put in place appropriate Audit, Risk and Remuneration and Appointments Committees commensurate with the size and scale of the Company's operations.

### FINANCIAL REPORTING

On reinstatement the Company will seek to appoint a suitable CFO to the Company to manage all necessary accounting, reporting and sign off issues under the guidance of the Executive Director.

### DISCLOSURE CONTROLS

The Company understands and respects that timely disclosure of price sensitive information is central to the efficient operation of the Australian Stock Exchange's and has adopted a Disclosure Control Policy with underlying procedures

## **CORPORATE GOVERNANCE**

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covering public announcements, the prevention of selective or inadvertent disclosure, conduct of investor and analysts briefings, and media communications. This policy reflects the commitment of the Directors and management to promoting consistent disclosure practices aimed at accurate, timely and broadly disseminated disclosure of material information to the market.

### **ENVIRONMENT**

The Company will seek to prevent, minimise, mitigate and remediate any harmful effects of its operations on the environment and strives to achieve continuous improvement in environmental performance.

### **SAFETY AND OCCUPATIONAL HEALTH**

The Company has had no employees nor operations, so hence has not had a suitable Safety and Occupational Health plan. On reinstatement it will put suitable policies in place to ensure the safety, health and wellbeing of employees, contractors and the community.

### **SECURITIES OWNERSHIP AND DEALINGS**

The Company's securities have not traded since 7 April 2009. It has not required a Policy for Trading in Company Securities. However as the Company moves forward to being reinstated to trading the Board will adapt a suitable Securities Trading Policy which will be binding on all Directors and employees.

### **Conflicts of Interest**

The Code of Conduct for Directors, a copy of which is available on the Company's website, sets out the procedure to be followed if there is, or may be, a conflict between the personal or other interests of a Director and the business of the company. A Director with an actual or potential conflict of interest in relation to a matter before the Board does not receive the Board papers relating to that matter and when the matter comes before the Board for discussion, the Director withdraws from the meeting for the period the matter is considered and takes no part in the discussions or decision-making process.

Minutes reporting on matters in which a Director is considered to have a conflict of interest are not provided to that Director, however, the Director is given notice of the nature of the matter for discussions and, as much as practicable, of the general nature of the discussion or decision reached.

### **Remuneration**

Details of the remuneration policies and practices of the Company and the remuneration paid to the Directors (Executive and Non-executive) and Senior Executives are set out in the Remuneration Report included in the Directors' Report. In relation to Non-executive Directors there are no termination or retirement benefits.

### **Independent Advice**

The Board and its Committees may seek advice from independent experts whenever it is considered appropriate. With the consent of the Chairman, individual Directors may seek independent professional advice, at the expense of the Company, on any matter connected with the discharge of their responsibilities. No Director availed himself of this right during the course of the year.

### **BOARD COMMITTEES**

The Board has established an Audit and Risk Committee and a Remuneration and Appointments Committees which assist in the discharge of the Board's responsibilities.

Board approved charters set out the terms of reference and rules governing these Committees.

#### **Audit & Risk Committee**

The Audit & Risk Committee assists the Board in discharging its responsibilities to ensure that the Company complies with appropriate and effective accounting, auditing, internal control, risk identification and management and compliance and reporting practices in accordance with the Audit committee Charter.

The role of the Audit & Risk Committee is to:

- Monitor the integrity of the financial statements of the Company, reviewing significant financial reporting judgments.

## CORPORATE GOVERNANCE

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- Review the Company's internal financial control system and, unless expressly addressed by a separate risk committee or by the Board itself, risk management systems;
- Monitor and review the effectiveness of the Company's internal audit function;
- Monitor and review the external audit function including matters concerning appointment and remuneration, independence and non-audit services; and
- Perform such other functions as assigned by law, the Company's constitution, or the Board.

The Company has established a risk management policy which sets out a framework for a system of risk management and internal compliance and control, whereby the Board delegates day-to-day management of risk to the executive director. The executive director, with the assistance of senior management as required, has responsibility for identifying, assessing, treating and monitoring risks and reporting to the Board on risk management. The policy also sets out the Company's risk profile.

### **Audit & Risk Committee**

The Audit & Risk Committee comprises three members, all of whom are independent Non-executive Directors. The current members of the Audit & Risk Committee are:

- Arwan Ahimsa – Chairman Audit Committee
- Richard Selwood - Non-executive director
- Robert Rooke – Non-executive director

The Audit & Risk Committee meets at least once every half year and at any other time requested by a Board member, Company Secretary or external auditor. The external auditors attend each half yearly meeting and on other occasions where circumstances warrant. At the discretion of the Chairman, having regard to the nature of the agenda, relevant members of management may be invited to attend meetings.

The number of meetings of the Audit & Risk Committee during the reporting period and the names of the attendance record is set out in the Directors' Report.

The external auditors are Grant Thornton Audit Pty Ltd who were appointed as the Company's auditors in September 2004.

### **Remuneration and Appointments Committee**

The role of the Committee, in accordance with the Remuneration and Appointments Committee Charter, is to assist the Board with respect to remuneration and appointments by reviewing and making appropriate recommendations on:-

- Remuneration packages of executive Directors, Non-executive Directors and senior executives; and
- Employee incentive and equity based plans including the appropriateness of performance hurdles and total payments proposed.

The ASX Listing Rules and the Constitution require that the maximum aggregate amount of remuneration to be allocated among the Non-executive Directors be approved by the shareholders in general meeting. In proposing the maximum amount for consideration by shareholders, and in determining the allocation, the Remuneration Committee will take into account the time demands made on Directors given the increasing complexity of the Bridge Global Capital Management Limited Company and such factors as fees paid to Non-executive Directors in comparable Australian companies.

The remuneration paid to Directors and senior executives is shown in the Remuneration Report on pages 9 to 14.

The Remuneration and Appointments Committee comprises three members, all of whom are non executive Directors. The Chairman of the Board is the Chairman of the Remuneration Committee and the Committee shall meet at least twice a year and otherwise as required.

The current members of the Remuneration Committee are the same as the members of the Audit and Risk committee listed above.

The number of meetings of the Remuneration Committee during the reporting period and the names on the attendance record is set out in the Directors' Report.



## CORPORATE GOVERNANCE

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### FINANCIAL REPORTING

#### CEO and CFO Sign-offs

In accordance with the Corporations Act 2001, ASX Corporate Governance Principle 4 (Safeguard integrity in Financial Reporting), relevant declarations, statements and certifications have been provided by the Managing Director and the Chief Financial Officer in relation to the Company's 30 June 2013 Annual Report, including financial statements.

### DISCLOSURE CONTROLS

Bridge Global Capital Management Limited is committed to ensuring that shareholders and the market are provided with full and timely information and that all stakeholders have equal and timely access to material information concerning the Company.

The Company understands and respects that timely disclosure of price sensitive information is central to the efficient operation of the Australian Stock Exchange's and has adopted a Disclosure Control Policy with underlying procedures covering public announcements, the prevention of selective or inadvertent disclosure, conduct of investor and analysts briefings, and media communications. This policy reflects the commitment of the Directors and management to promoting consistent disclosure practices aimed at accurate, timely and broadly disseminated disclosure of material information to the market.

### ENVIRONMENT

The Company seeks to prevent, minimise, mitigate and remediate any harmful effects of its operations on the environment and strives to achieve continuous improvement in environmental performance. The Company promotes an excellent standard of environmental performance across its business and has adopted an environmental policy which includes compliance with all applicable environmental laws as a minimum standard, development and implementation of Environmental Management Systems, to identify, assess and manage environmental risks, ensuring its employees and contractors are aware of their environmental responsibilities, consulting with government and community in relation to the Company's operations and proposed projects, and undertaking regular audits and reviews on environmental performance.

### SAFETY AND OCCUPATIONAL HEALTH

The safety, health and wellbeing of employees, contractors and the community are of core value to Bridge Global Capital Management Limited's operations. A health workforce contributes to business success and Bridge Global Capital Management Limited's aim is for zero injuries. The safety and health performance of Bridge Global Capital Management Limited will be measured through internal and external internationally recognised auditing and reporting processes.

### SECURITIES OWNERSHIP AND DEALINGS

The Company has a Policy for Trading in Company Securities which is binding on all Directors and employees. The purpose of this policy is to provide a brief summary of the law on insider trading and other relevant laws, set out the restrictions on dealing in securities by people who work for or are associated with Bridge Global Capital Management Limited and assist in maintaining market confidence in the integrity of dealings with Bridge Global Capital Management Limited's securities.

## ADDITIONAL ASX INFORMATION

The shareholder information set out below was applicable as at 22 January 2015.

**A. Distribution of equity securities**

Analysis of numbers of equity security holders by size of holding

No. of ordinary shares held	No. of holders
1 – 1000	3,606
1,001 – 5,000	40
5,001 – 10,000	6
10,001 – 100,000	14
100,000 and over	43
	<hr/>
	3,709
	<hr/>

There are 3,652 holders of less than a marketable parcel of ordinary shares.

**B. Equity security holders**

*Twenty largest quoted equity security holders*

The names of the twenty largest holders of quoted equity securities are listed below

Name	Ordinary Shares	
	Units	% of Issued
1. Connect Global Capital DWC-LL	10,000,000	12.41%
2. Avestra Asset Mgmt Ltd	8,163,265	10.13%
3. AG Fincl Ltd	7,200,000	8.93%
4. SPC Bridge Global ARF	5,500,000	6.82%
5. SPC Bridge Global ARF	4,950,000	6.14%
6. Bridge Global Inv	4,950,000	6.14%
7. VCAP Global Inc	4,783,940	5.94%
8. Bradken Ltd	4,783,940	5.94%
9. Hanhong Cayman SPC Ltd	4,000,000	4.96%
10. Samuel Goh Sze-Wei	2,000,000	2.48%
11. Wei Yeo Jia	2,000,000	2.48%
12. Leong Joyce	2,000,000	2.48%
13. Connect Cap Ltd	1,836,735	2.28%
14. McDonald Nicholas	1,600,000	1.99%
15. Lounge Cap Ltd	1,250,000	1.55%
16. Lan Lin Xiao	1,250,000	1.55%
17. Fast Fortune Pte Ltd	1,109,000	1.38%
18. Oei Eugene	1,000,000	1.24%
19. Selwood, Ken	1,000,000	1.24%
20. Avestra Asset Mgmt Ltd	1,000,000	1.24%
	<hr/>	<hr/>
	70,376,880	87.32%
	<hr/>	<hr/>

ADDITIONAL ASX INFORMATION

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**C. Substantial holders.**

1.	Connect Global Capital DWC-LL	10,000,000	12.41%
2.	Avestra Asset Mgmt Ltd	8,163,265	10.13%
3.	AG Fincl Ltd	7,200,000	8.93%
4.	SPC Bridge Global ARF	5,500,000	6.82%
5.	SPC Bridge Global ARF	4,950,000	6.14%
6.	Bridge Global Inv	4,950,000	6.14%
7.	VCAP Global Inc	4,783,940	5.94%
8.	Bradken Ltd	4,783,940	5.94%

**D. Voting rights**

The voting rights attaching to each class of equity securities are set out below:

- a) *Ordinary shares*  
On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.
- b) *Options*  
No voting rights at meetings of members.