

26 February 2015

ASX Company Announcements
Australian Securities Exchange Ltd
Level 40 Central Park
152-158 St George's Terrace
PERTH WA 6000

Electronic lodgement via ASX Online

**DTI GROUP LIMITED & CONTROLLED ENTITIES (ASX: DTI)
31 DECEMBER 2014 HALF-YEAR FINANCIAL REPORT**

In accordance with ASX Listing Rule 4.2A, please find attached the following documents in relation to the half year consolidated financial results for DTI Group Limited and its controlled entities:

- 2015 Half-Year Report; and
- Appendix 4D.

The above documents are for immediate release

Yours faithfully



Bruce Mitchell
Company Secretary



DTI GROUP LTD

ABN 15 069 791 091

Half-Year Report 31 December 2014

Lodged with ASX under Listing Rule 4.2A.

This information should be read in conjunction with the 30 June 2014 Annual Report, together with the public announcements and documents made by DTI Group Ltd in accordance with its continuous disclosure obligations under the *Corporations Act 2001* and ASX Listing Rules.

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APPENDIX 4D ANNOUNCEMENT TO THE MARKET

DTI Group Ltd and its Controlled Entities Half-year ended 31 December 2014

(Previous corresponding period half-year ended 31 December 2013)

	% Change	Direction	\$
Revenue from ordinary activities	39	down	6,588,089
Profit/(loss) after tax attributable to members	123	down	(203,946)
Net profit/(loss) for the period attributable to members	123	down	(203,946)

No dividends have been declared or paid during the period.

Net tangible asset backing per share at 31 December 2014 was \$0.11 (31 December 2013: \$0.10).

Entities over which control has been gained or lost during the period	Nil
Associates and joint venture entities	Nil
Foreign reporting entity	N/A

Additional information supporting the Appendix 4D disclosure requirements can be found in the Directors' Report and the consolidated financial statements for the half year ended 31 December 2014.

International Financial Reporting standards have been used in compiling the information contained in this Appendix 4D.

2014 Half-year Report

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Directors' report

The Directors present their report for DTI Group Ltd ("DTI" or "Company") in respect of the financial half year ended 31 December 2014.

Directors

The names of the Directors of the Company in office during the financial half-year and until the date of this report are set out below. Directors were in office for this entire period unless otherwise stated.

Chris Morris
Non-Executive Chairman

Richard Johnson
Managing Director

Neil Goodey
Non-Executive Director

Glyn Denison
Non-Executive Director

Jeremy King
Non-Executive Director

Principal activities

The principal activities of the consolidated entity during the course of the half year were the operation of surveillance solutions and managed services:

- Surveillance solutions – specialised hardware systems, incorporating video, audio, GPS tracking, communications and high-speed recording technology; supported by sophisticated device and data management software to provide a comprehensive, fleet-wide, CCTV and vehicle management solution.
- Managed services – back-end control room communications and infrastructure comprising wide-area urban surveillance, driver development and risk mitigation, video management, vehicle data analysis and monitoring, schedule adherence analysis, IT infrastructure, help desk, technical support and monitoring, and first line maintenance.

DTI markets and distributes its product range to customers around the world, both directly and in conjunction with a network of integrators and business partners.

DTI is a company limited by shares that is incorporated and domiciled in Australia. The Company is publicly listed on the Australian Securities Exchange under the code "DTI".

Review of operations

DTI progressed to the next step in the Company's evolution with the successful listing on the ASX in early December 2014. As DTI provides its solutions to a range of private enterprise and government sectors both domestically and internationally, listing on ASX will assist the Company to expand its profile to additional customers and regions in the future. The initial public offering of 6.68 million new shares was conducted to provide the Company with additional working capital and funding to support the future growth of the Company, to enhance DTI's flexibility to pursue growth opportunities, including possible acquisitions, to provide DTI with the benefits of an increased profile from being a listed entity, and to provide investors an opportunity to become a shareholder of DTI.

Review of operations (contd)

As described in DTI's prospectus ("Prospectus") issued on 31 October 2014, the forecasted revenue for the six-month period ending 31 December 2014 was expected to be approximately \$7.80 million resulting in a first half forecast EBITDA performance of \$0.29 million. The forecast first half NPAT loss was (\$0.18 million). The actual revenue for the six-month period ending 31 December 2014 was \$6.59 million resulting in a first half EBITDA performance loss of (\$0.05 million) and NPAT loss of (\$0.20 million). The reduction in revenue and performance is primarily due to the late deferral of December deliveries to the US market due to matters unrelated to DTI.

However, it should be noted that the outlook for DTI in the mobile security market remains very strong and this is reinforced by the record number of prospects currently being pursued which total over 100 with a corresponding value of over \$200 million.

Australasia

DTI maintained its strong market position in the Australian transit sector in the first half with sales of \$3.65 million being slightly above the half-year forecast for the Australasian market. These sales include a wide range of customers in Perth, Adelaide, Canberra, Tasmania, Melbourne, Sydney and Brisbane. In the first half, DTI signed a multi-year maintenance contract with the Dyson Group, one of Victoria's largest bus companies and has recently signed a contract for video surveillance systems by Yarra Trams to be installed on its C2 Citadis trams in Melbourne. The Yarra Trams network includes 487 trams and with 250 kilometres of double track, Melbourne's tram network is the largest in the world.

Europe, Middle East, Africa (EMEA)

DTI experienced strong growth in the EMEA market with sales growing from \$0.34 million in the first half of the 2014 financial year to \$1.34 million in the first half of the 2015 financial year. These sales were slightly below the half year forecast.

An order for the supply, monitoring and long-term support of advanced on-board video surveillance systems was announced in January 2015 as part of the class 321 rail vehicle refurbishment project for Eversholt Rail Group Ltd. This latest deployment raises the number of Class 321 and Class 315 rail cars installed with DTI's surveillance technology to over 700 – the majority of which operate daily as part of the London commuter rail network. Also in the UK, DTI announced in July 2014 the order and initial deliveries of video surveillance systems for 100 new double and single deck vehicles from Alexander Dennis Limited (ADL). ADL is the largest bus and coach manufacturer in the United Kingdom.

DTI opened a French office located in the city of Besançon in July 2014 in order to expand into the French market. Concurrent with the establishment of an office, DTI received its first order in France from Cibest for the supply of advanced video equipment for 100 buses in the region of Grand Besançon and building on this initial success in France, an order with its French partner, Cibest was issued for 36 advanced video surveillance systems for the Marseille Metro in August 2014.

In July 2014, DTI received an order to provide 30 video surveillance systems for Tshwane Buses covering Pretoria in South Africa. DTI has recently opened an office in South Africa to build on this success and to pursue a further range of active prospects in South Africa. This investment in South Africa forms an important part of DTI's growth strategy of extending the reach of the Company's offering to transit operators primarily in bus and rail in the region as outlined in the Prospectus.

DTI announced in July 2014 an initial order of video surveillance systems by the Polish railway vehicle manufacturer PESA for delivery to ZKM Gdańsk, the operator of the trams in Gdańsk Poland. Following this order, DTI announced the receipt of two further orders in Poland. The first project includes an order for 30 video surveillance systems by DTI's Polish partners, DTI Polska Sp. z o.o. and R&G Plus Sp. z o.o. for delivery to MPK - Łódź Sp. z o.o., the operator of the trams in Łódź Poland. The second project includes an order for 16 video surveillance systems by the Polish railway vehicle manufacturer and refurbishment company, Modertrans Poznań Sp. z o.o. for delivery to ZKM Gdańsk Sp. z o.o., the operator of the trams in Gdańsk, Poland.

Review of Operations (contd)

Americas

DTI experienced weak sales in the Americas market in the first half of the 2015 financial year due to timing issues with deliveries due to matters unrelated to DTI as explained below. The sales of \$1.60 million were significantly below the half year forecast.

As mentioned in the 2014 Annual Report, a key US city, which initially equipped 426 buses with digital surveillance systems in 2011 and a further 1,100 units equipped throughout the 2012–13 financial year, is proceeding with a further expansion in the 2015 and 2016 financial years with an order for over 900 systems, but the manufacture of the buses has been delayed due to matters unrelated to DTI. Options of more than 200 out of 600 in the contract are understood to be in the process of being exercised.

In July 2014, DTI announced that its advanced surveillance solution has been specified in a bus procurement tender issued by the San Francisco MTA. The bus procurement tender includes the manufacture of up to 454 buses over a five-year period with orders now expected to commence towards the end of this financial year. The tender states that the contractor shall provide and install a digital video recording and surveillance system by DTI or an approved equal. This is a strong statement as it highlights the customer's preference for DTI products going forward for the next five years. The Company is also hopeful that the DTI solution is recommended for further vehicle procurements with the MTA such as the 64 vehicle light rail project which has options of up to 260 cars.

In January 2015, DTI created a wholly owned subsidiary in the USA. The subsidiary will be an effective structure for DTI to become closer to specific customers in the very large North American market. This subsidiary forms an important part of DTI's growth strategy of extending the reach of DTI's offering to transit operators primarily in bus and rail in North America as outlined in the Prospectus.

Cash position

The Company's cash balance improved to \$3.2 million from \$1.4 million at the end of June 2014. This was previously due to the net cash proceeds from the Company's initial public offer.

Dividend

No dividends have been declared, provided for or paid in respect of the half-year (31 December 2013: Nil).

Signed in accordance with a resolution of the Board of Directors and is signed for and on behalf of the Directors by:



Richard Johnson
Managing Director
26 February 2015
Perth, Australia

Condensed consolidated statement of profit or loss and other comprehensive income

for the half-year ended 31 December 2014

	Note	31 December 2014 \$	31 December 2013 \$
Revenue from continuing operations		6,588,089	10,762,820
Other income		199,205	331,305
Change in inventory of finished goods		326,934	244,513
Raw materials and consumables used		(3,613,218)	(5,914,479)
Employee benefits expense		(2,394,070)	(2,389,968)
Depreciation and amortisation expense		(423,873)	(477,049)
Administration expenses		(449,776)	(538,642)
Marketing expenses		(390,365)	(351,408)
Research and development expenses		(12,021)	(7,028)
Other expenses		(285,424)	(422,775)
Finance costs		(2,564)	(1,468)
Profit / (loss) from operations before income tax		(457,083)	1,235,821
Income tax (expense) / benefit		253,137	(351,355)
Profit / (loss) after tax		(203,946)	884,466
Profit / (loss) is attributable to: Owners of DTI Group Ltd		(203,946)	884,466
Other comprehensive income			
Items that may be reclassified to profit or loss:			
Exchange differences on translation of foreign operations		(23,201)	–
Total other comprehensive income / (loss)		(23,201)	–
Total comprehensive income / (loss) for the period		(227,147)	884,466
Total comprehensive income / (loss) is attributable to: Owners of DTI Group Ltd		(227,147)	884,466
Earnings per share for profit / (loss) attributable to the ordinary equity holders of the Company:			
Basic earnings per share (cents per share)		(0.26)	1.16 ⁽¹⁾
Diluted earnings per share (cents per share)		(0.26)	1.16 ⁽¹⁾

⁽¹⁾ The number of shares used in calculating the December 2013 earnings per share has been adjusted to reflect the effect of the 7 for 1 share split completed in June 2014.

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

Condensed consolidated statement of financial position

as at 31 December 2014

	Note	31 December 2014 \$	30 June 2014 \$
Current assets			
Cash and cash equivalents		3,198,305	1,447,821
Other financial assets		400,063	400,063
Trade and other receivables		4,020,015	5,746,979
Inventories		3,549,725	2,543,940
Other current assets		36,182	90,644
Total current assets		11,204,290	10,229,447
Non-current assets			
Other receivables		436,898	452,232
Property, plant and equipment		631,734	651,921
Intangible assets		2,325,577	2,054,686
Deferred tax assets		101,316	–
Total non-current assets		3,495,525	3,158,839
Total assets		14,699,815	13,388,286
Current liabilities			
Trade and other payables		2,905,055	2,882,313
Borrowings		13,451	13,021
Total current liabilities		2,918,506	2,895,334
Non-current liabilities			
Borrowings		58,955	65,711
Provisions		55,585	48,508
Deferred tax liabilities		–	203,810
Total non-current liabilities		114,540	318,029
Total liabilities		3,033,046	3,213,363
Net assets		11,666,769	10,174,923
Equity			
Contributed equity	3	10,993,377	9,274,384
Reserves		1,115,395	1,138,596
Accumulated losses		(442,003)	(238,057)
Total equity		11,666,769	10,174,923

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

Condensed consolidated statement of changes in equity

for the half-year ended 31 December 2014

	Contributed Equity \$	Options Reserve \$	Foreign Currency Translation Reserve \$	Accumulated Gains / (Losses) \$	Total \$
2014					
At 30 June 2014	9,274,384	1,156,957	(18,361)	(238,057)	10,174,923
Loss for the half-year	–	–	–	(203,946)	(203,946)
Other comprehensive loss	–	–	(23,201)	–	(23,201)
Total comprehensive loss for the half-year	–	–	(23,201)	(203,946)	(227,147)
Transactions with owners in their capacity as owners					
Issue of share capital	2,004,000	–	–	–	2,004,000
Capital raising costs	(285,007)	–	–	–	(285,007)
At 31 December 2014	10,993,377	1,156,957	(41,562)	(442,003)	11,666,769
2013					
At 30 June 2013	9,239,384	1,156,957	–	(1,354,032)	9,042,309
Profit for the half-year	–	–	–	884,466	884,466
Total comprehensive income for the half-year	–	–	–	884,466	884,466
Transactions with owners in their capacity as owners					
Share based payments	35,000	–	–	–	35,000
At 31 December 2013	9,274,384	1,156,957	–	(469,566)	9,961,775

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

Condensed consolidated statement of cash flows

for the half-year ended 31 December 2014

	31 December 2014 \$	31 December 2013 \$
Cash flows from operating activities		
Receipts from customers	8,148,429	8,647,838
Payments to suppliers and employees	(7,749,838)	(8,320,243)
Interest received	24,504	35,470
Research and development grant received	210,000	877,254
Interest paid	(2,564)	(1,468)
Net cash inflow from operating activities	630,531	1,238,851
Cash flows from investing activities		
Payments for plant and equipment	(99,144)	(132,955)
Payments for intangible assets	(572,906)	(57,944)
Net cash outflow from investing activities	(672,050)	(190,899)
Cash flows from financing activities		
Proceeds from issues of shares	2,004,000	–
Payments for share issue costs	(285,007)	–
Repayment of borrowings	(6,326)	48,500
Net cash inflow from financing activities	1,712,667	48,500
Net increase in cash and cash equivalents	1,671,148	1,096,452
Cash and cash equivalents at the beginning of the period	1,447,821	1,170,440
Effect of exchange rate changes on cash and cash equivalents	79,336	–
Cash and cash equivalents at the end of the period	3,198,305	2,266,892

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

Notes to the consolidated financial statements

Note 1: Summary of significant accounting policies

Basis of preparation

This condensed consolidated interim financial report for the half-year reporting period ended 31 December 2014 has been prepared in accordance with Accounting Standard AASB 134 Interim Financial Reporting and the *Corporations Act 2001*.

This condensed consolidated interim financial report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the annual report for the year ended 30 June 2014 together with public announcements and documents made by the Company during the interim reporting period in accordance with the continuous disclosure obligations of the *Corporations Act 2001* and ASX Listing Rules.

DTI is a for-profit company limited by shares incorporated in Australia whose shares have been publicly traded on the Australian Securities Exchange from 9 December 2014.

As a result of becoming a disclosing entity during the half-year, the Company has prepared this interim half-year financial report in accordance with the requirements of AASB 134 Interim Financial Reporting and the *Corporations Act 2001* for the first time and has provided the disclosures required of a disclosing entity, including segment reporting and earnings per share information. Comparatives for these new disclosures have been provided.

The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, except as set out below:

New and amended standards adopted by the group

A number of new or amended standards became applicable for the current reporting period; however, the group did not have to change its accounting policies or make retrospective adjustments as a result of adopting these standards. There will be some changes to the disclosures in the 30 June 2015 annual report as a consequence of these amendments.

Accounting policies adopted by the group upon becoming a disclosing entity

(a) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is the Board of DTI which assesses the financial performance and position of the group, and makes strategic decisions.

(b) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit or loss attributable to owners 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.

Notes to the consolidated financial statements

Note 1: Summary of significant accounting policies (contd)

(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
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

Note 2: Segment information

Description of segments

The Board of DTI examines the group's performance from a geographic perspective and has identified three reportable segments of its business:

Segment results

	Australasia \$	EMEA \$	Americas \$	Total \$
Half-year 2014				
Total segment revenue	3,649,121	2,504,901	1,602,890	7,756,912
Inter-segment revenue	–	(1,168,823)	–	(1,168,823)
Revenue from external customers	3,649,121	1,336,078	1,602,890	6,588,089
EBITDA	169,314	(143,710)	(78,945)	(53,341)
Half-year 2013				
Total segment revenue	3,754,116	1,313,124	6,671,690	11,738,930
Inter-segment revenue	–	(976,110)	–	(976,110)
Revenue from external customers	3,754,116	337,014	6,671,690	10,762,820
EBITDA	202,431	(110,175)	1,588,080	1,680,336

Notes to the consolidated financial statements

Note 2: Segment information (contd)

Reconciliation of EBITDA to profit before income tax is as follows:

	2014 \$	2013 \$
EBITDA	(53,341)	1,680,336
Interest revenue	22,695	34,002
Finance costs	(2,564)	(1,468)
Depreciation	(119,717)	(109,714)
Amortisation	(304,156)	(367,335)
Profit / (loss) before income tax from continuing operations	(457,083)	1,235,821

Note 3: Contributed equity

	2014 No.	2014 \$	2013 No.	2013 \$
Ordinary shares				
Balance at the beginning of the half-year	76,451,011	9,274,384	10,904,073 ⁽¹⁾	9,202,481
Issued under IPO	6,680,000	2,004,000	–	–
Capital raising costs	–	(285,007)	–	–
Shares issued as part of employee bonus arrangement	–	–	17,500 ⁽¹⁾	35,000
	83,131,011	10,993,377	10,921,573 ⁽¹⁾	9,237,481

⁽¹⁾ 2013 share numbers are as at 31 December 2013 and do not reflect the effect of the 7 for 1 share split completed in June 2014.

Note 4: Contingent liabilities

There have been no changes in contingent liabilities or contingent assets since the end of the previous annual reporting period, 30 June 2014.

Note 5: Subsequent events

No matters or circumstance have arisen that have significantly affected, or may significantly affect, the operations of DTI, the results of those operations or the state of affairs of DTI in subsequent years that is not otherwise disclosed in this report.

Note 6: Related party transactions

There were no significant changes to related party transactions.

Note 7: Fair value measurement of financial instruments

The carrying amount of financial assets and financial liabilities recorded in the financial statements represents their respective net fair values.

Directors' declaration

In the opinion of the directors of the Company:

- (a) The financial statements and notes as set out on pages 6 to 12 are in accordance with the *Corporations Act 2001* and:
 - (i) comply with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001
 - (ii) give a true and fair view of the consolidated entity's financial position as at 31 December 2014 and of its performance for the half-year ended on that date.
- (b) In the directors' opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors and is signed for and on behalf of the Directors by:



Richard Johnson
Director

26 February 2015, Perth, Australia

INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of DTI Group Limited

Report on the Half-Year Financial Report

We have reviewed the accompanying half-year financial report of DTI Group Limited, which comprises the condensed consolidated statement of financial position as at 31 December 2014, the condensed consolidated statement of profit or loss and other comprehensive income, the condensed consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the half-year's end or from time to time during the half-year.

Directors' Responsibility for the Half-Year Financial Report

The directors of the company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2014 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of DTI Group Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of DTI Group Limited, would be in the same terms if given to the directors as at the time of this auditor's review report.

Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of DTI Group Limited is not in accordance with the *Corporations Act 2001* including:

- (a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2014 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and *Corporations Regulations 2001*

BDO Audit (WA) Pty Ltd



Dean Just

Director

Perth, 26 February 2015

DECLARATION OF INDEPENDENCE BY DEAN JUST TO THE DIRECTORS OF DTI GROUP LIMITED

As lead auditor for the review of DTI Group Limited for the half-year ended 31 December 2014, I declare that to the best of my knowledge and belief, there have been:

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

This declaration is in respect of DTI Group Limited and the entities it controlled during the period.



Dean Just

Director

BDO Audit (WA) Pty Ltd

Perth, 26 February 2015

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Corporate directory

Directors	<p>Chris Morris Richard Johnson Neil Goodey Glyn Denison Jeremy King</p>	<p>Non-Executive Chairman Managing Director & Chief Executive Officer Non-Executive Director Non-Executive Director Non-Executive Director</p>
Company Secretary	Bruce Mitchell	
Registered and Principal Office	<p>31 Affleck Road Perth Airport WA 6105 Telephone: (08) 9479 1195 Facsimile: (08) 9479 1190 Website: www.dti.com.au</p>	
Auditor	<p>BDO Audit (WA) Pty Ltd 38 Station Street Subiaco WA 6008</p>	
Share Registrar	<p>Computershare Investor Services Pty Limited Yarra Falls 452 Johnston Street Abbotsford Vic 3067</p>	