

The logo for Kresta Holdings Limited, featuring the word "Kresta" in a white, serif font centered within a solid black rectangular background.

Kresta

Kresta Holdings Limited
ACN 008 675 803

Annual Financial Report

30 June 2014

For personal use only

Chairman's report

Dear Shareholder,

On behalf of the Board of directors I present the annual report for Kresta Holdings Limited (KHL) for the year ended 30 June 2014.

The past year has been a transitional one for the business. Both to the shareholder base of the Company and also as the business continues to restructure its retail offering and footprint to best service our market and restructure our cost base to extract sufficient returns for shareholders in the future.

In December 2013 Suntarget (Hong Kong) Trading Company Co Ltd ("APLUS") became a significant shareholder in the business and in March Mr Lu, the Executive Chairman of APLUS, had joined the Board of Kresta and become our Managing Director.

Under Mr Lu's leadership we have experienced a determined approach to the future success of Kresta through an initial focus on procurement and industry best practice systems, and with an eye to the future on our brand positioning and retail offerings. In July 14 APLUS launched an on market takeover of Kresta to increase their shareholding. At the date of the report APLUS's shareholding had moved to 84.63% with 2 days of the offer to run.

The full year financial performance of the business, whilst disappointing reflects a number of changes occurring in the business at present.

With a continued focus on the rationalisation of our retail footprint and reduction of our fixed cost structure, sales for the year across the business were \$95.6m a 5.1% decrease on the prior year's result.

The business has reported a net loss after tax of (\$1.4m) for the year compared to a \$1.5m net profit in 2013.

Last year's result included a pre-tax profit on the sale of surplus land and buildings of \$3.9m and a pre-tax charge of \$(1.7m) for the write-down of intangible software and trademark costs. It also included a number of restructure costs relating to rationalisation of our retail showrooms and employee structure.

During both 2013 and 2014 the Company has continued its process of establishing a more efficient retail structure and appropriate level of fixed costs. This included the closure of 14 stores across Australia and New Zealand. Furthermore a number of non cash charges were incurred during the second half of the year, including an increase in our stock and warranty provisions driven by current changes to our core suppliers (\$1.4m pre tax charge) and an acceleration of the accounting charge associated with the early vesting of our former CEO's LTI shares following his departure in March 14 (\$0.3m).

The Company paid off all its existing bank debt during the year and generated a positive operating cash flow of \$2.4m (2013: \$1.5m). At the end of the year the Company had \$5.7m in cash (2013: \$5.2m).



R. Taylor
Chairman
27 August 2014

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Corporate information

ABN 26 008 675 803

Directors

Richard Taylor, Non-executive Chairman
John Murphy, Non-executive Director
Xianfeng Lu, Managing Director
Sean Shwe, Executive Director
Andrew Tacey, Executive Director

Company Secretary

Brendan Cocks

Registered Office and Principal Place of Business

380 Victoria Road
Malaga WA 6090
Australia
Phone: +61 8 9249 0777
Website: www.kresta.com.au

Share Register

Computershare Investor Services Pty Ltd
Level 2, Reserve Bank Building
45 St Georges Terrace
Perth WA 6000
Phone: +61 8 9323 2000

Kresta Holdings Limited shares are listed on the Australian Securities Exchange (ASX).
ASX Code: KRS

Bankers

Commonwealth Bank of Australia Limited

Auditors

Ernst & Young
The Ernst & Young Building
11 Mounts Bay Road
Perth WA 6000

Solicitors

Jackson McDonald
Level 25, 140 St Georges Terrace
Perth WA 6000

Directors' report

Your directors of Kresta Holdings Limited submit their report for the year ended 30 June 2014.

Directors

The names and details of the Company's directors in office during the financial year and until the date of this report are as follows. Directors were in office for this entire period unless otherwise stated.

Names, qualifications, experience and special responsibilities

Richard Taylor, B.Econ., ACA. (Non-executive Chairman)

Mr Taylor became Chairman of Kresta Holdings Limited in March 2014 and joined the board as a non-executive director in March 2011 and is also a member of the Audit and Risk Committee and the Remuneration Committee. He is a chartered accountant and was formerly a tax partner for 20 years with Deloitte and its antecedent firms. In this role, he advised on mergers and acquisitions, helping companies IPO and structuring funding arrangements across a broad range of industries. He led their Deloitte Australia Private Equity Team and was a member of their National Tax Executive. During the past 3 years he also served as a director of the following ASX listed companies:

- Wintech Group Limited (ASX: WTG) – appointed 7 October 2011; resigned 2 October 2012
- Lamboo Resources Limited (ASX: LMB) – appointed March 2002; resigned 14 June 2012

Xianfeng Lu, (Managing Director) – appointed 7 March 2014

Mr Lu was appointed as Managing Director of Kresta Holding Limited in March 2014 and is the founder of APLUS. Mr Lu started his business in the field of international trading in 2000. He then founded Ningbo Yusheng Necessities Co., Ltd, in 2001 which is a business manufacturing sun-shading material and products. Mr Lu is Chairman of APLUS which in 2003 began the manufacture and sales of sun-screening material and products. He is a member of the remuneration committee of the Group.

John Murphy, B.Com., M.Com., CA., CPA. (Non-executive Director) – appointed 13 February 2014

Mr Murphy joined the Kresta Holdings Limited Board as a non -executive director in February 2014 and is the Chairman of the Audit committee. He spent 26 years in the accounting profession and was a global partner of Arthur Andersen for 16 years specialising in mergers and acquisitions and corporate reconstruction. He was the founder of the Investec Wentworth Private Equity Funds and was the Chief Executive of those funds from 1999 to 2012. He has extensive public company experience and is currently a director of:

- Investec Bank Australia Ltd
- Vocus Communications Ltd
- Ariadne Australia Ltd
- Redflex Holdings Ltd
- Gale Pacific Ltd

During the past 3 years he also served as a director of the following ASX listed company:

- Clearview Wealth Ltd

Andrew Tacey, B.Econ. (Director) – appointed 5 June 2014

Mr Tacey was appointed as a director of Kresta Holdings Limited in June 2014. He is a member of the family that established the Curtain Wonderland Business and has worked this with the business for 23 years, the last 10 years as General Manager. He has managed all areas of the Curtain Wonderland business including sales, procurement and strategy.

Directors' report (continued)

Directors (continued)

Names, qualifications, experience and special responsibilities (continued)

Sean Shwe, B. Com., MBA., AFAIM.(Director & Chief Operating Officer) – appointed 5 June 2014

Mr Shwe joined Kresta Holdings Limited in 2008 and undertook various senior managerial roles within the Group, including General Manager of Operations, Operations and Strategy Manager and Commercial Manager. In June 2014, he was appointed Executive Director and Chief Operating Officer for the Group. Prior to joining Kresta, Mr Shwe worked in a number of commercial, financial and project roles with companies that include Veolia (Collex / BHP Project) and Spirac Group. He holds a Bachelor of Commerce (B. Com) degree from Curtin University and a Master of Business Administration (MBA) from the University of Western Australia. He is also an Associate Fellow of the Australian Institute of Management (AFAIM). In 2013 his achievements in the field of management were recognised when he was nominated one of the national winners for esteemed 30 Under 30.

Peter Abery, B. Sc. Eng., M. Sc. Eng., MBA., Harvard ISMP., MIET., FAICD. (Non-executive Chairman) – resigned 28 February 2014

Mr Abery joined Kresta Holdings Limited as a non-executive director in June 2012. He was the chairman of the remuneration committee and was a member of the audit and risk committee of the Group. He has over 30 years extensive experience as a director and executive, and has held senior management roles including CEO and Managing Director of such companies as HPM Industries, Crown Castle UK, Crown Castle Australia, Vodafone Network and QPSX Communications. He also held senior management / director positions in Telstra. During the past 3 years he also served as a director of the following ASX listed companies:

- Nomad Buildings Solutions Ltd
- Norfolk Group Ltd
- Pienetworks Limited

John Molloy (Non-executive Director) – resigned 31 January 2014

Mr Molloy is a successful former advertising director and entrepreneur who for many years worked on the Kresta Holdings Limited account and played a key role in the establishment of the Kresta brands. In 2007-2008 Mr Molloy was a director of Mitchells W.A., a subsidiary of the listed Mitchells Media Group. He resigned as director of that Company when it was bought out completely by the Parent Company in 2008. He was a member of the remuneration committee of the Group.

Kevin Eley, CA., F Fin (Non-executive Director) – resigned 28 February 2014

Mr Eley joined Kresta Holdings Limited as non-executive director in April 2011 and was a member of the audit and risk committee of the Group. During the past 3 years he also served as a director of the following ASX listed companies:

- HGL Limited
- Equity Trustees Limited
- Milton Corporation Limited
- Po Valley Energy Limited

Robert Farrar, (Non-executive Director) – resigned 5 June 2014

Mr Farrar joined Kresta Holdings Limited as a non-executive director in June 2012 and was a member of the remuneration committee of the Group. He has had business experience in running his own manufacturing and retail sales blinds and awnings business. Prior to running his own business he served as a Director and General Manager Operations of an Australian company, Siemens Dematic, which is part of an International Business where he managed Australian engineering, manufacturing & local and overseas purchasing operations. During his career as General Manager he was responsible for the set-up of Chinese purchasing & establishment of Chinese manufacturing operations. His strengths are in manufacturing operations, global procurement, logistics & customer service.

Directors' report (continued)

Directors (continued)

Names, qualifications, experience and special responsibilities (continued)

Hardjanto Siswandjo (alternate to Robert Farrar) – appointed 6 March 2014; resigned 5 June 2014

Mr Siswandjo joined Kresta Holdings Ltd as an alternate to Robert Farrar in March 2014. He has extensive experience in the window furnishing industry as a manufacturer, wholesaler and retailer across the globe. Mr Siswandjo's appointment finished upon the resignation of Mr Farrar.

Interests in the shares and options of the Company

As at the date of this report, no directors have direct interests in the shares and in-substance options of Kresta Holdings Limited.

Company Secretary

Brendan Cocks, B. Com., CA

Mr Cocks was appointed Company Secretary and Chief Financial Officer on 27 May 2013. A Chartered Accountant, he has in excess of 19 years experience across a broad range of industries including retail, manufacturing, resources and professional services. Since 2007 he has occupied CFO positions for a number of ASX listed companies and prior to that held senior commercial finance roles with a large ASX listed manufacturer.

Dividends

The Company has not declared a dividend for June 2014 financial year (2013: 0.25 cents paid in October 2013).

Principal activities

The principal activities during the year of entities within the consolidated entity were the manufacturing, distribution and retailing of window coverings treatments and components.

There have been no significant changes in the nature of those activities during the year.

Directors' report (continued)

Operating and financial review

Group overview

The Group has been a leading manufacturer and retailer of window furnishings for over 40 years. The Group's manufacturing and procurement operations are centred in Western Australia and Queensland, and it markets and sells through a large number of outlets located throughout Australia and also has a presence in New Zealand.

The Group operates two manufacturing plants involving production of roller blinds, curtains, vertical blinds and awnings. The manufacturing operations continue to be a major part of the Group's core activities. At the same time, the Group sources some finished product lines from local and overseas contract suppliers at competitive prices and acceptable delivery time to customers.

The Group recorded revenue of \$95,611k, a decrease of 5.1% from the previous year. The decline was predominantly driven by a reduction in the number of retail showrooms throughout our network, aimed at reducing our fixed cost base and enhancing profitability. The retail environment was also mixed with the period leading up to the federal election in September particularly weak, and also the period following the announcement of the federal budget in the June 2014 quarter.

There has been a continuing focus of restoring the Group's operational profitability. During the year there were a number of initiatives pursued including:

- Closure of 14 under performing or sub scale retail showrooms and stores
- Review of our core procurement with particular focus on suitable quality and pricing from reputable suppliers
- Establishment of a new management and operational structure to ensure we have the most appropriate fixed cost base and structure to support the business
- Enhancement of our training resources to improve our customer service and offering
- Continuing focus on manufacturing efficiency

The Group delivered a net loss before tax of (\$1,795k) compared with a \$1,805k profit the previous year. Across both years the business continued to incur additional costs associated with restructuring and transforming the business including the people structure and retail footprint.

In 2013 the result was supported by a profit from the disposal of surplus land and buildings of \$3,580k somewhat offset by an impairment charge of \$1,686k relating to the write-down of intangible software and trademark costs.

In 2014 whilst trading revenue was down 5.1%, additional costs were incurred for the write down of inventory (\$1,235k) mostly relating to the identification of additional obsolete stock during the transition of some of our key suppliers. Additional non cash charges were also incurred for an accelerated vesting of our previous CEO's LTI shares upon his departure and an increase in our warranty provision associated with the supplier transition.

Despite the accounting loss recorded for the year the business recorded a positive operating cash flow of \$2,408k (2013: \$1,513k) and at year end had a cash balance of \$5,702k (2013: \$5,206k).

Directors' report (continued)

Operating and financial review (continued)

Operating results for the year

The Group recorded a net loss after tax of \$1,375k for the year ended 30 June 2014 which was 190 per cent lower than the previous year profit of \$1,535k.

Shareholder returns

	2014	2013	2012	2011	2010
Basic (losses) / earnings per share (cents)	(0.95)	1.06	0.55	(0.54)	1.88
Return on shareholders' funds	(7%)	7%	4%	(4%)	12%
Closing share price (cents)	20.5	15.0	11.0	26.0	35.0

Capital structure

The Group's net assets decreased from \$21,311k as at 30 June 2013 to \$20,506k at 30 June 2014.

Liquidity and funding

At year end, the Group had credit facilities (inclusive of bank guarantee) totalling \$3,366k (2013: \$4,465k) of which unused were \$2,586k (2013: \$2,581k). Cash at bank and on hand at 30 June 2014 were \$5,702k (2013: \$5,206k).

During the year ended 30 June 2014, the Group repaid its outstanding bank debt.

Significant changes in the state of affairs

There have been no significant changes in the state of affairs of the Company during the financial year and up to the date of this report.

Significant events after the balance date

On 14 July 2014, Kresta received a takeover offer from Suntarget (Hong Kong) Trading Co Ltd, a wholly owned subsidiary of Ningbo Xianfeng New Material Co. Ltd in respect of an "on-market" takeover bid for all Kresta shares. The takeover bid offer is a cash offer of \$0.23 per Kresta share and is an unconditional offer for all the shares in Kresta not already owned by Suntarget and its associates. On 21 July 2014, Kresta released the target's statement in response to the takeover offer by Suntarget. The non-associated directors have unanimously recommended that Kresta shareholders accept the offer and have sold their shareholdings after balance date to Suntarget. As at the day prior to the date of this report Suntarget's shareholding had increased to 84.63%.

On 26 August 2014, the day prior to signing the accounts, the Company received an email from the Queensland Office of Fair Trading regarding a safety issue with one of its products. At the time of signing the accounts, it was too early for the Company to ascertain whether there is any potential material contingent liability arising from this notification. Accordingly the Company has made no provision in the accounts.

Environmental regulation and performance

The Group holds licences issued by the relevant environmental protection authorities. These licences specify limits to, and regulate the management of, discharges to the air and water run-off associated with the manufacturing operations.

There have been no significant known breaches of the Group's licence conditions or any environmental regulations to which it must comply.

Directors' report (continued)

Indemnification and insurance of directors and officers

During the financial year, the Company paid premiums in respect of a contract insuring all the directors and officers of Kresta Holdings Limited and its controlled entities against legal costs incurred in defending proceedings for conduct other than:

- (a) A wilful breach of duty.
- (b) A contravention of sections 182 or 183 of the *Corporations Act 2001*, as permitted by section 199B of the *Corporations Act 2001*.

Details of the premium are subject to a confidentiality clause under the contract of insurance.

Indemnification of auditors

To the extent permitted by law, the Company has agreed to indemnify its auditors, Ernst & Young, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify Ernst & Young during or since the financial year.

Directors' meetings

The number of meetings of directors (including meetings of committees of directors) held during the year and the number of meetings attended by each director were as follows:

	Meetings of committees					
	Directors		Audit and Risk		Remuneration	
	Eligible	Attended	Eligible	Attended	Eligible	Attended
Current directors						
R. Taylor	13	13	2	2	-	-
J. Murphy – appointed 13 February 2014	4	4	1	1	-	-
X. Lu – appointed 7 March 2014	4	3	-	-	-	-
S. Shwe – appointed 5 June 2014	1	1	-	-	-	-
A. Tacey – appointed 5 June 2014	1	1	-	-	-	-
Past directors						
P. Abery – resigned 28 February 2014	10	9	2	2	2	2
J. Molloy – resigned 31 January 2014	9	9	-	-	2	2
K. Eley – resigned 28 February 2014	10	9	2	2	-	-
R. Farrar – resigned 5 June 2014	11	10	-	-	2	2
H. Siswandjo – resigned 5 June 2014	-	-	-	-	-	-

Committee membership

As at the date of this report, the Company had an audit and risk committee and a remuneration committee.

Members of these committees of the Board as at the date of this report:

Audit and Risk

J. Murphy (Committee Chairman)
R. Taylor

Remuneration

R. Taylor (Committee Chairman)
X. Lu
J. Murphy

Directors' report (continued)

Rounding

The amounts contained in this report and in the financial report have been rounded to the nearest \$1,000 (where rounding is applicable and where noted (\$'000)) under the option available to the Company under ASIC CO 98/0100. The Company is an entity to which the Class Order applies.

Shares issued under the Company's LTI scheme

Shares granted to executives of the Company

During the financial year, the Company granted a number of fully paid ordinary shares to executives in accordance with its Long Term Incentive scheme. Consistent with the incentive scheme the executives were provided a limited recourse loan and a number of vesting conditions were attached to the shares issued. These "in-substance options" (see note 14), were issued for no consideration to the following executives as part of their remuneration:

Executives	Number of shares granted	Date of grant
G. Di Bartolomeo	1,000,000	5 September 2013

All shares were granted during the financial year. No shares have been granted since the end of the financial year.

Shares issued but held in escrow

As at reporting date shares issued under the LTI scheme but held in escrow are:

Expiry date	Issued price	Number of shares
22 March 2020	\$0.155	1,400,000
		<u>1,400,000</u>

All of these shares held under escrow are ordinary shares of the Company.

Shares provided under the LTI scheme expire on the earlier of the expiry date or termination of the employee's employment. In addition, the ability to access these shares is conditional on continuous employment. The shares are being held in escrow with half of the shares to be released between 1.5 to 2.0 years of continuous employment and the other half to be released between 2.5 to 3.0 years of continuous employment from the date of issue.

These shares held under escrow entitle the holder to participate in any share issue of the Company.

Shares released from escrow

During the financial year 4,000,000 (2013: nil) shares issued under the Company's LTI scheme were released from escrow. Subsequent to year end and in accordance with the scheme rules, a further 1,400,000 shares have been released from escrow as a result of the announced takeover from Suntarget.

Directors' report (continued)

Auditor's independence

The directors received the following declaration from the auditor of Kresta Holdings Limited.



Ernst & Young
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Perth WA 6000 Australia
GPO Box M939 Perth WA 6843

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Auditor's Independence Declaration to the Directors of Kresta Holdings Limited

In relation to our audit of the financial report of Kresta Holdings Limited for the year ended 30 June 2014, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the *Corporations Act 2001* or any applicable code of professional conduct.

Ernst & Young

Ernst & Young

D S Lewsen
Partner
27 August 2014

Non-audit services

The following non-audit services were provided by the entity's auditor, Ernst & Young. The directors are satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The nature and scope of each type of non-audit service provided means that auditor independence was not compromised.

Ernst & Young received or are due to receive the following amounts for the provision of non-audit services:

	\$
Assurance related and due diligence services	2,500

Remuneration report (audited)

This remuneration report for the year ended 30 June 2014 outlines the remuneration arrangements of the Company and the Group in accordance with the requirements of the *Corporations Act 2001* (the Act) and its regulations. This information has been audited as required by section 308(3C) of the Act.

The remuneration report details the remuneration arrangements for key management personnel (KMP) who are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and the Group, directly or indirectly, including any director (whether executive or otherwise) of the Parent Company.

Directors' report (continued)

Remuneration report (audited) (continued)

Individual key management personnel disclosures

Details of KMP are set out below.

Current directors

R. Taylor	Chairman (Non-Executive)
J. Murphy	Director (Non-Executive) – appointed 13 February 2014
X. Lu	Managing Director – appointed 7 March 2014
S. Shwe	Director – appointed 5 June 2014 (previously General Manager Operations)
A. Tacey	Director – appointed 5 June 2014 (previously General Manager Curtain Wonderland)

Past directors

P. Abery	Chairman (Non-Executive) – resigned 28 February 2014
J. Molloy	Director (Non-Executive) – resigned 31 January 2014
K. Eley	Director (Non-Executive) – resigned 28 February 2014
R. Farrar	Director (Non-Executive) – resigned 5 June 2014
H. Siswandjo	Director (Non-Executive) – resigned 5 June 2014

Executives

G. Di Bartolomeo	Chief Executive Officer – resigned 7 March 2014
B. Cocks	Chief Financial Officer and Company Secretary
A. Xu	Chief Information Officer – appointed 3 June 2014

Remuneration philosophy

The performance of the Company depends upon the quality of its directors and executives. To prosper, the Company must attract, motivate and retain highly skilled directors and executives.

To this end, the Company embodies the following principles in its remuneration framework:

- Provide competitive rewards to attract high calibre executives;
- Link executive rewards to shareholder value; and
- Establish appropriate, demanding performance hurdles for variable executive remuneration.

Remuneration committee

The remuneration committee of the Board of directors is responsible for determining and reviewing compensation arrangements for the directors and executives. The remuneration committee assesses the appropriateness of the nature and amount of emoluments of such executives on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality Board and executive team. Such executives are given the opportunity to receive their base emolument in cash and fringe benefits such as motor vehicles. It is intended that the manner of payment chosen will be optimal for the recipient without creating undue additional cost for the Company.

To assist in achieving these objectives, the remuneration committee links the nature and amount of each executive's emolument to the Group's financial and operational performance. All variable remuneration needs to be approved by the remuneration committee.

Directors' report (continued)

Remuneration report (audited) (continued)

Remuneration structure

In accordance with best practice corporate governance, the structure of non-executive director and executive remuneration is separate and distinct.

Non-executive director remuneration

Objective

The Board seeks to set aggregate remuneration at a level which provides the Company with the ability to attract and retain directors of the highest calibre, whilst incurring a cost which is acceptable to the shareholders.

Structure

Each non-executive director receives a fee for being a director of the Company and the fees and payments reflect the demands which are made on, and the responsibilities of, the directors. No additional fee is paid for membership of Board committees.

The Company's constitution and the ASX listing rules specify that the non-executive directors' fee pool shall be determined from time to time by a general meeting. The latest determination was at the 2010 AGM held on 25 November 2010 when shareholders approved an aggregate fee pool of \$400,000 per year.

Executive remuneration

Objective

The Group aims to reward executives with a level and mix of remuneration commensurate with their position and responsibilities within the Group and so as to:

- Reward executives for company, business unit and individual performance against targets set by reference to appropriate benchmarks;
- Align the interests of executives with those of shareholders;
- Link reward to the financial and operational performance of the Group; and
- Ensure total remuneration is competitive by market standards.

Structure

The remuneration committee has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the Company. Remuneration consists of the following key elements:

- Fixed remuneration
- Variable remuneration
 - Short Term Incentive (STI)
 - Long Term Incentive (LTI)

The proportion of fixed remuneration and variable remuneration (potential short term and long term incentives) is established for each executive by the remuneration committee.

Directors' report (continued)

Remuneration report (audited) (continued)

Executive remuneration (continued)

Fixed remuneration

Objective

The level of fixed remuneration is set so as to provide a base level of remuneration which is both appropriate to the position and is competitive in the market.

Fixed remuneration is reviewed annually by the remuneration committee and the process consists of a review of company, business unit and individual performance, relevant comparative remuneration externally and internally and, where appropriate, external advice on policies and practices.

Structure

Executives are given the opportunity to receive their fixed (primary) remuneration in cash and fringe benefits such as motor vehicles. It is intended that the manner of payment chosen will be optimal for the recipient without creating undue additional cost for the Group.

Variable remuneration – short term incentive

Objective

The objective of the annual 12 month STI program is to link the achievement of the Group's financial and operational targets with the remuneration received by the executives charged with meeting those targets. The total potential STI available is set at a level so as to provide sufficient incentive to the executive to achieve the balanced scorecard financial and operational targets and such that the cost to the Group is reasonable in the circumstances.

Structure

Actual STI payments granted to each executive depend on the extent to which specific operating targets set at the beginning of the financial year are met. The targets consist of a number of key performance indicators (KPIs) covering both financial and non-financial measures of performance. Typically included are measures such as contribution to earnings before interest and tax and net profit after tax. Others such as customer satisfaction, return on capital invested and earnings per share will be introduced when appropriate. These measures were chosen as they represent the key drivers for the short term success of the business and provide a framework for delivering long term value.

On an annual basis, after consideration of performance against KPIs, an overall performance rating for the Group for each KPI is approved by the remuneration committee. The aggregate of annual STI payments available for executives across the Group is subject to the approval of the remuneration committee. Payments made are usually delivered as a cash bonus and at the discretion of the remuneration committee.

STI bonus for 2014 financial year

There was no STI cash bonus paid to executives in 2014 (2013: \$nil).

Variable remuneration – long term incentive

Objective

The objective of the LTI plan is to reward executives in a manner which aligns this element of remuneration with the creation of shareholder wealth.

As such, LTI grants are only made to executives who are able to influence the generation of shareholder wealth and thus have a direct impact on the Group's performance.

Directors' report (continued)

Remuneration report (audited) (continued)

Executive remuneration (continued)

Variable remuneration – long term incentive (continued)

Structure

LTI grants to executives have been delivered in the form of ordinary shares via a limited recourse loan in accordance with the Company's Long Term Incentive scheme which was approved by shareholders at the AGM in November 2011. As the shares are issued at market value and are linked to shareholder wealth through growth in the share price, the shares are not subject to any specific vesting conditions, other than continuous employment. At 30 June 2014, the shares are held in escrow with half of the shares to be released between 1.5 to 2.0 years of continuous employment and the other half to be released between 2.5 to 3.0 years of continuous employment from the date of issue. The shares have been accounted for as in-substance options (see note 14). The purpose of the scheme is to align the rewards of executives with the long term strategic goals and financial performance of the Company through share price growth.

Executives	Number of shares granted	Date of grant	Fair value per right (cents)	Vested (%)	Expiry date	Earliest exercise date	Exercise price per right (cents)
A. Tacey	700,000	22 Mar 2013	7.14	-	22 Mar 2020	22 Mar 2015	15.5
S. Shwe	700,000	22 Mar 2013	7.14	-	22 Mar 2020	22 Mar 2015	15.5

No executives forfeited any rights during the period.

Due to the takeover from Suntarget, as at the date of this report, there are no shares (2013: 5,100,000) issued under this scheme to KMP.

Directors' report (continued)

Remuneration report (audited) (continued)

Shareholdings of key management personnel

The movement during the reporting period in the number of ordinary shares held directly, indirectly or beneficially, by each key management person, including their related parties, is as follows:

Shares	Balance 1 July 2013	Granted as compensation	Net change other	Balance 30 June 2014
Current directors				
R. Taylor	31,156	-	-	31,156
J. Murphy	-	-	-	-
X. Lu	-	-	29,900,000	29,900,000
S. Shwe	-	-	4,000,000	4,000,000
A. Tacey	-	-	3,700,000	3,700,000
Past directors				
P. Abery	65,000	-	(65,000)	-
J. Molloy	2,049,000	-	(2,049,000)	-
K. Eley	-	-	-	-
R. Farrar	263,300	-	(263,300)	-
H. Siswandjo	-	-	-	-
Executives				
G. Di Bartolomeo	200,000	-	(200,000)	-
B. Cocks	-	-	300,000	300,000
A. Xu	-	-	-	-
Total	2,608,456	-	35,322,700	37,931,156
<i>In-substance options</i>	Balance 1 July 2013	Granted as compensation	Net change other	Balance 30 June 2014
G. Di Bartolomeo	3,000,000	1,000,000	(4,000,000)	-
A. Tacey	700,000	-	-	700,000
S. Shwe	700,000	-	-	700,000
Total	4,400,000	1,000,000	(4,000,000)	1,400,000

Directors' report (continued)

Remuneration report (audited) (continued)

Consequences of performance on shareholder wealth

In considering the Group's performance and benefits for shareholder wealth, the remuneration committee have regard to the following numbers in respect of the current financial year and in the previous four financial years.

	2014	2013	2012	2011	2010
(Losses) / earnings before interest and tax (\$000)	(1,804)	1,849	390	(392)	4,609
Net (loss) / profit after tax (\$000)	(1,375)	1,535	791	(781)	2,697
(Losses) / earnings per share (cents)	(0.95)	1.06	0.55	(0.54)	1.88
Increase / (decrease) in share price (cents)	5.5	4.0	(15.0)	(9.0)	21.5

Profit is considered as one of the financial performance targets in setting the STI. Profit amounts for 2010 to 2014 have been calculated in accordance with Australian Accounting Standards.

Employment contracts

Executives are employed under written contracts with varying notice terms of between 1 to 3 months. Under the terms of the present contracts:

- Executives may resign from their positions and thus terminate the contract by giving 1 to 3 months' written notice.
- The Company may terminate the employment agreement by providing 1 to 3 months' written notice or provide payment in lieu of the notice period (based on the total remuneration).
- The Company may terminate the contract at any time without notice if serious misconduct has occurred. Where termination with cause occurs, the executives are only entitled to that portion of remuneration which is fixed, and only up to the date of termination.
- On resignation or termination, if conditions relating to the Long Term Incentive Scheme (LTIS) are not satisfied the Company may buy back or instruct the employee to sell the in-substance options (see note 14) at the discretion of the Company. If conditions relating to the LTI scheme are satisfied, the Company may make written demand for the repayment of the outstanding amount of the scheme loan.

Directors' report (continued)

Remuneration report (audited) (continued)

Remuneration of key management personnel of the Company and the Group

Remuneration for the year ended 30 June 2014

	Short-term benefits			Post employment	Share-based	Long-term	Termination	Total	Performance
	Salary & fees	Cash bonus	Non monetary	Superannuation	payments	benefits	payments		related
	\$	\$	benefits	\$	Share options ⁽ⁱ⁾	Long service	\$	\$	%
		\$				leave			
Non-executive directors									
R. Taylor	40,577	-	-	20,557	-	-	-	61,134	-
P. Abery ⁽ⁱⁱ⁾	42,704	-	-	3,950	-	-	-	46,654	-
J. Molloy ⁽ⁱⁱⁱ⁾	31,728	-	-	2,935	-	-	-	34,663	-
K. Eley ^(iv)	33,639	-	-	3,112	-	-	-	36,751	-
R. Farrar ^(v)	85,863	-	-	32,040	-	-	-	117,903	-
J. Murphy ^(vi)	19,184	-	-	1,785	-	-	-	20,969	-
	253,695	-	-	64,379	-	-	-	318,074	-
Executive directors									
X. Lu ^(vii)	109,985	-	-	-	-	-	-	109,985	-
S. Shwe ^(viii)	174,115	-	20,835	17,174	20,832	8,986	-	241,942	8.6
A. Tacey ^(ix)	225,489	-	18,593	20,139	20,832	4,531	-	289,584	7.2
	509,589	-	39,428	37,313	41,664	13,517	-	641,511	-
Other key management personnel									
G. Di Bartolomeo ^(x)	222,375	-	-	20,269	253,338	-	205,000	700,982	36.1
B. W. Cocks	234,553	-	-	20,999	-	-	-	255,552	-
A. Xu ^(xi)	19,231	-	-	1,827	-	-	-	21,058	-
	476,159	-	-	43,095	253,338	-	205,000	977,592	-
	1,239,443	-	39,428	144,787	295,002	13,517	205,000	1,937,177	-

Directors' report (continued)

Remuneration report (audited) (continued)

Remuneration of key management personnel of the Company and the Group

Remuneration for the year ended 30 June 2014

- (i) Relates to in-substance options issued under the LTIS as approved by shareholders at the 2011 Annual General Meeting. Refer to note 14 for further details.
 - (ii) Mr P. Abery resigned as Non-Executive Chairman on 28 February 2014.
 - (iii) Mr J. Molloy resigned as Non-Executive Director on 31 January 2014.
 - (iv) Mr K. Eley resigned as Non-Executive Director on 28 February 2014.
 - (v) Mr R. Farrar resigned as Non-Executive Director on 5 June 2014
 - (vi) Mr J. Murphy appointed as Non-Executive Director on 13 February 2014.
 - (vii) Mr X. Lu appointed as Managing Director on 7 March 2014.
 - (viii) Mr S. Shwe appointed as Director on 5 June 2014 (previously General Manager Operations)
 - (ix) Mr A. Tacey appointed as Director on 5 June 2014 (previously General Manager Curtain Wonderland)
 - (x) Mr G. Di Bartolomeo resigned as Chief Executive Officer on 7 March 2014
 - (xi) Mr A. Xu appointed as Chief Information Officer on 3 June 2014
- Mr L. Fels is no longer considered a KMP for the purpose of this report.

Directors' report (continued)

Remuneration report (audited) (continued)

Remuneration of key management personnel of the Company and the Group

Remuneration for the year ended 30 June 2013

	Short-term benefits			Post employment	Share-based payments	Long-term benefits	Termination payments	Total	Performance related
	Salary & fees	Cash bonus	Non monetary benefits	Superannuation	Share options ⁽ⁱ⁾	Long service leave			%
	\$	\$	\$	\$	\$	\$	\$	\$	%
Non-executive directors									
P. Abery	50,459	-	-	4,552	-	-	-	55,011	-
J. Molloy	78,807	-	-	7,107	-	-	-	85,914	-
R. Taylor	29,434	-	-	25,577	-	-	-	55,011	-
K. Eley	50,459	-	-	4,552	-	-	-	55,011	-
R. Farrar	30,019	-	-	24,992	-	-	-	55,011	-
	239,178	-	-	66,780	-	-	-	305,958	-
Other key management personnel									
G. Di Bartolomeo	298,538	-	-	24,667	47,361	-	-	370,566	12.8%
B. W. Cocks ⁽ⁱⁱ⁾	24,576	-	-	2,045	-	-	-	26,621	-
K. McKinnon ⁽ⁱⁱⁱ⁾	242,548	-	499	31,770	-	-	-	274,817	-
L. Fels	247,253	-	20,215	22,951	5,712	22,887	-	319,018	1.8%
A. Tacey	223,197	-	25,000	18,540	5,712	15,997	-	288,446	2.0%
S. Shwe	164,022	-	20,591	13,900	5,712	4,405	-	208,630	2.7%
	1,200,134	-	66,305	113,873	64,497	43,289	-	1,488,098	-
	1,439,312	-	66,305	180,653	64,497	43,289	-	1,794,056	-

⁽ⁱ⁾ Relates to in-substance options issued under the LTIS as approved by shareholders at the 2011 Annual General Meeting. Refer to note 14 for further details.

⁽ⁱⁱ⁾ Mr B. Cocks was appointed Company Secretary and Chief Financial Officer on 27 May 2013.

⁽ⁱⁱⁱ⁾ Mr K. McKinnon resigned as Company Secretary and Chief Financial Officer on 24 May 2013.

Directors' report (continued)

Remuneration report (audited) (continued)

Other transactions and balances with key management personnel and their related parties

The following table provides the total amount of transactions and outstanding balances that have been entered into with related parties for the relevant financial year.

	Purchases from related parties		Amounts owed to related parties	
	2014 \$000	2013 \$000	2014 \$000	2013 \$000
Fiesta Design Pty Ltd ⁽ⁱ⁾	3,875	5,601	26	60
Santa Monica ⁽ⁱⁱ⁾	3,499	6,846	-	492

⁽ⁱ⁾ Fiesta Design Pty Ltd is a significant shareholder in the Company and their shareholder and director Hardjanto Siswandjo served as an alternate director during the year.

⁽ⁱⁱ⁾ Santa Monica is a supplier whose owner Mr Si Chuan Cheou was a significant shareholder in the Company during the year.

Terms and conditions of transactions with related parties

The purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees received for any related party payables.

Signed in accordance with a resolution of the directors.



R. Taylor
Chairman
Perth, 27 August 2014

Corporate governance statement

The Board of directors of Kresta Holdings Limited is responsible for establishing the corporate governance framework of the Group having regard to the ASX Corporate Governance Council (CGC) published guidelines as well as its corporate governance principles and recommendations. The Board guides and monitors the business and affairs of Kresta Holdings Limited on behalf of the shareholders by whom they are elected and to whom they are accountable.

Kresta Holdings Limited's Corporate Governance Statement is structured with reference to the Corporate Governance Council's principles and recommendations, which are as follows:

- Principle 1 Lay solid foundations for management and oversight
- Principle 2 Structure the Board to add value
- Principle 3 Promote ethical and responsible decision making
- Principle 4 Safeguard integrity in financial reporting
- Principle 5 Make timely and balanced disclosure
- Principle 6 Respect the rights of shareholders
- Principle 7 Recognise and manage risk
- Principle 8 Remunerate fairly and responsibly

Kresta Holdings Limited's corporate governance practices were in place throughout the year ended 30 June 2014 and were compliant with the Council's best practice recommendations, except for there being no separate nomination committee.

Board responsibilities

As the Board acts on behalf of and is accountable to the shareholders, it seeks to identify the expectations of the shareholders, as well as other regulatory and ethical expectations and obligations. In addition, the Board is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks. The Board seeks to discharge these responsibilities in a number of ways.

The responsibility for the operation and administration of the Group is delegated by the Board to the Managing Director (MD) and the executive team. The Board together with the MD is responsible for setting the strategic direction of the Company, establishing goals for management and monitoring the achievement of those goals. The MD is responsible to the Board for the day to day management of the Company.

Whilst at all times the Board retains full responsibility for guiding and monitoring the Group, in discharging its stewardship it makes use of board committees. Specialist board committees are able to focus on a particular responsibility and provide informed feedback to the Board.

To this end the Board has established the following committees:

- Audit and risk committee
- Remuneration committee

The roles and responsibilities of these committees are discussed throughout this corporate governance statement.

Corporate governance statement (continued)

Board responsibilities (continued)

The Board is responsible for ensuring that management's objectives and activities are aligned with the expectations and risks identified by the Board. The Board has a number of mechanisms in place to ensure this is achieved including:

- Board approval of a strategic plan designed to meet stakeholders' needs and manage business risk;
- Ongoing development of the strategic plan and approving initiatives and strategies designed to ensure the continued growth and success of the entity; and
- Implementation of budgets by management and monitoring progress against budget — via the establishment and regular reporting of both financial and non-financial key performance indicators.

Other functions reserved to the Board include:

- Approval of the annual and half-yearly financial reports;
- Approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures;
- Ensuring that any significant risks that arise are identified, assessed, appropriately managed and monitored; and
- Reporting to shareholders.

Structure of the board

The skills, experience and expertise relevant to the position of director held by each director in office at the date of the annual report are included in the directors' report. Directors of Kresta Holdings Limited are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with — or could reasonably be perceived to materially interfere with — the exercise of their unfettered and independent judgement.

The Board recognises the Corporate Governance Council's recommendation that the Chair should be an independent director. The Board believes that Mr Taylor is the most appropriate person to lead the Board and that he is able to and does bring quality and independent judgement to all relevant issues falling within the scope of the role of Chairman and that the Group as a whole benefits from his long standing experience and business relationships. He is considered to be independent.

There are procedures in place, agreed by the Board, to enable directors in furtherance of their duties to seek independent professional advice at the Company's expense.

The structure of the Board is determined in accordance with the following policies and guidelines:

- The Chairman must be a non-executive director;
- The Chairman of the Audit and Risk Committee and the Chairman of the Remuneration Committee must both be independent;
- The Board should comprise directors with an appropriate range of qualifications and expertise; and
- The Board shall meet at least once every two months.

Corporate governance statement (continued)

Structure of the board (continued)

The directors in office at the date of this statement are:

Name	Position	Term in office	Independent
R. Taylor	Chairman, Non-Executive Director	3.5 years	Yes
J. Murphy	Non-Executive Director	0.7 years	Yes
X. Lu	Managing Director	0.6 years	No ⁽ⁱ⁾
S. Shwe	Director	0.3 years	No
A. Tacey	Director	0.3 years	No

⁽ⁱ⁾ Mr Lu is an associate of Suntarget (Hong Kong) Trading Co. Ltd which holds 84.63% shareholding in the Company.

Audit and risk committee

The Board has established an audit and risk committee. It is the Board's responsibility to ensure that an effective internal control framework exists within the entity. This includes internal controls to deal with both the effectiveness and efficiency of significant business processes, including the safeguarding of assets, the maintenance of proper accounting records, and the reliability of financial information. The Board has delegated responsibility for the establishment and maintenance of a framework of internal controls and ethical standards for the management of the Group to the audit and risk committee.

The committee also provides the Board with additional assurance regarding the reliability of financial information for inclusion in the financial reports. All members of the audit and risk committee are non-executive directors.

The members of the audit and risk committee as at the date of this report:

J. Murphy (Committee Chairman)
R. Taylor

Nomination committee

The Board is responsible for selecting candidates for the position of director. There is no separate nomination committee.

Remuneration committee

It is the Company's objective to provide maximum stakeholder benefit from the retention of a high quality board and executive team by remunerating directors and executives fairly and appropriately with reference to relevant employment market conditions. To assist in achieving this objective, the remuneration committee links the nature and amount of officers' remuneration to the Company's financial and operational performance. The expected outcomes of the remuneration structure are:

- Retention and motivation of key executives;
- Attraction of high quality management to the Company; and
- Performance incentives that allow executives to share in the success of Kresta Holdings Limited

For a full discussion of the Company's remuneration philosophy and framework and the remuneration received by directors and executives in the current period please refer to the remuneration report, which is contained within the directors' report.

Corporate governance statement (continued)

Remuneration committee (continued)

The Board is responsible for determining and reviewing compensation arrangements for the directors themselves, and the executives. The Board has established a remuneration committee, comprising of at least two non-executive directors.

Members of the remuneration committee as at the date of this report:

R. Taylor (Committee Chairman)
X. Lu
J. Murphy

For details on the number of meetings of the remuneration committee held during the year and the attendees at those meetings, refer to the directors' report.

Risk

The Board has continued its proactive approach to risk management. The identification and effective management of risk, including calculated risk-taking is viewed as an essential part of the Company's approach to creating long-term shareholder value.

In recognition of this, the Board determines the Company's risk profile and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control. In doing so the Board has taken the view that it is crucial for all Board members to be a part of this process. Furthermore, the Board has established an audit and risk committee which also has accountability for assessing the Company's risk profile.

The Board oversees the assessment of the effectiveness of risk management and internal compliance and control. The tasks of undertaking and assessing risk management and internal control effectiveness are delegated to management through the MD, including responsibility for the day to day design and implementation of the Company's risk management and internal control system. Management reports to the Board on the Company's key risks and the extent to which it believes these risks are being adequately managed. The reporting on risk by management occurs at board meetings in various ways including, through the review of key performance indicators measuring financial and other operational matters.

Through its annual strategic planning process, management is required by the Board to consider all areas of risk.

The Board has a number of mechanisms in place to ensure that management's objectives and activities are aligned with the risks identified by the Board. These include the following:

- Board approval of a strategic plan, which encompasses the Company's vision, mission and strategy statements, designed to meet stakeholders' needs and manage business risk;
- A comprehensive annual insurance program; and
- Implementation of Board approved operating plans and budgets and Board monitoring of progress against these budgets, including the establishment and monitoring of KPIs of both a financial and non-financial nature.

Corporate governance statement (continued)

Risk (continued)

For the purposes of assisting investors to understand better the nature of the risks faced by Kresta Holdings Limited, the Board has prepared a list of operational risks. These include the following:

- Fluctuations in exchange rates and demand volumes;
- The occurrence of force majeure events by significant suppliers; and
- Increasing costs of operations, including labour costs.
- Purchase arrangements with different suppliers in order to de-risk reliance on factory.

The Board notes that this does not necessarily represent an exhaustive list and that it may be subject to change based on underlying market events.

Diversity policy

The Company values diversity and recognises the benefits it can bring to the organisation's ability to achieve its goals. Accordingly the Company has developed a diversity policy. This policy outlines the Company's diversity objectives in relation to gender, age, cultural background and ethnicity. The policy includes the requirement to establish measurable objectives in achieving diversity in the Company's workforce and Board. The measurable objectives will assist management to assess annually both the objectives, and the Company's progress in achieving them in future years.

The table below shows the proportion of female employees of the Group as at 30 June 2014.

Position	Number	Percent %
Board members	-	-
Senior managers	10	34%
Managers	47	68%
Other employees	332	54%
	<u>389</u>	<u>54%</u>

New appointments are based on the applicants' experience and industry expertise. The Group always considers the appointment of suitably qualified females and appointments are not influenced by gender.

The Company has not adopted Recommendation 3.3 of the ASX's Corporate Governance Principles and Recommendations in that it did not set or disclose measureable objectives for achieving gender diversity in accordance with its Diversity Policy.

Trading policy

Under the Company's securities trading policy all KMP, officers and employees must not buy or sell the Company's securities whilst they are in possession of inside information. Inside information is that which is not generally available and if it was generally available, a reasonable person would expect it to have a material effect on the price or value of shares or other securities.

Further, all KMP, officers and employees must not disclose any inside information to any other persons unless those persons have a need to know and confirm that they will comply with this policy.

Corporate governance statement (continued)

Trading policy (continued)

Subject to the general prohibition clause, KMP, officers and employees are not permitted to trade in the Company's securities during the following blackout periods:

- From 30 June until the day after the release of the results for the full year;
- From 31 December until after the day after the release of the results for the half year; and
- Any time frame determined by the Board once market sensitive information is considered, which may reasonably have a market impact.

KMP, officers and employees may be able to trade during black out periods in exceptional circumstances with the approval of the Chairman. In this instance the KMP, officer or employee needs to demonstrate that they don't hold unpublished price sensitive information.

Before commencing to trade, an executive or director must notify the Chairman and the Company Secretary. The Chairman must notify the Chairman of the Audit and Risk Committee and the Company Secretary.

As required by the ASX listing rules, the Company notifies the ASX of any transaction conducted by directors in the securities of the Company.

Managing director and chief financial officer declaration

In accordance with section 295A of the *Corporations Act 2001*, the MD and CFO have provided a written statement to the Board that:

- Their view provided on the Company's financial report is founded on a sound system of risk management and internal compliance and control which implements the financial policies adopted by the Board.
- The Company's risk management and internal compliance and control system is operating effectively in all material respects.

The Board agrees with the views of the ASX on this matter and notes that due to its nature, internal control assurance from the MD and CFO can only be reasonable rather than absolute. This is due to such factors as the need for judgement, the use of testing on a sample basis, the inherent limitations in internal control and because much of the evidence available is persuasive rather than conclusive and therefore is not and cannot be designed to detect all weaknesses in control procedures.

Independence declaration

The *Corporations Act 2001* require external auditors to make an annual independence declaration, addressed to the Board, declaring that the auditors have maintained their independence in accordance with CLERP 9 amendments and the rules of the professional accounting bodies.

Ernst & Young has provided such a declaration to the Board for the financial year ended 30 June 2014.

Shareholder communication policy

Pursuant to Principle 6, Kresta Holdings Limited's objective is to promote effective communication with its shareholders at all times.

Corporate governance statement (continued)

Shareholder communication policy (continued)

Kresta Holdings Limited is committed to:

- Ensuring that shareholders and the financial markets are provided with full and timely information about the Group's activities in a balanced and understandable way;
- Complying with continuous disclosure obligations contained in the ASX listing rules and the *Corporations Act 2001* in Australia; and
- Communicating effectively with its shareholders and making it easier for shareholders to communicate with Kresta Holdings Limited.

To promote effective communication with shareholders and encourage effective participation at general meetings, information is communicated to shareholders:

- Through the release of information to the market via the ASX;
- Through the distribution of the annual report and notices of annual general meeting;
- Through shareholder meetings and investor relations presentations; and
- Through letters and other forms of communications directly to shareholders by posting relevant information on Kresta Holdings Limited's website: www.kresta.com.au/shareholders

The Company's website has a dedicated investor relations section for the purpose of publishing all important company information and relevant announcements made to the market.

The external auditors are required to attend the annual general meeting and are available to answer any shareholder questions about the conduct of the audit and preparation of the audit report. Shareholders may submit questions for the external auditors to the Company Secretary no later than five business days before an annual general meeting.

Consolidated statement of comprehensive income

For the year ended 30 June 2014

	Note	2014 \$000	2013 \$000
Sale of goods		95,611	100,755
Revenue		95,611	100,755
Other income	4a	721	4,401
Changes in inventories of finished goods and work in progress		(536)	(1,742)
Raw materials and consumables used		(28,420)	(27,558)
Employee benefits expense	4b	(38,699)	(40,770)
Depreciation and amortisation charge	4c	(1,659)	(1,825)
Other expenses	4d	(28,822)	(31,412)
Results from operating activities		(1,804)	1,849
Finance income		95	193
Finance costs		(86)	(237)
Net finance income / (costs)	4e	9	(44)
(Loss) / profit before income tax		(1,795)	1,805
Income tax benefit / (expense)	5	420	(270)
Net (loss) / profit for the period		(1,375)	1,535
Other comprehensive income			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Net foreign currency translation		(23)	(40)
Effective portion of changes in fair value of cash flow hedges, net of tax		(22)	23
Other comprehensive loss for the period, net of tax		(45)	(17)
Total comprehensive (loss) / income for the period		(1,420)	1,518
Total comprehensive (loss) / income attributable to owners of the Company		(1,420)	1,518
Earnings per share for profit attributable to the ordinary equity holders of the parent:			
Basic (losses) / earnings per share	6	(0.95 cents)	1.06 cents
Diluted (losses) / earnings per share		(0.95 cents)	1.06 cents

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

Consolidated statement of financial position

As at 30 June 2014

	Note	2014 \$000	2013 \$000
ASSETS			
Current assets			
Cash and cash equivalents	8	5,702	5,206
Trade and other receivables	9	2,330	2,338
Inventories	10	8,925	9,093
Prepayments		1,401	1,153
Derivative financial instruments	26	-	4
Income tax receivable		-	272
Total current assets		18,358	18,066
Non-current assets			
Trade and other receivables	9	41	50
Property, plant and equipment	12	11,352	12,220
Deferred tax assets	5	3,163	2,714
Intangible assets and goodwill	13	2,074	2,061
Total non-current assets		16,630	17,045
TOTAL ASSETS		34,988	35,111
LIABILITIES			
Current liabilities			
Trade and other payables	15	8,917	7,310
Interest-bearing loans and borrowings	16	366	1,315
Provisions	17	3,702	3,851
Derivative financial instruments	26	18	28
Government grants	19	-	34
Total current liabilities		13,003	12,538
Non-current liabilities			
Interest-bearing loans and borrowings	16	-	150
Provisions	17	1,479	1,112
Total non-current liabilities		1,479	1,262
TOTAL LIABILITIES		14,482	13,800
NET ASSETS		20,506	21,311
EQUITY			
Contributed equity	18	12,892	12,733
Employee reserved shares	18	(256)	(772)
Reserves	18	(122)	(392)
Retained earnings	18	7,992	9,742
TOTAL EQUITY		20,506	21,311

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

Consolidated statement of cash flows

For the year ended 30 June 2014

	Note	2014	2013
		\$000	\$000
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		105,241	112,407
Payments to suppliers and employees (inclusive of GST)		(103,085)	(111,357)
Receipt of government grants	19	-	104
Interest received	4e	95	193
Interest paid	4e	(86)	(237)
Income tax received		243	403
Net cash flows from operating activities	8	2,408	1,513
Cash flows from investing activities			
Proceeds from sale of property, plant and equipment		34	6,349
Purchase of property, plant and equipment	12	(1,030)	(958)
Purchase of intangibles	13	(94)	(19)
Net cash flows (used in) / from investing activities		(1,090)	5,372
Cash flows from financing activities			
Proceeds from issue of shares		660	-
Equity dividends paid		(360)	-
Proceeds from borrowings		841	1,083
Repayment of borrowings		(1,844)	(6,085)
Payment of finance lease liabilities		(92)	(83)
Net cash flows used in financing activities		(795)	(5,085)
Net increase in cash and cash equivalents		523	1,800
Net foreign exchange differences		(27)	(49)
Cash and cash equivalents at beginning of period		5,206	3,455
Cash and cash equivalents at end of period	8	5,702	5,206

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

Consolidated statement of changes in equity

For the year ended 30 June 2014

	Ordinary shares	Employee reserved shares	Employee equity benefits reserve	Cashflow hedge reserve	Foreign currency translation reserve	Retained earnings	Total
	\$000	\$000	\$000	\$000	\$000	\$000	\$000
At 1 July 2013	12,733	(772)	112	4	(508)	9,742	21,311
Loss for the period	-	-	-	-	-	(1,375)	(1,375)
Other comprehensive income	-	-	-	(22)	(23)	-	(45)
Total comprehensive loss for the period	-	-	-	(22)	(23)	(1,375)	(1,420)
Dividends	-	15	-	-	-	(375)	(360)
Proceeds from issue of shares	-	660	-	-	-	-	660
Employee share plan issue	159	(159)	-	-	-	-	-
Share-based payments	-	-	315	-	-	-	315
At 30 June 2014	12,892	(256)	427	(18)	(531)	7,992	20,506
At 1 July 2012	11,961	-	48	(19)	(468)	8,207	19,729
Profit for the period	-	-	-	-	-	1,535	1,535
Other comprehensive income	-	-	-	23	(40)	-	(17)
Total comprehensive income for the period	-	-	-	23	(40)	1,535	1,518
Employee share plan issue	772	(772)	-	-	-	-	-
Share-based payments	-	-	64	-	-	-	64
At 30 June 2013	12,733	(772)	112	4	(508)	9,742	21,311

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

Notes to the consolidated financial statements

For the year ended 30 June 2014

1. Corporate information

The consolidated financial report of Kresta Holdings Limited and its subsidiaries (collectively, the Group) for the year ended 30 June 2014 was authorised for issue in accordance with a resolution of the directors on 27 August 2014.

Kresta Holdings Limited is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Stock Exchange. Kresta Holdings Limited is a company domiciled in Australia. The address of the Company's registered office is 380 Victoria Road Malaga WA 6090.

The Group is a for-profit entity and the nature of the operations and principal activities of the Group are described in the directors' report.

2. Summary of significant accounting policies

(a) Basis of preparation

The financial report is a general purpose financial report, which has been prepared in accordance with the requirements of the *Corporations Act 2001*, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. The financial report has also been prepared on a historical cost basis, except for derivative financial instruments, which have been measured at fair value.

The financial report is presented in Australian dollars and all values are rounded to the nearest thousand dollars (\$000) unless otherwise stated.

(b) Compliance with IFRS

The financial report also complies with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

(c) New accounting standards and interpretations

Changes in accounting policy and disclosures

Since 1 July 2013, the Group has adopted all the Australian Accounting Standards and AASB Interpretations, mandatory for annual periods beginning on or after 1 July 2013. Adoption of these Standards and Interpretations did not have any effect on the financial position or performance of the Group.

- AASB 10 – Consolidated Financial Statements
- AASB 13 – Fair Value Measurement (Although AASB 13 requires the inclusion of non-performance risk, the application of AASB 13 has not materially impacted the fair value measurements of the Group)
- AASB 2012-2 – Amendments to Australian Accounting Standards - Disclosures - Offsetting Financial Assets and Financial Liabilities
- AASB 2012-5 – Amendments to Australian Accounting Standards arising from Annual Improvements 2009-2011 Cycle
- AASB 2013-3 – Amendments to AASB 136 – Recoverable Amount Disclosures of Non-Financial Assets
- AASB 1053 – Application of Tiers of Australian Accounting Standards
- AASB 2011-4 - Amendments to Australian Accounting Standards to *Remove Individual Key Management Personnel Disclosure Requirements* [AASB 124] (Resulting in the relocation of disclosures from the notes to the Remuneration Report in relation to individual KMP disclosures in relation to the equity holdings, loans and other related party transactions)
- AASB 119 – Employee Benefits

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

2. Summary of significant accounting policies (continued)

(c) New accounting standards and interpretations (continued)

Accounting standards and interpretations issued but not yet adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet effective have not been adopted by the Group for the annual reporting period ended 30 June 2014. These are outlined below:

(i) *AASB 2012-3 Amendment to Australian Accounting Standards – Offsetting Financial Assets and Financial Liabilities*

Application date of standard – 1 January 2014. Application date for Group – 1 July 2014.

Impact: not yet been assessed.

AASB 2012-3 adds application guidance to AASB 132 *Financial Instruments: Presentation* to address inconsistencies identified in applying some of the offsetting criteria of AASB 132, including clarifying the meaning of "currently has a legally enforceable right of set-off" and that some gross settlement systems may be considered equivalent to net settlement.

(ii) *AASB 9 Financial Instruments*

Application date of standard – 1 January 2018. Application date for Group – 1 July 2018.

Impact: not yet been assessed.

On 24 July 2014 The IASB issued the final version of IFRS 9 which replaces IAS 39 and includes a logical model for classification and measurement, a single, forward-looking 'expected loss' impairment model and a substantially-reformed approach to hedge accounting.

The final version of IFRS 9 introduces a new expected-loss impairment model that will require more timely recognition of expected credit losses. Specifically, the new Standard requires entities to account for expected credit losses from when financial instruments are first recognised and to recognise full lifetime expected losses on a more timely basis.

The AASB is yet to issue the final version of AASB 9. A revised version of AASB 9 (AASB 2013-9) was issued in December 2013 which included the new hedge accounting requirements, including changes to hedge effectiveness testing, treatment of hedging costs, risk components that can be hedged and disclosures.

AASB 9 includes requirements for a simplified approach for classification and measurement of financial assets compared with the requirements of AASB 139.

The main changes are described below.

- Financial assets that are debt instruments will be classified based on (1) the objective of the entity's business model for managing the financial assets; (2) the characteristics of the contractual cash flows.
- Allows an irrevocable election on initial recognition to present gains and losses on investments in equity instruments that are not held for trading in other comprehensive income. Dividends in respect of these investments that are a return on investment can be recognised in profit or loss and there is no impairment or recycling on disposal of the instrument.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

2. Summary of significant accounting policies (continued)

(c) New accounting standards and interpretations (continued)

Accounting standards and interpretations issued but not yet adopted (continued)

(ii) AASB 9 *Financial Instruments (continued)*

- Financial assets can be designated and measured at fair value through profit or loss at initial recognition if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities, or recognising the gains and losses on them, on different bases.
- Where the fair value option is used for financial liabilities the change in fair value is to be accounted for as follows:
 - The change attributable to changes in credit risk are presented in other comprehensive income (OCI)
 - The remaining change is presented in profit or loss

AASB 9 also removes the volatility in profit or loss that was caused by changes in the credit risk of liabilities elected to be measured at fair value. This change in accounting means that gains caused by the deterioration of an entity's own credit risk on such liabilities are no longer recognised in profit or loss.

Consequential amendments were also made to other standards as a result of AASB 9, introduced by AASB 2009-11 and superseded by AASB 2010-7, AASB 2010-10 and AASB 2014-1 – Part E.

(iii) *Amendments to Australian Accounting Standards – Novation of Derivatives and Continuation of Hedge Accounting [AASB 139]*

Application date of standard – 1 January 2014. Application date for Group – 1 July 2014.

Impact: there is no impact.

AASB 2013-4 amends AASB 139 to permit the continuation of hedge accounting in specified circumstances where a derivative, which has been designated as a hedging instrument, is novated from one counterparty to a central counterparty as a consequence of laws or regulations.

(iv) *Amendments to AASB 136 – Recoverable Amount Disclosures for Non-Financial Assets*

Application date of standard – 1 January 2014. Application date for Group – 1 July 2014.

Impact: there is no impact.

AASB 2013-3 amends the disclosure requirements in AASB 136 *Impairment of Assets*. The amendments include the requirement to disclose additional information about the fair value measurement when the recoverable amount of impaired assets is based on fair value less costs of disposal.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

2. Summary of significant accounting policies (continued)

(c) New accounting standards and interpretations (continued)

Accounting standards and interpretations issued but not yet adopted (continued)

(v) *Amendments to Australian Accounting Standards – Part A: Annual Improvements to IFRSs 2010–2012 Cycle*

Application date of standard – 1 July 2014. Application date for Group – 1 July 2014.

Impact: there is no impact.

ASB 2014-1 Part A: Sets out amendments to Australian Accounting Standards from the issuance by the International Accounting Standards Board (IASB) of IFRS. Annual improvements to IFRS's 2010-2012 Cycle of Annual Improvements to IFRS 2011-2013 cycle.

Annual Improvements to IFRS's 2012 – 2012 Cycle addresses the following items:

- AASB 2 - Clarifies the definition of 'vesting conditions' and 'market condition' and introduces the definition of 'performance condition' and 'service condition'.
- AASB 3 - Clarifies the classification requirements for contingent consideration in a business combination by removing all references to AASB 137.
- AASB 8 - Requires entities to disclose factors used to identify the entity's reportable segments when operating segments have been aggregated. An entity is also required to provide a reconciliation of total reportable segments' asset to the entity's total assets.
- AASB 116 & AASB 138 - Clarifies that the determination of accumulated depreciation does not depend on the selection of the valuation technique and that it is calculated as the difference between the gross and net carrying amounts.
- AASB 124 - Defines a management entity providing KMP services as a related party of the reporting entity. The amendments added an exemption from the detailed disclosure requirements in paragraph 17 of IAS 24 for KMP services provided by a management entity. Payments made to a management entity in respect of KMP services should be separately disclosed.

(vi) *Materiality*

Application date of standard – 1 January 2014. Application date for Group – 1 July 2014.

Impact: there is no impact.

The revised AASB 1031 is an interim standard that cross-references to other Standards and the Framework (issued December 2013) that contain guidance on materiality. AASB 1031 will be withdrawn when references to AASB 1031 in all Standards and Interpretations have been removed. AASB 2014-1 Part C issued in June 2014 makes amendments to eight Australian Accounting Standards to delete their references to AASB 1031. The amendments are effective from 1 July 2014.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

2. Summary of significant accounting policies (continued)

(c) New accounting standards and interpretations (continued)

Accounting standards and interpretations issued but not yet adopted (continued)

(vii) *Amendments to Australian Accounting Standards – Part A: Annual Improvements to IFRSs 2011–2013 Cycle*

Application date of standard – 1 July 2014. Application date for Group – 1 July 2014.

Impact: there is no impact.

Annual Improvements to IFRS's 2011-2013 Cycle addresses the following items:

- AASB 13 - Clarifies that the portfolio exception in paragraph 52 of AASB 13 applies to all contracts within the scope of AASB 139 or AASB 9, regardless of whether they meet the definitions of financial assets or financial liabilities as defined in AASB 132.
- AASB 140 - Clarifies that judgment is needed to determine whether an acquisition of investment property is solely the acquisition of an investment property or whether it is the acquisition of a group of assets or a business combination in the scope of AASB 3 that includes an investment property. That judgment is based on guidance in AASB 3.

(viii) *Amendments to Australian Accounting Standards – Conceptual Framework, Materiality and Financial Instruments*

Application date of standard – Part B 1 January 2014; Part C 1 January 2015. Application date for Group – Part B 1 July 2014; Part C 1 July 2015

Impact: there is no impact.

The Standard contains three main parts and makes amendments to a number Standards and Interpretations. Part B makes amendments to particular Australian Accounting Standards to delete references to AASB 1031 and also makes minor editorial amendments to various other standards. Part C makes amendments to a number of Australian Accounting Standards, including incorporating Chapter 6 *Hedge Accounting* into AASB 9 *Financial Instruments*.

(ix) *IFRS 15: Revenue from Contracts with Customers*

Application date of standard – 1 January 2017; Application date for Group – 1 July 2017

Impact: The Company is currently evaluating the impact of the new standard

In May 2014, the IASB issued IFRS 15 Revenue from Contracts with Customers, which replaces IAS 11 Construction Contracts, IAS 18 Revenue and related Interpretations (IFRIC 13 Customer Loyalty Programmes, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfers of Assets from Customers and SIC-31 Revenue—Barter Transactions Involving Advertising Services)

The core principle of IFRS 15 is that an entity recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. An entity recognises revenue in accordance with that core principle by applying the following steps:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

2. Summary of significant accounting policies (continued)

(d) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries as at 30 June 2014. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

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

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

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

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

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

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

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

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

2. Summary of significant accounting policies (continued)

(e) Business combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the Group elects whether it measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred, and included in other expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree. If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognised in accordance with AASB 139 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it will not be remeasured and subsequent settlement is accounted for within equity. In instances where the contingent consideration does not fall within the scope of AASB 139, it is measured in accordance with the appropriate AASB.

(f) Revenue recognition

Revenue is recognised and measured at the fair value of the consideration received or receivable to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Sale of goods

Revenue from sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer and the costs incurred or to be incurred in respect of the transaction can be measured reliably. Risks and rewards of ownership are considered passed to the buyer at the time when the goods become available for delivery under a binding sales agreement.

Interest income

Income is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Dividends

Revenue is recognised when the Group's right to receive the payment is established.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

2. Summary of significant accounting policies (continued)

(g) Government grants – refer note 19

Government grants are recognised in the statement of financial position as a liability when the grant is received.

When the grant relates to an expense item, it is recognised as income over the periods necessary to match the grant on a systematic basis to the costs that it is intended to compensate.

When the grant relates to an asset, the fair value is credited to deferred income and is released to the statement of comprehensive income over the expected useful life of the relevant asset by equal annual instalments.

(h) Leases – refer note 16

The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement at inception date, whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

Group as a lessee

Finance leases, which transfer to the Group substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in profit or loss.

Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

Operating lease payments are recognised as an operating expense in the profit or loss on a straight-line basis over the lease term. Operating lease incentives received are recognised as an integral part of the total lease expense, over the term of the lease.

(i) Cash and cash equivalents – refer note 8

Cash and cash equivalents in the statement of financial position comprise cash at bank and on hand.

For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts. Bank overdrafts are included within interest-bearing loans and borrowings in current liabilities on the statement of financial position.

(j) Trade and other receivables – refer note 9

Trade receivables, which generally have 30-60 day terms, are recognised at original invoice amount less an allowance for impairment.

Collectability of trade receivables is reviewed on an ongoing basis. Individual debts that are known to be uncollectible are written off when identified. An impairment provision is recognised when there is objective evidence that the Group will not be able to collect the receivable. Failure to collect debts after debt collection procedures and enforcements are considered objective evidence of impairment. The amount of the impairment loss is the carrying amount of the impaired receivables.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

2. Summary of significant accounting policies (continued)

(k) Inventories – refer note 10

Inventories including raw materials and finished goods are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials — purchase cost on a first-in, first-out basis. The cost of purchase comprises the purchase price, import duties and other taxes (other than those subsequently recoverable by the entity from the taxing authorities), transport, handling and other costs directly attributable to the acquisition of raw materials. Volume discounts and rebates are taken into account in determining the cost of purchase.

Finished goods — cost of direct materials and labour and a proportion of variable and fixed manufacturing overheads based on normal operating capacity. Costs are assigned on the basis of weighted average costs.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

(l) Derivative financial instruments and hedging – refer note 26

The Group uses derivative financial instruments (including forward currency contracts and interest rate swaps) to hedge its risks associated with foreign currency and interest rate fluctuations. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured to fair value.

Derivatives are carried as assets when their fair value is positive and as liabilities when their fair value is negative.

The fair values of forward currency contracts are calculated by reference to current forward exchange rates for contracts with similar maturity profiles. The fair values of interest rate swaps are determined using a valuation technique based on cash flows discounted to present value using current market interest rates. The valuations incorporate various inputs including credit quality of counterparties, foreign exchange spot and forward rates, interest rate curves and forward rate curves of the underlying commodity.

Any gains or losses arising from changes in the fair value of derivatives, except for those that qualify as cash flow hedges, are taken directly to profit or loss for the year.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

2. Summary of significant accounting policies (continued)

(l) Derivative financial instruments and hedging – refer note 26 (continued)

Hedges that meet the strict criteria for hedge accounting are accounted for as follows:

Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised directly in other comprehensive income in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the income statement in other operating expenses.

The Group uses forward currency contracts as hedges of its exposure to foreign currency risk in forecasted transactions and firm commitments. The ineffective portion relating to foreign currency contracts is recognised in finance costs.

Amounts recognised as other comprehensive income are transferred to the income statement when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast purchase occurs. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as other comprehensive income are transferred to the initial carrying amount of the non-financial asset or liability.

If the forecast transaction or firm commitment is no longer expected to occur, the cumulative gain or loss previously recognised in equity is transferred to the income statement. If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover, or if its designation as a hedge is revoked, any cumulative gain or loss previously recognised in other comprehensive income remains separately in equity until the forecast transaction or firm commitment is met.

(m) Foreign currency translation

Functional and presentation currency

Both the functional and presentation currency of Kresta Holdings Limited and its Australian subsidiaries is Australian dollars (\$). The New Zealand operation's functional currency is New Zealand Dollars which are translated to the presentation currency (see below for consolidated reporting).

Transactions and balances

Transactions in foreign currencies are initially recorded in the functional currency by applying the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

2. Summary of significant accounting policies (continued)

(m) Foreign currency translation (continued)

Translation of Group Companies' functional currency to presentation currency

The result of the New Zealand operation is translated into Australian Dollars (presentation currency) as at the monthly average rate. Assets and liabilities are translated at exchange rates prevailing at reporting date. Exchange variations resulting from the translation are recognised in other comprehensive income and carried in the foreign currency translation reserve in equity.

(n) Income tax and other taxes – refer note 5

Current tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities based on the current period's taxable income. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date. Deferred income tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences except:

- When the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- When the taxable temporary difference is associated with investments in subsidiaries, and the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- When the deductible temporary difference is associated with investments in subsidiaries, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

2. Summary of significant accounting policies (continued)

(n) Income tax and other taxes – refer note 5 (continued)

Other taxes

Revenues, expenses and assets are recognised net of the amount of GST except:

- When the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable.
- Receivables and payables, which are stated with the amount of GST included.

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

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

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

(o) Property, plant and equipment – refer note 12

Plant and equipment is stated at historical cost less accumulated depreciation and any accumulated impairment losses. Such cost includes the cost of replacing parts that are eligible for capitalisation when the cost of replacing the parts is incurred. Similarly, when each major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement only if it is eligible for capitalisation. All other repairs and maintenance are recognised in profit or loss as incurred.

Land and buildings are measured at cost less accumulated depreciation on buildings and any accumulated impairment losses.

Depreciation is calculated on a straight-line basis over the estimated useful life of the specific assets as follows:

- Land — not depreciated
- Buildings — over 40 years
- Plant and equipment — over 5 to 15 years
- Leased equipment — the lease term
- Motor vehicles — over 4 to 8 years

The assets' residual values, useful lives and amortisation methods are reviewed, and adjusted if appropriate, at each financial year end.

Derecognition

An item of property, plant and equipment is derecognised upon disposal or when no further future economic benefits are expected from its use or disposal.

Gains and losses on derecognition are determined by comparing proceeds with the carrying amount. These are included in profit or loss.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

2. Summary of significant accounting policies (continued)

(p) Goodwill and intangibles – refer note 13

Goodwill

Goodwill acquired in a business combination is initially measured at cost of the business combination being the excess of the consideration transferred and the amount recognised for non-controlling interest and any previous interest held over the fair value of the Group's net identifiable assets acquired and liabilities assumed. If this consideration transferred is lower than the fair value of the net identifiable assets of the subsidiary acquired, the Group re-assesses whether it has correctly identified all the assets acquired and all of the liabilities assumed and reviews the procedures to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred then the difference is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Goodwill is reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes, and is not larger than an operating segment determined in accordance with AASB 8. The cash-generating units are:

- Kresta Holdings Limited cash-generating unit; and
- Curtain Wonderland Pty Limited cash-generating unit

Impairment is determined by assessing the recoverable amount of the cash-generating unit, to which the goodwill relates.

When the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised. When goodwill forms part of a cash-generating unit and an operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this manner is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

Impairment losses recognised for goodwill are not subsequently reversed.

Intangibles

Intangible assets acquired separately or in a business combination are initially measured at cost. The cost of an intangible asset acquired in a business combination is its fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

2. Summary of significant accounting policies (continued)

(p) Goodwill and intangibles – refer note 13 (continued)

Intangibles (continued)

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised over their useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for prospectively by changing the amortisation period or method, as appropriate, which is a change in accounting estimate. The amortisation expense on intangible assets with finite lives is recognised in profit or loss in the depreciation and amortisation charge category.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level consistent with the methodology outlined for goodwill above. Such intangibles are not amortised. The useful life of an intangible asset with an indefinite life is reviewed each reporting period to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for as a change in an accounting estimate and is thus accounted for on a prospective basis.

A summary of policies applied to the Group's intangible assets is as follows:

Software

IT software is carried at cost less accumulated amortisation and accumulated impairment losses. This intangible asset has been assessed as having a finite life and is amortised using the straight line method over a period of 4 years. The amortisation has been recognised in the income statement in the line item 'depreciation and amortisation charge'. If an impairment indication arises, the recoverable amount is estimated and an impairment loss is recognised to the extent that the recoverable amount is lower than the carrying amount.

Trademark

Trademark has been acquired through business combination and is carried at cost. The Group has determined that there is no foreseeable limit to the period over which the trademark is expected to generate net cash flows for the Group. Thus, the trademark has an indefinite useful life. The trademark has a legal life of ten years and is renewable every 10 years at little cost. The Group intends to renew the trademark continuously and no factors have been identified indicating any limit to the period the trademark would contribute to net cash inflows. The trademark is subject to impairment testing on an annual basis or whenever there is an indication of impairment.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in profit or loss when the asset is derecognized.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

2. Summary of significant accounting policies (continued)

(q) Impairment of non-financial assets other than goodwill and indefinite life intangibles

Non-financial assets other than goodwill and indefinite life intangibles are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

The Group conducts an annual internal review of asset values, which is used as a source of information to assess for any indicators of impairment. External factors, such as changes in expected future processes, technology and economic conditions, are also monitored to assess for indicators of impairment. If any indication of impairment exists, an estimate of the asset's recoverable amount is calculated.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. 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 that 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 tested for possible reversal of the impairment whenever events or changes in circumstances indicate that the impairment may have reversed.

(r) Trade and other payables – refer note 15

Trade and other payables are carried at amortised cost and due to their short-term nature they are not discounted. They represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are usually paid within 30-60 days of recognition.

(s) Provisions and employee benefits – refer note 17

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

When the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in profit or loss net of any reimbursement.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting 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 resulting from the passage of time is recognised in finance costs.

Employee leave benefits

Wages, 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 respect of employees' services up to the reporting date. They are measured at the amounts expected to be paid when these liabilities are settled. Expenses for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid or payable.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

2. Summary of significant accounting policies (continued)

(s) Provisions and employee benefits – refer note 17 (continued)

Employee leave benefits (continued)

Long service leave

The liability for long service leave is recognised and measured as the present value of expected 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 currencies that match, as closely as possible, the estimated future cash outflows.

Make good

The Group is required to restore the leased premises of its retail stores to their original condition at the end of the respective lease terms. A provision has been recognised for the present value of the estimated expenditure required to remove any leasehold improvements. These costs have been capitalised as part of the cost of leasehold improvements and are amortised over the shorter of the term of the lease or the useful life of the assets.

Warranty

Provisions for warranty-related costs are recognised when the product is sold. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

Onerous contract

A provision for onerous contracts is recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

(t) Interest-bearing loans and borrowings – refer note 16

All loans and borrowings are initially recognised at the fair value of the consideration received less directly attributable transaction costs.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use or sale) are capitalised as part of the cost of that asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

2. Summary of significant accounting policies (continued)

(u) Share-based payment transactions – refer note 14

Equity settled transactions

The Group provides benefits to its employees (including key management personnel) in the form of share-based payments, whereby employees render services in exchange for shares or rights over shares (equity-settled transactions).

Benefits were provided under the Group's LTIs this year as eligible employees subscribed for fully paid ordinary shares which were financed via a limited recourse loan provided by the Group. The LTIs is accounted for as an 'in-substance' option plan due to the combined commercial result of an employee acquiring shares using a limited recourse loan. The cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an external valuer using a Binomial Option Pricing model or as deemed appropriate.

The cost of equity-settled transactions is recognised in profit or loss, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled (the vesting period), ending on the date on which the relevant employees become fully entitled to the award (the vesting date).

If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. An additional expense is recognised for any modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share. Shares in the Group held under the LTIs are classified and disclosed as employee reserved shares and deducted from equity.

(v) Contributed equity – refer note 18

Ordinary shares are classified as equity. 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.

(w) Operating segments – refer note 25

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 start up operations which are yet to earn revenues. Management will also consider other factors in determining operating segments such as the existence of a line manager and the level of segment information presented to the Board of directors.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

2. Summary of significant accounting policies (continued)

(w) Operating segments – refer note 25 (continued)

Operating segments have been identified based on the information provided to the chief operating decision makers – being the executive management team.

The Group aggregates two or more operating segments when they have similar economic characteristics, and the segments are similar in each of the following respects:

- Nature of the products and services
- Nature of the production processes
- Type or class of customer for the products and services
- Methods used to distribute the products or provide the services, and if applicable
- Nature of the regulatory environment

Operating segments that meet the quantitative criteria as prescribed by AASB 8 are reported separately. However, an operating segment that does not meet the quantitative criteria is still reported separately where information about the segment would be useful to users of the financial statements.

Information about other business activities and operating segments that are below the quantitative criteria are combined and disclosed in a separate category for “all other segments”.

(x) Earnings per share – refer note 6

Basic earnings per share is calculated as net profit attributable to members of the parent, adjusted to exclude any costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares, adjusted for any bonus element.

Diluted earnings per share is calculated as net profit attributable to members of the parent, adjusted for:

- Costs of servicing equity (other than dividends) and preference share dividends
- The after tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised
- Other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares, divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

(y) Financial instruments – initial recognition and subsequent measurement

(i) Financial assets

Initial recognition and measurement

Financial assets within the scope of AASB 139 are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial assets at initial recognition.

All financial assets are recognised initially at fair value plus transaction costs, except in the case of financial assets recorded at fair value through profit or loss.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

2. Summary of significant accounting policies (continued)

(y) Financial instruments – initial recognition and subsequent measurement (continued)

(i) Financial assets (continued)

Initial recognition and measurement (continued)

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

The Group's financial assets include cash and short-term deposits, trade and other receivables, loans and trade and other payables and derivative financial instruments.

Subsequent measurement

Loans and receivables

Loans and receivables including loan notes are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at amortised cost using the effective interest rate method. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired. Loans and receivables are included in current assets, except for those with maturities greater than 12 months after balance date, which are classified as non-current.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- The rights to receive cash flows from the asset have expired.
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

(ii) Impairment of financial assets

The Group assesses, at each reporting date, whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred "loss event") and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and when observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

(iii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position if, and only if:

- There is a currently enforceable legal right to offset the recognised amounts.
- There is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

3. Significant accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements and estimates on historical experience and on other various factors it believes to be reasonable under the circumstances, the result of which form the basis of the carrying values of assets and liabilities that are not readily apparent from other sources.

Management has identified the following critical accounting policies for which significant judgements have been made as well as the following key estimates and assumptions made that have the most significant impact on the financial statements. Actual results may differ from these estimates under different assumptions and conditions and may materially affect financial results or the financial position reported in future periods.

Significant judgements made in applying accounting policies

Lease classification

Where the Group enters into a lease arrangement the risks and rewards of ownership are assessed. Where they are deemed to pass to the Group the lease is classified as a finance lease. Where the risk and rewards of ownership are deemed to remain with the lessor, the lease is classified as an operating lease.

Significant accounting estimates and assumptions

Impairment of goodwill and intangibles with indefinite useful lives

The Group determines whether goodwill and intangibles with indefinite useful lives are impaired at least on an annual basis. This requires an estimation of the recoverable amount of the cash-generating units, using a value in use discounted cash flow methodology, to which the goodwill and intangibles with indefinite useful lives are allocated. The cash flows are derived from the budget and forecast for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is most sensitive to the expected future gross margins. The assumptions used in this estimation of recoverable amount and the carrying amount of goodwill and intangibles with indefinite useful lives including a sensitivity analysis are discussed in note 13.

Recovery of deferred tax assets

Deferred tax assets are recognised for deductible temporary differences as management considers that it is probable that future taxable profits will be available to utilise those temporary differences. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits over the next two years together with future tax planning strategies.

Inventory net realisable value

The Group accounts for inventory at the lower of cost and net realisable value. Net realisable value assessments necessitate management's best estimate as to the ability and likelihood of individual inventory items to be sold above cost.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

3. Significant accounting judgements, estimates and assumptions (continued)

Significant accounting estimates and assumptions (continued)

Useful lives of assets

Useful lives and residual value of property, plant and equipment are reviewed annually. Judgement is applied in determining the useful lives of property, plant and equipment. These judgements are supported by consultation with management and other legal sources. Any reassessment of useful lives and residual value in a particular year will affect depreciation and amortisation expense (either increasing or decreasing) from the date of reassessment through to the end of the reassessed useful life for both the current and future years. Useful lives of intangible assets with finite lives are reviewed annually. Any reassessment of useful lives in a particular year will affect the amortisation expense (either increasing or decreasing) through to the end of the reassessed useful life for both the current and future years.

Long service leave provision

Management judgement is applied in determining the following key assumptions used in the calculation of long service leave at balance date:

- Future increases in salaries and wages;
- Future on-cost rates; and
- Experience of employee departures and period of service.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

4. Other income and expenses

	2014	2013
	\$000	\$000
(a) Other income		
Government grants	34	70
Net gain from disposal of property, plant & equipment	-	3,580
Net unrealised gain from derivatives	28	55
Other	659	696
	<u>721</u>	<u>4,401</u>
(b) Employee benefits expense		
Wages and salaries	24,585	25,775
Superannuation expense	2,063	2,140
Employee share-based payment	315	64
Subcontractors	9,308	10,154
Other employee benefits expense	2,428	2,637
	<u>38,699</u>	<u>40,770</u>
(c) Depreciation and amortisation charge		
Depreciation	1,578	1,727
Amortisation of IT software	81	98
	<u>1,659</u>	<u>1,825</u>
(d) Other expenses		
Advertising	8,545	9,727
Property rent	7,892	8,144
Property outgoings	3,813	3,805
Communication expenses	2,182	2,234
Banking and transaction expenses	530	806
Impairment loss – receivables	76	3
Impairment loss – intangibles	-	1,686
Net loss from disposal of property, plant & equipment	359	-
Foreign exchange losses	128	179
Freight	1,998	2,054
Other expenses	3,299	2,774
	<u>28,822</u>	<u>31,412</u>
(e) Net finance income / (costs)		
Finance income	95	193
Finance charges payable under finance leases and hire purchase contracts	(16)	(20)
Other borrowing costs	(70)	(217)
Finance costs	(86)	(237)
Net finance income / (costs)	<u>9</u>	<u>(44)</u>

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

4. Other income and expenses (continued)

	2014 \$000	2013 \$000
(f) Cost of inventories recognised as an expense	28,956	29,300
(g) Write down / (back) of inventory to net realisable value included within the cost of inventory recognised as an expense	1,235	(777)
(h) Minimum lease payments – operating leases	119	118

5. Income tax

	2014 \$000	2013 \$000
(a) Income tax expense		
The major components of income tax expense are:		
<i>Income statement</i>		
<i>Current income tax</i>		
Adjustments in respect of current income tax of previous years	29	-
<i>Deferred income tax</i>		
Relating to origination and reversal of temporary differences	(413)	376
Adjustments in respect of deferred income tax of previous years	(36)	(106)
Income tax (benefit) / expense reported in the statement of comprehensive income	(420)	270
(b) Numerical reconciliation between aggregate tax expense recognised in the statement of comprehensive income and tax expense calculated per the statutory income tax rate		
A reconciliation between tax expense and the product of accounting profit before income tax multiplied by the Group's applicable income tax rate is as follows:		
Accounting (loss) / profit before tax	(1,795)	1,805
At the Group's statutory income tax rate of 30% (2013: 30%)	(539)	541
Adjustments in respect of current and deferred income tax of previous years	(7)	(76)
Expenditure not allowable for income tax	144	45
Expenditure allowable for income tax, but not included for accounting purposes	(19)	(8)
Capital losses utilised	-	(256)
Loss relating to international subsidiary	1	24
Income tax (benefit) / expense	(420)	270

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

5. Income tax (continued)

(c) Recognised deferred tax assets and liabilities

Deferred income tax at 30 June relates to the following:

	Statement of financial position		Statement of comprehensive income	
	2014 \$000	2013 \$000	2014 \$000	2013 \$000
<i>Deferred tax assets</i>				
Allowance for doubtful debts	70	67	(3)	27
Inventory	623	251	(372)	200
Accruals	67	78	11	13
Other creditors	-	-	-	31
Provision for FBT	8	9	1	1
Provision for warranty	85	16	(69)	-
Provision for onerous leases	71	12	(59)	41
Provision for make good	113	124	11	(124)
Employee entitlements	1,182	1,248	66	46
Property, plant and equipment	217	192	(25)	(192)
Intangibles	177	506	329	(506)
Proceeds on disposal taxed in earlier year	-	-	-	1,139
Grants received	-	10	10	(10)
Tax losses	652	306	(346)	(81)
Other	20	42	22	6
	<u>3,285</u>	<u>2,861</u>	<u>(424)</u>	<u>591</u>
<i>Deferred tax liabilities</i>				
Prepayment	1	8	(7)	(52)
Property, plant and equipment	119	136	(17)	(270)
Interest receivable	2	3	(1)	1
	<u>122</u>	<u>147</u>	<u>(25)</u>	<u>321</u>
Net deferred tax assets	<u>3,163</u>	<u>2,714</u>		
Deferred tax (benefit) / expense			<u>(449)</u>	<u>270</u>

The Group has accumulated tax losses of \$2,173,000 (2013: \$1,018,000) for the year of which \$652,000 (2013: \$306,000) was recognised as a deferred tax asset. The recognition of the net deferred tax asset is based upon the Company's forecast taxable profits over the next 12 months.

(d) Tax consolidation legislation

Kresta Holdings Limited and its wholly owned Australian subsidiaries have formed a tax consolidated group as of 1 July 2002. The head entity, Kresta Holdings Limited and the controlled entities in the tax consolidated group continue to account for their own current and deferred tax amounts. The Group has applied the group allocation approach in determining the appropriate amount of current taxes and deferred taxes to allocate to members of the tax consolidated group.

In addition to its own current and deferred tax amounts, Kresta Holdings Limited also recognises the current tax liabilities (or assets) from controlled entities in the tax consolidated group.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

5. Income tax (continued)

(d) Tax consolidation legislation (continued)

Assets or liabilities arising under the tax funding agreements with the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the Group.

A tax funding arrangement is in place to reimburse the parent entity for any liabilities of the subsidiaries it assumes and conversely, for the parent entity to reimburse the subsidiaries for any recognised tax losses it acquires.

(e) Members of the tax consolidated group and the tax sharing arrangement

Members of the tax consolidated group have entered into a tax sharing agreement in order to allocate income tax expense to the wholly owned subsidiaries on a systematic basis. The agreement provides for the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations. At balance date, the possibility of default is remote.

(f) Nature of the tax funding agreement

Members of the group have entered into a tax funding agreement. Under the funding agreement the allocation of tax within the group is based on a group allocation. The tax funding agreement requires payments to/from the head entity to be recognised via an inter-entity receivable (payable) which is at call.

The allocation of taxes under the tax funding agreement is recognised as an increase or decrease in the subsidiaries' intercompany accounts with the tax consolidated group head company, Kresta Holdings Limited. The amounts receivable or payable under the tax funding agreement are due upon receipt of the funding advice from the head entity, which is issued as soon as practical after the end of each financial year.

6. Earnings per share

The following reflects the income used in the basic and diluted earnings per share computations:

	2014	2013
Earnings used in calculating earnings per share	\$000	\$000
Net (loss) / profit attributable to ordinary equity holders of Kresta Holdings Limited	(1,375)	1,535
Weighted average number of shares	2014	2013
	Thousands	Thousands
Issued ordinary shares at 1 July	144,158	144,158
Effect of shares issued during the year	407	-
Weighted average number of ordinary shares (basic)	144,565	144,158
Effect of dilution:		
In-substance options	183	349
Weighted average number of ordinary shares (diluted) at 30 June	144,748	144,507

There are 1,917,000 (2013: 4,751,000) in-substance options (out of a total of 2,100,000 (2013: 5,100,000)) excluded from the calculation of diluted earnings per share that could potentially dilute basic earnings per share in the future because they are anti-dilutive for the current period presented.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

7. Dividends paid and proposed

	2014 \$000	2013 \$000
(a) Recognised amounts		
<i>Declared and paid during the year</i>		
Dividends on ordinary shares:		
Final franked dividend for 2013: 0.25 cents (2012: nil)	375	-
Interim franked dividend for 2014: nil (2013: nil)	-	-
	375	-
(b) Unrecognised amounts		
Dividends on ordinary shares:		
Final franked dividend for 2014: nil (2013: 0.25 cents)	-	375
	-	375
(c) Franking credit balance		
The amount of franking credits available for the subsequent financial year are:		
Franking account balance as at end of the financial year at 30% (2013: 30%)	1,033	1,437
Franking credits that will reduce due to the refund of income tax as at the end of the financial year	-	(272)
	1,033	1,165
The amount of franking credits available for future reporting periods:		
Impact on the franking account of dividends proposed or declared before the financial report was authorised for issue but not recognised as a distribution to equity holders during the period	-	(160)
	-	(160)
	1,033	1,005
(d) Tax rates		
The tax rate at which paid dividends have been franked is 30% (2013: 30%).		
Dividends proposed will be franked at the rate of 30% (2013: 30%).		

8. Cash and cash equivalents

	2014 \$000	2013 \$000
Cash at bank and on hand	5,702	5,206
Total cash and cash equivalents	5,702	5,206

Cash at bank earns interest at floating rates based on daily bank deposits rates. The carrying amounts of cash and cash equivalents represent fair value.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

8. Cash and cash equivalents (continued)

Reconciliation of net profit after tax to net cash flows from operations

	2014 \$000	2013 \$000
Net (loss) / profit	(1,375)	1,535
<i>Adjustments for:</i>		
Depreciation	1,578	1,727
Amortisation	81	98
Net loss / (gain) on disposal of property, plant and equipment	359	(3,580)
Net unrealised gain on derivatives	(28)	(55)
Share-based payment expense	315	64
Impairment – intangibles	-	1,686
<i>Changes in assets and liabilities</i>		
Decrease in trade and other receivables	17	569
Decrease in inventories	168	210
(Increase) / decrease in deferred tax assets	(449)	270
Increase in prepayments	(248)	(305)
Increase / (decrease) in trade and other payables	1,607	(818)
(Decrease) / increase in government grants	(34)	34
Increase in tax receivables/payable	272	404
Increase / (decrease) in provisions	145	(326)
Net cash from operating activities	<u>2,408</u>	<u>1,513</u>

9. Trade and other receivables

	2014 \$000	2013 \$000
Current		
Trade receivables	2,486	2,263
Allowance for impairment loss ^(a)	(255)	(229)
	<u>2,231</u>	<u>2,034</u>
Short term deposits ^(b)	25	80
Other receivables ^(c)	74	224
	<u>2,330</u>	<u>2,338</u>
Non-current		
Short term deposits ^(b)	41	50

(a) Allowance for impairment loss

Trade receivables are non-interest bearing and are generally on 30-60 day terms. An allowance for doubtful debts is recognised when there is objective evidence that an individual trade receivable is impaired. An impairment allowance of \$76,000 (2013: \$17,000) has been recognised by the Group during the year. The amount has been included in the other expense item. No individual amount within the impairment allowance is material.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

9. Trade and other receivables (continued)

(a) Allowance for impairment loss (continued)

Movements in the provision for impairment loss were as follows:

	2014 \$000	2013 \$000
At 1 July	229	323
Charge for the year	76	17
Utilised	(50)	(97)
Unused amounts reversed	-	(14)
At 30 June	255	229

At 30 June, the aging analysis of trade receivables is as follows:

	Total	0-30 days	31-60 days	61-90 days PDNI ⁽ⁱ⁾	61-90 days CI ⁽ⁱⁱ⁾	+91 days PDNI ⁽ⁱ⁾	+91 days CI ⁽ⁱⁱ⁾
		\$000	\$000	\$000	\$000	\$000	\$000
2014	2,486	1,224	461	213	-	333	255
2013	2,263	1,422	357	106	-	149	229

⁽ⁱ⁾ Past due not impaired (PDNI)

⁽ⁱⁱ⁾ Considered impaired (CI)

Receivables past due but not considered impaired are: \$546,000 (2013: \$255,000). Payment terms on these amounts have not been renegotiated. Each operating unit has been in direct contact with the relevant debtor and is satisfied that payment will be received in full. Other balances within trade and other receivables do not contain impaired assets and are not past due. It is expected that these other balances will be received when due.

(b) Deposits are in respect of security deposits for premises leased.

(c) Other receivables are non-interest bearing and have repayment terms between 30 and 90 days.

(d) Fair value and credit risk

The carrying value of trade and other receivables approximates their fair value. The maximum exposure to credit risk is the carrying value of receivables. Collateral is not held as security, nor is it the Group's policy to transfer (on-sell) receivables to special purpose entities.

(e) Foreign exchange and interest rate risk

Detail regarding foreign exchange and interest rate risk exposure is disclosed in note 20.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

10. Inventories

	2014	2013
	\$000	\$000
Raw materials (at the lower of cost and net realisable value)	2,908	3,180
Finished goods (at the lower of cost and net realisable value)	6,017	5,913
Total inventories at the lower of cost and net realisable value	8,925	9,093

11. Parent entity information

	2014	2013
	\$000	\$000
Current assets	3,284	4,213
Total assets	6,336	6,949
Current liabilities	947	868
Total liabilities	7,415	11,539
Issued capital	12,892	12,733
Accumulated losses	(14,144)	(16,663)
Reserves	429	112
Employee reserved shares	(256)	(772)
Total shareholder's equity	(1,079)	(4,590)
Profit / (loss) of the parent entity	2,804	(5,879)
Total comprehensive profit / (loss) of the parent entity	2,804	(5,879)

Remuneration commitments

Commitments (within one year) for the payment of salaries and other remuneration under long-term employment contracts in existence at the reporting date but not recognised as liabilities payable by Kresta Holdings Limited (parent entity) amounted to \$185,000 (2013: \$309,000).

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

12. Property, plant and equipment

	Freehold land and building	Plant and equipment	Motor vehicles	Total
	\$000	\$000	\$000	\$000
Cost				
Balance at 1 July 2013	6,746	22,902	1,866	31,514
Other additions	89	858	150	1,097
Disposals	-	(2,214)	(252)	(2,466)
Effect of movements in exchange rates	-	44	1	45
Balance at 30 June 2014	6,835	21,590	1,765	30,190
Balance at 1 July 2012	6,716	25,453	2,296	34,465
Other additions	72	884	35	991
Disposals	(21)	(3,460)	(467)	(3,948)
Transfer	(21)	21	-	-
Effect of movements in exchange rates	-	4	2	6
Balance at 30 June 2013	6,746	22,902	1,866	31,514
Depreciation				
Balance at 1 July 2013	930	17,247	1,117	19,294
Depreciation charge for the year	156	1,245	177	1,578
Disposals	-	(1,864)	(209)	(2,073)
Effect of movements in exchange rates	-	38	1	39
Balance at 30 June 2014	1,086	16,666	1,086	18,838
Balance at 1 July 2012	791	18,606	1,280	20,677
Depreciation charge for the year	159	1,360	208	1,727
Transfer	(20)	20	-	-
Disposals	-	(2,740)	(372)	(3,112)
Effect of movements in exchange rates	-	1	1	2
Balance at 30 June 2013	930	17,247	1,117	19,294
Carrying amounts				
At 30 June 2014	5,749	4,924	679	11,352
At 30 June 2013	5,816	5,655	749	12,220

The carrying value of plant and equipment held under finance leases and hire purchase contracts at 30 June 2014 is \$165,000 (2013: \$234,000). There were no additions during the year (2013: \$nil) of plant and equipment held under finance leases and hire purchase contracts.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

12. Property, plant and equipment (continued)

Leased assets and assets under hire purchase contracts are pledged as security for the related finance lease and hire purchase liabilities.

Land and buildings with a carrying amount of \$5,749,000 (2013: \$5,816,000) are subject to a first charge over available finance facilities (see note 16).

Plant and equipment and motor vehicles with a carrying amount of \$5,438,000 (2013: \$6,170,000) is pledged as securities for current and non-current liabilities as disclosed in note 16.

13. Intangible assets and goodwill

	IT software \$000	Trade mark \$000	Goodwill \$000	Total \$000
Cost				
Balance at 1 July 2013	1,868	589	2,212	4,669
Other additions	94	-	-	94
Balance at 30 June 2014	<u>1,962</u>	<u>589</u>	<u>2,212</u>	<u>4,763</u>
Balance at 1 July 2012	1,849	589	2,212	4,650
Other additions	19	-	-	19
Balance at 30 June 2013	<u>1,868</u>	<u>589</u>	<u>2,212</u>	<u>4,669</u>
Amortisation and impairment				
Balance at 1 July 2013	1,727	589	292	2,608
Amortisation charge for the year	81	-	-	81
Balance at 30 June 2014	<u>1,808</u>	<u>589</u>	<u>292</u>	<u>2,689</u>
Balance at 1 July 2012	532	-	292	824
Impairment	1,097	589	-	1,686
Amortisation charge for the year	98	-	-	98
Balance at 30 June 2013	<u>1,727</u>	<u>589</u>	<u>292</u>	<u>2,608</u>
Carrying amounts				
At 30 June 2014	<u>154</u>	<u>-</u>	<u>1,920</u>	<u>2,074</u>
At 30 June 2013	<u>141</u>	<u>-</u>	<u>1,920</u>	<u>2,061</u>

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

13. Intangible assets and goodwill (continued)

Impairment tests for goodwill

Goodwill acquired through business combinations has been allocated to two individual cash generating units for impairment testing as follows:

- Kresta Holdings Limited cash-generating unit; and
- Curtain Wonderland Pty Limited cash-generating unit

Market capitalisation of the Group as at the reporting date was \$30,372,000 (2013: \$21,624 000).

Kresta Holdings Limited unit

The recoverable amount of the goodwill has been determined based on a value in use calculation using cash flow projections based on financial budgets approved by senior management covering a five year period. The anticipated sales growth over the five years is estimated to average 2.89% per annum (2013: 3.38%).

The pre-tax discount rate applied to cash flow projections is 15.35% per annum (2013: 12.68%). The projected value in use exceeds the carrying amount of the assets within the cash generating unit and therefore no impairment has been noted.

The carrying amount of goodwill allocated to the Kresta Holdings Limited unit is \$1,064,000 (2013: \$1,064,000).

Curtain Wonderland Pty Limited unit

The recoverable amount of the goodwill has been determined based on a value in use calculation using cash flow projections based on financial budgets approved by senior management covering a five year period. The anticipated sales growth over the five years is estimated to average 2.85% per annum (2013: 3.52%).

The pre-tax discount rate applied to cash flow projections is 15.35% per annum (2013: 12.68%). The projected value in use exceeds the carrying amount of the assets within the cash generating unit and therefore no impairment has been noted.

The carrying amount of goodwill allocated to the Curtain Wonderland Pty Limited unit is \$856,000 (2013: \$856,000).

Key assumptions

The following describes the key assumptions on which management has based its cash flow projections.

Gross margins

The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budgeted year. These are reflective of past experience.

Raw materials price inflation

The basis used to determine the value assigned to raw material price inflation is the forecast price index during the budget year for Australia and for China, being where raw materials are sourced. Values assigned to this key assumption are consistent with external sources of information.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

13. Intangible assets and goodwill (continued)

Key assumptions (continued)

Discount rate

Discount rate reflects management's estimate of the time value of money and the risks specific to each unit. This is the benchmark used by management to assess operating performance and to evaluate future investment proposals. In determining appropriate discount rates for each unit, regard has been given to the yield on a ten-year government bond at the beginning of the budgeted year.

Sales growth

Management expect to see top and bottom line growth of at least 2-3% over the next 5 years due to national synergies, investment in our sales capability, business restructuring to achieve efficiencies, continued focus on purchasing efficiencies and capital investment in our sales footprint.

Sensitivity to changes in assumptions

With regard to the assessments of the value in use of Curtain Wonderland and Kresta Holdings Limited, management believe that no reasonably possible change in any of the above key assumptions would cause the carrying value of the unit to materially exceed its recoverable amount.

Impairment loss

In 2013, the Group wrote off the \$589,000 carrying value of "Ace of Shades" trademark which was part of the Ace of Shades business that the Group acquired in January 2010. In addition, the Group also wrote off \$1,097,000 of work in progress of an ERP system which the Group started to implement in June 2011. There was no impairment in intangible assets and goodwill during the year ended 30 June 2014.

14. Share-based payment plans

The LTI scheme was approved by shareholders at the 2011 Annual General Meeting. Under the plan, eligible employees are invited to subscribe for fully paid ordinary shares in the Company, funded by a limited-recourse loan from the Group, where the interest rate on the loan will equal to the dividend rate.

Under the plan, shares were allotted at the weighted average market price of Kresta Holdings Limited shares for the 5 days prior to the offer. The shares are not subject to any specific vesting conditions, other than continuous employment; the shares are being held in escrow with half of the shares to be released between 1.5 to 2.0 years of continuous employment and the other half to be released between 2.5 to 3.0 years of continuous employment from the date of issue.

The eligible employee's obligation for repayment of the loans is limited to the dividends declared and capital returns by the Company and, in the event the employee ceases employment, the market price achieved on the sale of the shares held as security by the Company for the loans.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

14. Share-based payment plans (continued)

The plan is accounted for as an in-substance option plan, with the contractual life of each option equivalent to the loan life, being 7 years. Repayment of the loan constitutes exercise of the option, with the exercise price being the remaining loan balance per share. Loans are repaid from dividends declared, capital returns and cash repayments. Once the loan is repaid in full the employee reserved shares are converted to unrestricted ordinary shares.

The following table sets out the number and weighted average exercise prices (WAEP) of and movements in in-substance share options during the year:

	2014 No. of in- substance options Thousands	2014 WAEP	2013 No. of in- substance options Thousands	2013 WAEP
Outstanding at 1 July	5,100	\$0.151	-	-
Granted during the year	1,000	\$0.159	5,100	\$0.151
Vested during the year	(4,000)	\$0.152	-	-
Outstanding and exercisable at the end of the year	2,100	\$0.155	5,100	\$0.151

The impact on profit or loss is set out in note 4 (b).

The inputs used in the measurement of the fair values at grant date of the in-substance shares options were as follows:

	2014 CEO	2013 KMP	2013 CEO
Exercise price	\$0.159	\$0.155	\$0.149
Fair value at grant date	\$0.0694	\$0.0714	\$0.0771
Share price at grant date	\$0.15	\$0.155	\$0.16
Expected volatility (weight average)	40%	40%	40%
Risk-free interest rate (based on government bonds)	4.07%	2.75%	2.75%
Expected life (weight average)	7 years	7 years	7 years

15. Trade and other payables

	2014	2013
	\$000	\$000
Current		
Trade payables ^(a)	3,938	2,729
Other payables ^(b)	2,301	1,918
Customer deposits	2,411	2,367
Goods and services tax	267	296
	8,917	7,310

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

15. Trade and other payables (continued)

- (a) Trade payables are non-interest bearing and are normally settled on 30-day terms.
- (b) Other payables are non-trade payables, are non-interest bearing and are normally settled on 30-day terms.
- (c) **Fair value**
Due to the short term nature of these payables, their carrying value is assumed to approximate their fair value.

16. Interest-bearing loans and borrowings

	2014 \$000	2013 \$000
Current		
Obligations under finance leases and hire purchase contracts (note 21)	-	92
Insurance finance loan	366	462
Business bill facility	-	761
	366	1,315
Non-current		
Business bill facility	-	150
	-	150

Fair value disclosures

The carrying value of the Group's interest bearing liabilities approximate its fair value.

Hire purchase

As at 30 June 2014, the Group does not have any outstanding hire purchase obligations. The average discount rate implicit in the hire purchases in 2013 was 6.64% per annum. Hire purchase liabilities were secured by a charge over the assets under hire purchase.

Insurance finance loan

Insurance finance loan has a fixed rate of 2.75%.

Business bill facility

During the year ended 30 June 2014, the Group repaid the outstanding bill facility.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

16. Interest-bearing loans and borrowings (continued)

Trade finance facility

The Group has a multi-option facility of \$3,000,000 available from Commonwealth Bank of Australia Limited who has a fixed and floating charge over the assets of Kresta Holdings Limited and its related entities.

Financing facilities available

At reporting date, the following financing facilities had been negotiated and were available:

	2014	2013
	\$000	\$000
Total facilities		
Bank overdraft	2,083	2,083
Bank guarantee	742	742
Trade	175	175
Insurance finance loan	366	462
Hire purchase and finance lease	-	92
Business bill facility	-	911
	3,366	4,465
Facilities used at reporting date		
Bank overdraft	-	-
Bank guarantee	414	419
Trade	-	-
Insurance finance loan	366	462
Hire purchase and finance lease	-	92
Business bill facility	-	911
	780	1,884
Facilities unused at reporting date		
Bank overdraft	2,083	2,083
Bank guarantee	328	323
Trade	175	175
Insurance finance loan	-	-
Hire purchase and finance lease	-	-
Business bill facility	-	-
	2,586	2,581
Total facilities	3,366	4,465
Facilities used at reporting date	780	1,884
Facilities unused at reporting date	2,586	2,581

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

16. Interest-bearing loans and borrowings (continued)

Assets pledged as security

The carrying amount of assets pledged as security during the year ended 30 June 2014:

	Note	2014	2013
		\$000	\$000
Current			
<i>Floating charge</i>			
Cash and cash equivalents	8	5,702	5,206
Receivables	9	2,330	2,338
Inventories	10	8,925	9,093
Total current assets pledged as security		16,957	16,637
Non-current			
<i>First mortgage</i>			
Freehold land and buildings	12	5,749	5,816
<i>Hire purchase and finance lease</i>			
Motor vehicles	12	165	234
<i>Floating charge</i>			
Plant and equipment and motor vehicles	12	5,438	6,170
Total non-current assets pledged as security		11,352	12,220
Total assets pledged as security		28,309	28,857

17. Provisions

	Onerous leases	Warranty	Employee benefits	Make good	Total
	\$000	\$000	\$000	\$000	\$000
At 1 July 2013	40	58	4,239	626	4,963
Arising during the year	272	255	1,532	76	2,135
Utilised	(20)	-	(1,692)	(117)	(1,829)
Unused amounts reversed	(20)	-	(68)	-	(88)
At 30 June 2014	272	313	4,011	585	5,181
Current 2014	58	125	3,315	204	3,702
Non-current 2014	214	188	696	381	1,479
	272	313	4,011	585	5,181
Current 2013	40	24	3,599	188	3,851
Non-current 2013	-	34	640	438	1,112
	40	58	4,239	626	4,963

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

17. Provisions (continued)

(a) Onerous leases

The provision for onerous lease contracts represents the present value of the future lease payments that the Group is presently obligated to make under non-cancellable onerous operating lease contracts, less revenue expected to be earned on the lease, including estimated future sub-lease revenue, where applicable. The estimate may vary as a result of changes in the utilisation of the leased premises and sub-lease arrangements where applicable. The unexpired terms of the leases range from 4 to 45 months.

(b) Warranty

A provision is recognised for expected warranty claims on products sold, based on past experience of the level of repairs and returns. Assumptions used to calculate the provision for warranties were based on current sales levels and current information available about returns based on the two-year warranty period for the products sold.

(c) Employee benefits

The provision for employee benefits represents annual leave and long service leave entitlements accrued and non-monetary benefits provided to eligible employees. The long service leave is discounted to determine its present value. The discount rate is the yield at the reporting date of Australian Government bonds.

(d) Make good

The Group is required to restore the leased premises of its retail stores to their original condition at the end of the respective lease terms. A provision has been recognised for the present value of the estimated expenditure required to remove any leasehold improvements. These costs have been capitalised as part of the cost of leasehold improvements and are amortised over the shorter of the term of the lease or the useful life of the assets, being between 1 and 14 years.

18. Contributed equity and reserves

(a) Ordinary shares

	2014 \$000	2013 \$000
Issued capital - ordinary shares	12,892	12,733
Employee reserved shares	(256)	(772)
	<u>12,636</u>	<u>11,961</u>

Ordinary shares have the right to receive dividends as declared and, in the event of winding up the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held. Ordinary shares entitle their holder to one vote, either in person or by proxy, at a meeting of the Company.

Shares issued to employees under the share loan plan referred to in note 14 are fully issued via a limited recourse loan to employees, and as such the arrangement is accounted for as in-substance options. Loans are repaid from dividends declared, capital returns and cash repayments. Once the loan is repaid in full the employee reserved shares are converted to unrestricted ordinary shares.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

18. Contributed equity and reserves (continued)

(a) Ordinary shares (continued)

Movement in ordinary shares on issue

	No. of shares Thousands	\$000
At 1 July	149,258	12,733
Employee reserved shares	1,000	159
At 30 June	150,258	12,892

Movement in employee reserved shares on issue

	No. of shares Thousands	\$000
At 1 July	5,100	772
Issued \$0.159 per share on 5 th September 2013	1,000	159
Dividend applied	-	(15)
Vested \$0.165 per share on 29 th May 2014	(4,000)	(660)
At 30 June	2,100	256

(b) Capital management

The Group's objective when managing capital is to safeguard the ability to continue as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management also aims to maintain a capital structure that ensures the lowest cost of capital available to the entity. The Group is not subject to any externally imposed capital requirements.

The Group regularly reviews the capital structure and seeks to take advantage of available opportunities to improve outcomes for the Group and its shareholders.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total interest-bearing loans and borrowings less cash and cash equivalents. Total capital is calculated as total equity as shown in the balance sheet plus net debt.

Management has no current plans to issue further shares on the market.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

18. Contributed equity and reserves (continued)

(b) Capital management (continued)

The gearing ratio was as follows:

	2014	2013
	\$000	\$000
Total borrowings ⁽ⁱ⁾	366	1,465
Less cash and cash equivalents	(5,702)	(5,206)
Net debt	(5,336)	(3,741)
Capital	20,506	21,311
Capital and net debt	15,170	17,570
Gearing ratio (net debt / capital and net debt)	(35.2%)	(21.3%)

⁽ⁱ⁾ Includes interest bearing loans and borrowings.

(c) Retained earnings

Movement in retained earnings

	2014	2013
	\$000	\$000
Balance as at 1 July	9,742	8,207
Net (loss) / profit for the year	(1,375)	1,535
Dividends	(375)	-
Balance as at 30 June	7,992	9,742

(d) Reserves

Movement in reserves

	Employee equity benefits \$000	Foreign currency translation \$000	Cash flow hedge \$000	Total \$000
At 1 July 2013	112	(508)	4	(392)
Foreign currency translation differences	-	(23)	-	(23)
Effective portion of changes in fair value of cash flow hedges	-	-	(22)	(22)
Employee share plan expense	315	-	-	315
At 30 June 2014	427	(531)	(18)	(122)

Share-based payment reserve

This reserve is used to record the value of equity benefits provided to employees, including key management personnel, as part of their remuneration. Refer to note 14 for further details of these plans.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

18. Contributed equity and reserves (continued)

(d) Reserves (continued)

Foreign currency translation reserve

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries.

Cash flow hedge reserve

This reserve records the portion of the gain or loss on a hedging instrument in a cash flow hedge that is determined to be an effective hedge.

19. Government grants

Movement in government grants

	2014	2013
	\$000	\$000
At 1 July	34	-
Received during the year	-	104
Recognised as income	(34)	(70)
At 30 June	-	34
Current	-	34
Total government grants deferred	-	34

No government grants were received during the year ended 30 June 2014. In 2013 the government grants received were in relation to the Lean Manufacturing training program which was implemented at our Malaga factory. The accounting policy adopted by the Group is disclosed in note 2 (g).

20. Financial risk management objectives and policies

The Group's principal financial instruments comprise receivables, payables, bank loans and overdrafts, finance leases and hire purchase contracts, cash and short-term deposits and derivatives.

Risk exposures and responses

The Group manages its exposure to key financial risks, including interest rate and currency risk in accordance with the Group's financial risk management policy. The objective of the policy is to support the delivery of the Group's financial targets while protecting future financial security.

The Group enters into derivative transactions, principally interest rate swap and forward currency contracts. The purpose is to manage the interest rate and currency risks arising from the Group's operations and its sources of finance. The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The Group uses different methods to measure and manage different types of risks to which it is exposed. These include monitoring levels of exposure to interest rate and foreign exchange risk and assessments of market forecasts for interest rate and foreign exchange. Ageing analyses and monitoring of specific credit allowances are undertaken to manage credit risk. Liquidity risk is monitored through the development of future rolling cash flow forecasts.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

20. Financial risk management objectives and policies (continued)

Risk exposures and responses (continued)

Senior management, in conjunction with the Board, reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to market interest rates relates primarily to the Group's long-term debt obligations.

At balance date, the Group had the following mix of financial assets and liabilities exposed to Australian variable interest rate risk that are not designated in cash flow hedges:

	2014 \$000	2013 \$000
Financial assets		
Cash and cash equivalents	5,674	5,175
	<u>5,674</u>	<u>5,175</u>
Financial liabilities		
Business bill facility	-	(911)
	<u>-</u>	<u>(911)</u>
Net exposure	<u>5,674</u>	<u>4,264</u>

The Group's policy is to manage its finance costs using a mix of fixed and variable rate debt. To manage this mix in a cost-efficient manner, the Group enters into interest rate swaps, in which the Group agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount. These swaps are designated to hedge underlying debt obligations. Due to the repayment of the commercial bills during the year ended 30 June 2014, the Group no longer has any outstanding interest rate swaps.

Interest on financial instruments classified as floating rate is repriced at intervals of less than one year. Interest on financial instruments classified as fixed rate is fixed until maturity of the instrument.

The Group regularly analyses its interest rate exposure. Within this analysis consideration is given to potential renewals of existing positions, alternative financing and the mix of fixed and variable interest rates.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

20. Financial risk management objectives and policies (continued)

Risk exposures and responses (continued)

Interest rate risk (continued)

At 30 June 2014, if interest rates had moved, with all other variables held constant, post tax profit would have been affected as follows:

Judgements of reasonably possible movements

	Post tax profit higher / (lower)	
	2014	2013
	\$000	\$000
+1.0% (100 basis points) (2013: +1.0%)	40	36
-0.5% (50 basis points) (2013: -0.5%)	(20)	(18)

The movements in profit are due to higher/lower interest costs from variable rate debt and cash balances.

The sensitivity is based on reasonably possible changes, over a financial year, using the observed range of actual historical rates and management's judgement of future trends. The analysis was performed on the same basis for 2013.

Foreign currency risk

As a result of large purchases of inventory denominated in United States Dollars, the Group's statement of financial position can be affected significantly by movements in the USD / AUD exchange rates.

The Group also has transactional currency exposures. Such exposure arises from sales or purchases by an operating unit in currencies other than the functional currency.

Less than 3.6% (2013: 2.7%) of the Group's sales are denominated in currencies other than the functional currency of the operating unit making the sale. Approximately 62% (2013: 60%) of the Group's inventory purchases are denominated in currencies other than the functional currency of the operating unit making the purchase.

The Group uses forward currency contracts to manage foreign currency exposures. It is the Group's policy not to enter into forward currency contracts until a firm commitment is in place and to negotiate the terms of the hedge derivatives to exactly match the terms of the hedged item to maximise hedge effectiveness.

At 30 June 2014, the Group had the following exposure to USD foreign currency:

	2014	2013
	\$000	\$000
Trade and other payables	(549)	(527)
Forward exchange contracts (see note 26)	(872)	(645)

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

20. Financial risk management objectives and policies (continued)

Risk exposures and responses (continued)

Foreign currency risk (continued)

The following sensitivity is based on the foreign currency risk exposures in existence at the balance sheet date. As at 30 June 2014, had the Australian Dollar moved, with all other variables held constant, post tax profit and other comprehensive income would have been affected as follows:

Judgements of reasonably possible movements

	Post tax profit higher / (lower)		Other comprehensive income higher / (lower)	
	2014	2013	2014	2013
	\$000	\$000	\$000	\$000
AUD / USD +10% (2013: +10%)	35	34	(100)	(57)
AUD / USD -5% (2013: -5%)	(20)	(19)	22	35

The sensitivity rates are based on reasonably possible changes, over a financial year, using the observed range of actual historical rates and management's judgement of future trends. The analysis was performed on the same basis for 2013.

Management believe the balance date risk exposures are representative of the risk exposure inherent in the financial instruments.

Credit risk

Credit risk arises from the financial assets of the Group, which comprise cash and cash equivalents, trade and other receivables and derivative instruments. The Group's exposure to credit risk arises from potential default of the counterparty, with a maximum exposure equal to the carrying amount of the financial assets.

The Group does not hold any credit derivatives to offset its credit exposure. The Group trades only with recognised, creditworthy third parties, and as such collateral is not requested nor is it the Group's policy to securitise its trade and other receivables. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures.

Receivable balances are monitored on an ongoing basis with the result that the Group's experience of bad debts has not been significant.

At balance date, there are no significant concentrations of credit risk within the Group.

Liquidity risk

Liquidity risk arises from the financial liabilities of the Group and the Group's subsequent ability to meet their obligations to repay their financial liabilities as and when they fall due.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bill facilities, finance leases and hire purchase contracts.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

20. Financial risk management objectives and policies (continued)

Risk exposures and responses (continued)

Liquidity risk (continued)

The following are the remaining contractual maturities at the end of the reporting period of undiscounted financial assets and liabilities.

	2014				Total
	< 6 months	6-12 months	1-2 years	> 2 years	
	\$000	\$000	\$000	\$000	
Financial assets					
Cash and cash equivalents	5,702	-	-	-	5,702
Trade and other receivables	2,279	9	25	17	2,330
	7,981	9	25	17	8,032
Financial liabilities					
Trade and other payables	(8,254)	-	-	-	(8,254)
Derivatives	(18)	-	-	-	(18)
Other loans	(314)	(52)	-	-	(366)
	(8,586)	(52)	-	-	(8,638)
Net outflow	(605)	(43)	25	17	(606)

	2013				Total
	< 6 months	6-12 months	1-2 years	> 2 years	
	\$000	\$000	\$000	\$000	
Financial assets					
Cash and cash equivalents	5,206	-	-	-	5,206
Trade and other receivables	2,332	6	8	42	2,388
Derivatives	4	-	-	-	4
	7,542	6	8	42	7,598
Financial liabilities					
Trade and other payables	(6,657)	-	-	-	(6,657)
Business bill facility	(293)	(492)	(151)	-	(936)
Hire purchase and finance lease liability	(48)	(48)	-	-	(96)
Derivatives	(22)	(6)	-	-	(28)
Other loans	(346)	(116)	-	-	(462)
	(7,366)	(662)	(151)	-	(8,179)
Net outflow	176	(656)	(143)	42	(581)

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

20. Financial risk management objectives and policies (continued)

Risk exposures and responses (continued)

Fair values (continued)

For financial instruments not quoted in active markets, the Group uses valuation techniques such as present value techniques, comparison to similar instruments for which market observable prices exist and other relevant models used by market participants. These valuation techniques use both observable and unobservable market inputs.

Financial instruments that use valuation techniques with only observable market inputs or unobservable inputs that are not significant to the overall valuation include forward exchange contracts and interest rate swaps.

Fair values of other financial assets and liabilities approximate their carrying values. There were no transfers between Level 1 and Level 2 during the year.

21. Commitments

Operating lease commitments

The Group has entered into commercial leases on buildings and IT equipment. The commercial leases on buildings have an average life of between 1 and 5 years with renewal options included in some of the contracts, while the IT equipment has an average life of between 1 and 4 years. There are no restrictions placed upon the lessee by entering into these leases.

Future minimum rentals payable under non-cancellable operating leases as at 30 June are as follows:

	2014	2013
	\$000	\$000
Within one year	6,996	8,968
After one year but not more than five years	8,151	14,032
More than five years	111	29
Total minimum lease payments	15,258	23,029

Finance lease and hire purchase commitments

The Group had finance leases and hire purchase contracts for various items of plant and equipment and motor vehicles. Currently, the Group does not have any outstanding finance lease or hire purchase contracts.

Future minimum lease payments under finance leases and hire purchase contracts together with the present value of the net minimum lease payments are as follows:

	2014	2013
	\$000	\$000
Within one year	-	96
Total minimum lease payments	-	96
Less amounts representing finance charges	-	(4)
Present value of minimum lease payments	-	92

The weighted average interest rate implicit in the leases for the Group was 6.64% per annum in 2013.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

21. Commitments (continued)

Remuneration commitments

Commitments for the payment of salaries and other remuneration under long-term employment contracts in existence at the reporting date but not recognised as liabilities, payable:

	2014 \$000	2013 \$000
Within one year	248	371
	<u>248</u>	<u>371</u>

Amounts disclosed as remuneration commitments include commitments arising from the service contracts of executives referred to in the remuneration report of the directors' report that are not recognised as liabilities and are not included in the compensation of key management personnel.

22. Related parties

The following table provides the total amount of transactions and outstanding balances that have been entered into with related parties for the relevant financial year.

	Purchases from related parties		Amounts owed to related parties	
	2014 \$000	2013 \$000	2014 \$000	2013 \$000
Fiesta Design Pty Ltd ⁽ⁱ⁾	3,875	5,601	26	60
Santa Monica ⁽ⁱⁱ⁾	3,499	6,846	-	492

⁽ⁱ⁾ Fiesta Design Pty Ltd is a significant shareholder in the Company and their shareholder and director Hardjanto Siswandjo served as an alternate director during the year.

⁽ⁱⁱ⁾ Santa Monica is a supplier whose owner Mr Si Chuan Cheou was a significant shareholder in the Company during the year.

The purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees received for any related party payables.

Ultimate parent

Kresta Holdings Limited is the ultimate parent company.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

22. Related parties (continued)

Subsidiaries

The financial statements include the financial statements of Kresta Holdings Limited and the subsidiaries listed in the following table:

	Country of Incorporation	% Equity interest		Investment \$000	
		2014	2013	2014	2013
Finmar Pty Ltd	Australia	100	100	1,752	1,752
Kresta Blinds (Holdings) Pty Ltd	Australia	100	100	20,154	20,154
Kresta Blinds Ltd	Australia	100	100	-	-
Kresta Blinds International Pty Ltd	Australia	100	100	-	-
Kedena Holdings Pty Ltd	Australia	100	100	-	-
Sharatan Pty Ltd	Australia	100	100	-	-
Blind Wholesalers, Distributors and Manufacturers Pty Ltd	Australia	100	100	-	-
Mardo Australia Pty Ltd	Australia	100	100	2,405	2,405
Twilight Sun Pty Ltd	Australia	100	100	-	-
Mardo International Pty Ltd	Australia	100	100	-	-
Sandelle Pty Ltd	Australia	100	100	393	393
				<u>24,704</u>	<u>24,704</u>
Curtain Wonderland Pty Ltd	Australia	100	100	1,290	1,290
				<u>25,994</u>	<u>25,994</u>

Entities subject to class order relief

Pursuant to Class Order 98/1418, relief has been granted to these controlled entities of Kresta Holdings Limited from the *Corporations Act* requirements for preparation, audit and lodgement of their financial reports.

As a condition of the Class Order, the above companies (the Closed Group) entered into a Deed of Cross Guarantee on 22 February 2010. The effect of the Deed is that Kresta Holdings Limited has guaranteed to pay any deficiency in the event of winding up of either controlled entity or if they do not meet their obligations under the terms of the overdrafts, loans, leases or other liabilities subject to the Guarantee. The controlled entities have also given a similar guarantee in the event that Kresta Holdings Limited is wound up or it does not meet its obligations under the terms of overdrafts, loans, leases or other liabilities subject to the Guarantee.

The statement of financial position and statement of comprehensive income for the closed group is not materially different to the Group's statement of financial position and statement of comprehensive income.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

22. Related parties (continued)

Compensation of key management personnel

	2014	2013
	\$	\$
Short-term employee benefits	1,278,871	1,505,617
Post-employment benefits	144,787	180,653
Other long-term benefits	13,517	43,289
Termination benefits	205,000	-
Share-based payment	295,002	64,497
Total compensation	1,937,177	1,794,056

23. Events after the balance sheet date

On 14 July 2014, Kresta received a takeover offer from Suntarget (Hong Kong) Trading Co Ltd, a wholly owned subsidiary of Ningbo Xianfeng New Material Co. Ltd in respect of an "on-market" takeover bid for all Kresta shares. The takeover bid offer is a cash offer of \$0.23 per Kresta share and is an unconditional offer for all the shares in Kresta not already owned by Suntarget and its associates. On 21 July 2014, Kresta released the target's statement in response to the takeover offer by Suntarget. The non-associated directors have unanimously recommended that Kresta shareholders accept the offer and have sold their shareholdings after balance date to Suntarget. As at the day prior to the date of this report Suntarget's shareholding had increased to 84.63%.

On 26 August 2014, the day prior to signing the accounts, the Company received an email from the Queensland Office of Fair Trading regarding a safety issue with one of its products. At the time of signing the accounts, it was too early for the Company to ascertain whether there is any potential material contingent liability arising from this notification. Accordingly the Company has made no provision in the accounts.

24. Auditors' remuneration

The auditor of Kresta Holdings Limited is Ernst & Young.

	2014	2013
	\$	\$
Amounts received or due and receivable by Ernst & Young (Australia) for:		
An audit or review of the financial report of the entity and any other entity in the consolidated group	126,000	131,000
Other services in relation to the entity and any other entity in the consolidated group		
Special audits required for sales certificates	2,500	6,000
	128,500	135,000

25. Operating segments

The Group has identified its operating segment based on the management reports that are reviewed and used by the executive management team (chief operating decisions makers) in assessing performance and in determining the allocation of resources. Management has identified a single operating segment, which is manufacture and sales of window coverings.

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

25. Operating segments (continued)

The performance of the operating segment is evaluated based on profit before tax and net finance costs (profit before tax and interest) and is measured in accordance with the Group's accounting policies. The Group's financing requirements, finance income, finance costs and taxes are managed on a group basis.

Geographical areas

The Group has revenues from external customers attributed to:

- Australia (the Group's country of domicile) and
- New Zealand

	2014 \$000	2013 \$000
Revenues (Australia)	92,187	98,004
Revenues (New Zealand)	3,424	2,751
	<u>95,611</u>	<u>100,755</u>
Non-current assets (Australia)	13,367	14,242
Non-current assets (New Zealand)	59	39
	<u>13,426</u>	<u>14,281</u>

Non current assets include tangible and intangible assets, but exclude financial instruments and deferred tax assets.

Revenue is attributed to geographic location based on the location of the customers.

Major customers

The Group's customers consist of over six thousand individual customers to which it provides products and services. There is no one external customer that generates 10% or more of the Group's revenues.

26. Derivative financial instruments

	2014 \$000	2013 \$000
Current assets		
Forward currency contracts – cash flow hedges	-	4
	<u>-</u>	<u>4</u>
Current liabilities		
Interest rate swap contracts – held for trading	-	28
Forward currency contracts – cash flow hedges	18	-
	<u>18</u>	<u>28</u>

Notes to the consolidated financial statements (continued)

For the year ended 30 June 2014

26. Derivative financial instruments (continued)

Instruments used by the Group

Derivative financial instruments are used by the Group in the normal course of business in order to hedge exposure to fluctuations in interest and foreign currency rates.

Forward currency contracts – cash flow hedges

The Group's purchases are mainly denominated in US dollars. In order to protect against exchange rate movements and to manage the inventory costing process, the Group has entered into forward contracts to purchase US dollars. These contracts are hedging highly probable forecasted purchases and they are timed to mature when payments are scheduled to be made.

The cash flows are expected to occur between 1 – 2 months from 1 July 2014. At balance date, the details of outstanding contracts are:

	Notional amounts		Average exchange rate	
	AUD		2014	2013
	2014	2013	2014	2013
	\$000	\$000		
Buy USD / sell AUD				
Buy USD maturity 1-2 months – consolidated	872	645	0.9175	0.9296

The forward currency contracts are considered to be highly effective hedges as they are matched against forecast inventory purchases. Any unrealised gain or loss on the contracts attributable to the hedged risk is taken directly to other comprehensive income and recognised in the cash flow hedge reserve.

Movement in forward currency contract cash flow hedge reserve

	2014	2013
	\$000	\$000
Opening balance	4	(19)
Charged to other comprehensive income	(22)	23
Closing balance	(18)	4

Interest rate swap contract – held for trading

During the year ended 30 June 2014, the Group had interest rate swap contracts which are used to manage interest rate risk but do not satisfy the requirements of hedge accounting. These were entered into in order to fix the interest rates ranging from 5.55% to 5.71%. All movements in fair value are recognised in the profit and loss in the period they occur. Due to the full repayment of the commercial bills to which these interest rate swap contracts were attached, a net fair value gain of \$28,000 was recognised in the profit and loss in the period ended 30 June 2014 (2013: \$55,000).

At 30 June 2014, the notional principal amounts and period of expiry of the interest rate swap contracts are as follows:

	2014	2013
	\$000	\$000
0-1 years	-	911
	-	911

Directors' declaration

In accordance with a resolution of the Directors of Kresta Holdings Limited, I state that:

In the opinion of the Directors:

- (a) The financial statements and notes of the consolidated entity are in accordance with the *Corporations Act 2001*, including:
 - (i) Giving a true and fair view of the financial position as at 30 June 2014 and its performance for the year ended on that date of the consolidated entity; and
 - (ii) Complying with Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*;
- (b) The financial statements and notes also comply with International Financial Reporting Standards as disclosed in note 2(b).
- (c) There are reasonable grounds to believe that the consolidated entity will be able to pay its debts as and when they become due and payable.

This declaration has been made after receiving the declarations required to be made to the Directors in accordance with section 295A of the *Corporations Act 2001* for the financial year ended 30 June 2014.

As at the date of this declaration, there are reasonable grounds to believe that the members of the Closed Group identified in note 22 will be able to meet any obligations or liabilities to which they are or may become subject, by virtue of the Deed of Cross Guarantee.

On behalf of the Board



R. Taylor
Chairman

Perth, 27 August 2014

Auditors' report



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Independent auditor's report to the members of Kresta Holdings Limited

Report on the financial report

We have audited the accompanying financial report of Kresta Holdings Limited, which comprises the consolidated statement of financial position as at 30 June 2014, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated 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 consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

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

Auditor's responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgment, 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 controls relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. 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*. We have given to the directors of the company a written Auditor's Independence Declaration, a copy of which is included in the directors' report.

Auditors' report (continued)



Opinion

In our opinion:

- a. the financial report of Kresta Holdings Limited is in accordance with the *Corporations Act 2001*, including:
 - i. giving a true and fair view of the consolidated entity's financial position as at 30 June 2014 and of its performance for the year ended on that date; and
 - ii. complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- b. the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 2.

Report on the remuneration report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2014. 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.

Opinion

In our opinion, the Remuneration Report of Kresta Holdings Limited for the year ended 30 June 2014, complies with section 300A of the *Corporations Act 2001*.

A stylized blue signature of 'Ernst & Young' in a cursive script.

Ernst & Young

A blue ink signature of 'D S Lewsen' in a cursive script.

D S Lewsen
Partner
Perth
27 August 2014