



**ORH Limited
and Controlled Entities**
ABN 57 077 398 826

Annual Financial Report

FOR THE YEAR ENDED 30 JUNE 2018

Date:

9 November 2018



Contents

Corporate Directory.....	3
Directors' Report.....	4
Auditor's Independence Declaration	15
Independent Auditor's Report	16
Directors' Declaration	19
Consolidated Statement of Profit or Loss and Other Comprehensive Income	20
Consolidated Statement of Financial Position	21
Consolidated Statement of Changes in Equity	22
Consolidated Statement of Cash Flows.....	23
Notes to the Financial Statements	24



Corporate Directory

Directors

Domenic Martino	- Non-Executive Chairman
Boelio Muliadi	- Non-Executive Director
Jamie Detata	- Executive Director
Jackob Tsaban	- Executive Director

Company Secretary

Louisa Youens

Home Stock Exchange

Australian Securities Exchange
Level 40, Central Park
152-158 St George's Terrace
Perth WA 6000

ASX Code

ORH

Website

www.orh.net.au

Registered Office

Level 5
56 Pitt Street
Sydney NSW 2000
T: +61 2 8823 3179
F: +61 2 8823 3188

Principal Place of Business

1 Central Avenue
Hazelmere WA 6055
T: +61 8 9250 2250

Share Registry

Advanced Share Registry Services Pty Ltd
110 Stirling Highway
Nedlands Western Australia 6009
Telephone: +618 9389 8033
Facsimile: +618 9262 3723

Auditors

BDO East Coast Partnership
Level 11, 1 Margaret Street
Sydney NSW 2000



Directors' Report

The directors present their report, together with the financial statements on the consolidated entity consisting of ORH Limited (herein referred to as the "Company", "ORH" or "the parent entity") and the entities it controlled (the "Group") for the year ended 30 June 2018.

Directors

The following persons were directors of the Company during the financial year and until the date of this report:

Name	Date of Appointment
Domenic Martino	7 May 2009
Jamie Detata	25 March 2010
Jackob Tsaban	19 December 2013
Boelio Muliadi	23 April 2015

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

Meetings of Directors

The number of directors' meetings during the financial year and the number of meetings attended by each director during the financial year are:

Director	Board Meetings	
	Number eligible to attend	Number attended
Domenic Martino	2	2
Jamie Detata	2	2
Jackob Tsaban	2	2
Boelio Muliadi	2	-

Information on Directors

Details of the qualifications and experience of the directors of the Company at the date of this report are set out below:

Mr Domenic Martino - Non-Executive Director

Mr Martino is a Chartered Accountant and an experienced director of ASX listed companies. Previously CEO of Deloitte Touch Tohmatsu in Australia, he has significant experience in the development of "micro-cap" companies.

Mr Martino is a key player in the re-birth of a broad Grouping of ASX companies including Cokal Limited, Pan Asia Corporation Limited, Clean Global Energy Limited (renamed Citation Resources Ltd) and NuEnergy Capital Limited. He has a strong reputation in China, with a lengthy track record of operating in Papua New Guinea (PNG) and Indonesia, where he has successfully closed key energy and resources deals with key local players. He has a proven track record in capital raisings across a range of markets.

Mr Martino was a recipient of the Centenary Medal 2003 for his service to Australian society through business and the arts.

During the past three years Mr Martino held the following directorships in other ASX listed companies:

Australasian Resources Ltd (27 November 2003-Current), Citation Resources Ltd (9 October 2009-13 December 2012), Cokal Ltd (24 December 2010-Current), South Pacific Resources Limited (3 August 2012-Current), MUI Corporation Limited (19 December 2013 – Current), Pan Asia Corporation Ltd (24 December 2010-Current) and Synergy Plus Limited (7 July 2006-Current).



Directors' Report (Continued)

Information on Directors (continued)

Mr Jamie Detata - Executive Director

Mr Detata has had extensive senior management experience in the earthmoving and mining sector over the past 25 years and is employed as the General Manager of ORH's operating subsidiaries ORH Trucks Solutions Pty Ltd and ORH Distribution Pty Ltd.

Mr Jakob Tsaban - Executive Director

Mr Tsaban is a qualified chartered accountant. He moved from Israel to Australia in 2007 and was appointed as the Chief Financial Officer for the ORH Group on 18 November 2011.

During the past three years Mr Tsaban held the following directorships in other ASX listed companies:
Non-Executive Director of South East Asia Resources Limited (18 October 2013 – 28 December 2017).

Mr Boelio Muliadi - Non-Executive Director (Appointed 23 April 2015)

Mr. Muliadi is a resident of Indonesia and has a degree in Business Administration and Finance from the University of Washington, Seattle USA. Mr. Muliadi has had a diverse career, which has included businesses in the property development, retail chain, manufacturing, food and beverage, aircraft leasing, agricultural and healthcare industries.

Mr. Muliadi is a Director of Indonesia Stock Exchange listed Company PT. Cakra Mineral Tbk. PT Cakra Mineral Tbk is a manufacturer and exporter of iron ore and metal zircon sand. The Company has integrated mining business segments ranging from exploration, mining and processing to marketing.

Mr Muliadi has extensive experience and business contacts in China and has engineered a number of commercial joint ventures with Chinese enterprises on behalf of PT. Cakra Mineral Tbk. He will bring the benefit of these relationships to ORH and assist with ORH's expansion of its product line and customer base.

Louisa Youens - Company Secretary

Ms Youens provides Company secretarial and accounting services through Transaction Services Pty Ltd. Prior to this she was the Chief Financial Officer of a private Company during its stage of seeking investor financing.

Ms Youens previously worked for a corporate finance Company, assisting with Company compliance (ASIC and ASX) and capital raisings. She also has experience working for a government organisation in its Business Development division where she performed reviews of business opportunities and prepared business case documents seeking Government funding.

Ms Youens previously worked for a major accounting firm in Perth, London and Sydney where she provided corporate advisory services, predominantly on IPOs and mergers and acquisitions and also performed due diligence reviews. She has a Bachelor of Commerce from the University of Western Australia, is a member of Chartered Accountants Australia and New Zealand and a member of the Financial Services Institute of Australasia (FINSIA).



Directors' Report (Continued)

Directors' Equity Holdings

As at 30 June 2018, the interests of the Directors in the equity of the Company are as follows:

Name	Opening Balance 1 July 2017	Acquired during the period	Disposed of during the period	Closing Balance 30 June 2018
DV Martino ¹				
Ordinary Shares	37,620,385	-	-	37,620,385
JL Detata ²				
Ordinary Shares	25,180,456	-	-	25,180,456
J Tsaban				
Ordinary Shares	-	-	-	-
B Muliadi ³				
Ordinary Shares	87,500,000	-	-	87,500,000
Total Ordinary Shares	150,300,841	-	-	150,300,841

Notes to Table

The information below reflects the indirect and direct holdings of the directors of ORH Limited as at 30 June 2018.

- Mr Martino holds 412,501 securities directly as at 30 June 2018. Mr Martino has indirect interests in shares of the Company via Indian West Pty Ltd, a Company of which Mr Martino is the sole director and shareholder, which holds 6,033,188 Fully Paid Ordinary Shares (3,016,594 of which are held on trust for the Sydney Investment Trust), Impact Nominees Pty Ltd, a Company controlled by Mr Martino, which holds 28,873,338 Fully Paid Ordinary Shares, Domenal Enterprises Pty Ltd, a Company controlled by Mr Martino, which holds 540,000 Fully Paid Ordinary Shares and Fanucci Pty Ltd as trustee for the Fanucci Trust, of which Mr Martino's wife is a beneficiary, which holds 1,761,358 Fully Paid Ordinary Shares.
- Mr Detata holds 24,186,667 Fully Paid Ordinary Shares in the Company. He is a director and shareholder of Blazeway Holdings which holds a total of 993,789 ordinary shares in the Company.
- Mr Muliadi was appointed on 23 April 2015 and consequently his opening balance of Fully Paid Ordinary Shares held is as at that date. Mr Muliadi holds 62,500,000 shares through his Company Lanesborough Investment Pte Ltd and 25,000,000 shares through Aspire Horizon Limited.

Principal Activities

The Group includes an industrial services company that provides design and manufacturing of service trucks, water carts, tipper trucks and other trucks per customers' requirements for the mining and construction and waste management industries and a dealership for used trucks sales.

No significant change in the nature of these activities occurred during the financial year.



Directors' Report (Continued)

Review of Operations

The Group focuses on the design and manufacture of specialised vehicles, particularly for the mining and construction industries. The Group generates revenue from:

- Designing, manufacturing and selling trucks, carts and specialised vehicles;
- Selling spare parts.
- Servicing and refurbishment of vehicles; and
- Sale of used trucks.

The consolidated loss of the Group for the financial year, after providing for income tax, amounted to \$687,229 (2017: loss \$1,419,082).

The financial year EBITDA is a loss of \$358,977 compared to a loss of EBITDA \$1,164,689 in the prior year. The increase in revenues for the year is a result of improved trading and market conditions compared with 2017 and this has resulted in a significant improvement in gross margin value on the sale of products which increased from \$3,035,301 in 2017 to \$4,158,191 in 2018. The increase in the corporate administrative costs from \$5,075,702 in 2017 to \$5,548,109 in 2018, is a result of the increase in activities.

The results from ongoing business, excluding the research and development incentive, are as follows:

	2018	2017
	\$	\$
Sales revenue	16,561,548	11,835,801
Gross margin	4,158,192	3,035,301
EBITDA	(358,977)	(1,164,689)
Loss before income tax	(687,229)	(1,419,082)

The Group's financial position has deteriorated during the current financial year, with total net liabilities of \$5,815,643 (2017: net liabilities of \$5,128,414).

Dividends

No dividends were paid or declared for payment during the financial year.

Significant Changes in State of Affairs

In the opinion of the directors, there were no significant changes in the state of affairs of the Group that occurred during the financial year under review not otherwise disclosed in the Directors' Report or the accompanying financial statements.

There were no other significant changes in the state of affairs of the Group during the financial year.



Directors' Report (Continued)

Events Subsequent to Reporting Date

On 20 September 2018 the Company extended its lease for the fabrication premises at 72 Kewdale Road, Welshpool WA 6106 until 22 April 2019.

On 15 August 2018 the Company announced that it has signed a Memorandum of Understanding for strategic funding with Changyuan Tiandi Zhizhong New Energy Vehicle Co., Ltd ("Changyuan"), an investment Company that specialises in areas such as logistics, manufacturing of new energy vehicles, vehicle parts, sales, services, financial services and new technologies in agriculture.

Changyuan and ORH agreed that Changyuan will invest AUD3,000,000 into ORH for a 70% interest in the Company. ORH will issue 153,875,705 ordinary fully paid shares in the Company at AUD0.02 per share (Offer Shares). Changyuan acknowledges that the shares will not be cleansed and cannot be traded on ASX upon re-listing for 12 months or unless cleansed.

The funding is to be received as follows (Proposed Investment):

- 1) AUD500,000 to be deposited before 31 August 2018 subject to the acceptance of the MOU; and
- 2) The remainder of the AUD2,500,000 to be paid upon receiving unconditional shareholder approval.

The first instalment of AUD 500,000 was received on 15 August 2018.

Changyuan may appoint up to 2 directors to the ORH Board with effect from ORH receiving unconditional shareholder approval. ("Completion"). There will be a maximum of 5 directors on the board of ORH immediately following Completion.

On 26 September 2018 the Company advised that it has been unable to satisfy the requirements for re-listing on ASX and would be removed from the Official List on 30 September 2018. The Company advised in addition that it continues its discussions with Changyuan Tiande Zhizhong New Energy Vehicle Co. Ltd. ("Changyuan"), a development, production and distribution company for electric vehicles, in accordance with the Proposed Transaction as set out in the Announcement dated 15 August 2018 and will endeavour to complete the Proposed Transaction, with a view to making an application to re-list on the ASX.

Apart from the above mentioned, no matter or circumstance has arisen since 30 June 2018 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Likely Developments and Expected Results

Disclosure of information regarding likely developments in the operations of the Group in future financial years and the expected results of those operations is likely to result in unreasonable prejudice to the Group. Therefore, this information should be treated as expectation only.

The Group constantly works to enhance its offering to its customers by launching new products into the market, which complies with changes in standards and demand by customers. The Group is also continually developing arrangements with suppliers or supplementing its product lines. Diversifying the Group's product line provides additional sources of revenue and profitability. In addition, sales of the Group's products result in follow-on sales opportunities, by servicing the trucks sold, refurbishing old trucks and replacing trucks.

During the next and coming financial years, the Group will be focusing on the following plans:

- Expanding its product portfolio offering to the existing industries it is working with, in order to increase its market share and penetration, relying on its high quality products.
- Expand its market to other industries that might have the need for the Group's products.
- Explore entering into new business niches that are related to its core activity of trucks manufacturing.
- Explore entering into distributing new product lines in Australia.
- Increase its market share in the used trucks sales segment.

Environmental Regulation

The Group is not subject to any significant environmental registration under Australian Commonwealth or State law.



Directors' Report (Continued)

Indemnifying Officers or Auditor

The Company has indemnified the directors and executives of the Company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Company paid a premium in respect of a contract to insure the directors and executives of the Company against a liability to the extent permitted by the *Corporations Act 2001*. The contract of insurance prohibits disclosure of the nature of liability and the amount of the premium.

The Company has not, during or since the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

Proceedings on behalf of the Company

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



Directors' Report (Continued)

Remuneration Report (audited)

This report details the nature and amount of remuneration for directors and executives of ORH Limited.

The remuneration report is set out under the following main headings:

- A. Principles used to determine the nature and amount of remuneration
- B. Share-based payments
- C. Details of remuneration
- D. Additional information

A. Principles Used to Determine the Nature and Amount of Remuneration

Key management personnel have authority and responsibility for planning, directing and controlling the activities of the Group. Key management personnel comprise the directors of the Company. The performance of the Group depends upon the quality of its key management personnel. To prosper the Group must attract, motivate and retain appropriately skilled directors and executives.

The Company's broad remuneration policy is to ensure the remuneration package properly reflects the person's duties and responsibilities and that remuneration is competitive in attracting, retaining and motivating people of the highest quality.

During the year the small size of the Company required that the Board determined and implemented the remuneration policy for directors and executives having regard to individual performance, relevant comparative information, and if thought appropriate, independent expert advice. A remuneration consultant has not been employed by the Company to provide recommendations in respect of remuneration, given the size of the Group and its structure.

As well as base salary, remuneration may include retirement and termination entitlements and fringe benefits. The Board sets quantitative and qualitative objectives to be achieved by the Executive Director. These objectives will be linked to and be consistent with the Company's strategic objectives and will be tied to the "at-risk" component of the executives' remuneration.

Remuneration of non-executive directors is recommended by the Board within the limits approved by the shareholders from time to time.

The Executive Director and Chief Financial Officer may be invited to attend meetings of the Board when discussing remuneration from time to time but neither may take part in any discussions regarding their own remuneration.

Remuneration Structure

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

There are no formal agreements with Directors. Directors are paid on a month to month basis. Mr Detata and Mr Tsaban are paid via director-related entities. Mr Martino is paid directly and their remuneration includes superannuation.

Executive Director Remuneration

Remuneration of the executive directors consists of fixed remuneration and variable remuneration (comprising short-term and long-term incentive schemes).

Fixed remuneration

Fixed remuneration is reviewed annually by the Board. The process consists of a review of relevant comparative remuneration in the market and internally, individual performance and, where appropriate, external advice on policies and practices. The Board has access to external, independent advice where necessary.



Directors' Report (Continued)

Remuneration Report (audited) (continued)

Executive Director Remuneration (continued)

Variable remuneration

Short-Term Incentive

The objective of the short-term incentives ('STI') is to link the achievement of the Group's operational targets with the remuneration received by the executives charged with meeting those targets. These targets are reviewed annually by the Board.

Long-Term Incentive

The long-term incentives ('LTI') include long service leave and equity-based payments. Options are awarded to executives over a period of three years based on long-term incentive measures. These include increase in the volume of products sold in the market and increase in profitability. No options have been issued since the 2014 financial year.

Executive director remuneration

Mr Detata's employment with the Company is on a month to month basis at a base salary of \$216,000 for the financial year (2017: \$208,000). In addition, Mr Detata receives a cash bonus based on performance criteria set by the Board, which are based on achieving EBIDTA targets, with a minimum bonus of \$120,000. For the financial year this cash bonus totalled \$nil (2017: \$nil).

Mr Tsaban is a director and Chief Financial Officer of the Company and accrues fees on a month to month basis through his personal Company at \$120,000 for the financial year (2017: \$145,000).

Non-Executive Director Remuneration

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

The ASX Listing Rules specify that the aggregate remuneration of non-executive directors shall be determined from time to time by a general meeting. The latest determination was at the Annual General Meeting held on 28 November 2013 when shareholder approved an aggregate remuneration of \$600,000 per year.

The Board has determined the fee structure for non-executive directors as set out below.

Position	Fee
Chairman of the Board	\$120,000
Non-Executive Director	\$60,000

The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst the directors is reviewed annually. The Board considers advice from external advisors (if required) as well as the fees paid to non-executive directors of comparable companies when undertaking the annual review process.

Mr Martino accrues fees on a month to month basis at \$120,000 plus superannuation for the financial year (2017: \$120,000).

Mr Muliadi was appointed on 23 April 2015. His director fees and their commencement has not been resolved by the board up to the date of this report.

There are currently no senior executives employed by the Company.

B. Share-Based Payments

No shares were issued on the exercise of compensation options during the financial year (2017: Nil).



Directors' Report (Continued)

Remuneration Report (audited) (continued)

C. Details of Remuneration

Details of Remuneration for the year ended 30 June 2018 (audited)

	Short-Term		Post-Employment	Share-Based	
	Cash Salary & Fees	Cash Bonus	Super-annuation	Payments	Total
	\$	\$	\$	Equity-settled	\$
				\$	
<i>Non-Executive Directors:</i>					
Domenic Martino	120,000	-	11,400	-	131,400
Boelio Muliadi	-	-	-	-	-
<i>Executive Directors:</i>					
Jamie Detata ¹	216,000	-	-	-	216,000
Kobi Tsaban ¹	120,000	-	-	-	120,000
	456,000	-	11,400	-	467,400

¹Payments to Mr Detata and Mr Tsaban paid to their related entities, Blazeway Holdings Pty Ltd and Jackori Consulting

Details of Remuneration for the year ended 30 June 2017 (audited)

	Short-Term		Post-Employment	Share-Based	
	Cash Salary & Fees	Cash Bonus	Super-annuation	Payments	Total
	\$	\$	\$	Equity-settled	\$
				\$	
<i>Non-Executive Directors:</i>					
Domenic Martino	120,000	-	11,400	-	131,400
Boelio Muliadi	-	-	-	-	-
<i>Executive Directors:</i>					
Jamie Detata ¹	208,000	-	-	-	208,000
Kobi Tsaban ¹	145,000	-	-	-	145,000
	473,000	-	11,400	-	484,400

¹Payments to Mr Detata and Mr Tsaban paid to their related entities, Blazeway Holdings Pty Ltd and Jackori Consulting



Directors' Report (Continued)

Remuneration Report (audited) (continued)

C. Details of Remuneration (continued)

The proportion of remuneration linked to performance and the fixed proportion are as follows:

	Fixed remuneration		At risk - STI		At risk - LTI	
	2018	2017	2018	2017	2018	2017
<i>Non-Executive Directors:</i>						
Domenic Martino	100%	100%	- %	- %	- %	- %
Boelio Muliadi	100%	100%	- %	- %	- %	n/a
Kevin Dundo	n/a	n/a'	n/a	n/a	n/a	- %
<i>Executive Directors:</i>						
Jamie Detata	64%	63%	36%	37%	-%	- %
Kobi Tsaban	100%	100%	-%	-%	-%	- %

The proportion of the cash bonus paid/payable or forfeited is as follows:

	Cash bonus paid/payable		Cash bonus forfeited	
	2018	2017	2018	2017
<i>Executive Directors:</i>				
Jamie Detata	-%	-%	100%	100%

D. Additional Information

	2018	2017
	\$	\$
Sales revenue	16,561,548	11,835,801
EBITDA	(358,977)	(1,164,689)
Profit / (Loss) after income tax	(687,229)	(1,419,082)
	2018	2017
Share price at financial year end (\$A)	-	-
Total dividends declared (cents per share)	-	-
Basic earnings per share (cents per share)	(0.05)	(0.11)

No comments were received on the remuneration report at the 2017 AGM and the remuneration report was adopted by way of show of hands.

This concludes the remuneration report, which has been audited.



Directors' Report (Continued)

Non-Audit Services

Details for the amounts paid or payable to the auditor are outlined in note 19 to the financial statements. There were no non-audit services provided by auditor during the year ended 30 June 2018.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under Section 307C of the *Corporations Act 2001* is included in the financial statements.

Auditor

BDO East Coast Partnership continues in office in accordance with section 327 of the *Corporations Act 2001*.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the *Corporations Act 2001*.

On behalf of the directors

A handwritten signature in black ink, appearing to read 'D Martino', written over a horizontal line.

D Martino
Chairman

Perth, Western Australia, 9 November 2018

DECLARATION OF INDEPENDENCE BY IAN HOOPER TO THE DIRECTORS OF ORH LIMITED

As lead auditor of ORH Limited for the year ended 30 June 2018, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

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



Ian Hooper
Partner

BDO East Coast Partnership

Sydney, 9 November 2018

INDEPENDENT AUDITOR'S REPORT

To the members of ORH Limited

Report on the Audit of the Financial Report

Qualified opinion

We have audited the financial report of ORH Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2018, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, including a summary of significant accounting policies and the directors' declaration.

In our opinion, except for the effects of the matter described in the *Basis for qualified opinion* section of our report, the accompanying financial report of ORH Limited, is in accordance with the *Corporations Act 2001*, including:

- (i) Giving a true and fair view of the Group's financial position as at 30 June 2018 and of its financial performance for the year ended on that date; and
- (ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for qualified opinion

Following the sale of the Company's engineering business to a new wholly owned subsidiary, ORH Engineering (Aust.) Pty Ltd was put into voluntary administration on 29 April 2016 and a deed of company arrangement was executed on 23 June 2016. As a result, we were not actively engaged until after 30 June 2018 and thus did not observe the counting of physical inventories at the beginning and end of the year. We were unable to satisfy ourselves by alternative means concerning the inventory quantities held at 30 June 2017 and 30 June 2018, which are stated in the statement of financial position as \$1,240,820 and \$919,089 respectively. Our audit report for the period ended 30 June 2017 was modified accordingly. Our opinion on the current period's financial report is also modified because of the possible effects of this matter on the comparability of the current period's figures and the corresponding figures.

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



We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Material uncertainty relating to going concern

We draw attention to Note 1 in the financial report, which indicates that the ability of the Group to continue as a going concern is dependent upon the future successful raising of necessary funding through equity. These conditions, along with other matters set out in Note 1, indicate the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern and, therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in this matter.

Other information

The directors are responsible for the other information. The other information obtained at the date of this auditor's report is information included in the Directors' Report, but does not include the financial report and our auditor's report thereon.

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

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

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

Responsibilities of the directors 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 control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.



Auditor's responsibilities for the audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (<http://www.auasb.gov.au/Home.aspx>) at: http://www.auasb.gov.au/auditors_responsibilities/ar3.pdf

This description forms part of our auditor's report.

BDO East Coast Partnership

BDO

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

Ian Hooper
Partner

Sydney, 9 November 2018



Directors' Declaration

In the directors' opinion:

- the attached financial statements and notes thereto comply with the *Corporations Act 2001*, Australian Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes thereto comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;
- the attached financial statements and notes thereto give a true and fair view of the consolidated entity's financial position as at 30 June 2018 and of its performance for the financial year ended on that date;
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and

The directors have been given the declarations required by section 295A of the *Corporations Act 2001*.

Signed in accordance with a resolution of directors made pursuant to section 295(5) of the *Corporations Act 2001*.

On behalf of the directors

A handwritten signature in black ink, appearing to read 'Domenic Martino', written over a horizontal line.

Domenic Martino
Chairman

9 November 2018



Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2018

	Note	2018 \$	2017 \$
Revenue and Other Income			
Revenue from sale of products		16,561,548	11,831,513
Revenue from hire of goods		-	4,288
Research and development incentive		646,861	620,842
Other income	2	55,827	477
Expenses			
Cost of sales		(12,403,356)	(8,800,500)
Employee benefits expense		(3,131,051)	(2,661,787)
Finance costs	3	(281,583)	(195,049)
Consulting fees		(334,634)	(462,980)
Rental expenses	3	(712,436)	(658,769)
Depreciation	3	(46,669)	(59,344)
Other administrative expenses		(1,041,736)	(1,037,773)
Loss before income tax expense		<u>(687,229)</u>	<u>(1,419,082)</u>
Income tax expense	4	-	-
Loss after income tax expense for the year		(687,229)	(1,419,082)
Other comprehensive income			
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income attributable to members of ORH Limited		<u>(687,229)</u>	<u>(1,419,082)</u>
Earnings per share for profit/(loss) attributable to members of ORH Limited			
Basic earnings/ (losses) per share (cents)	5	(0.05)	(0.11)
Diluted earnings/ (losses) per share (cents)	5	(0.05)	(0.11)

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.



Consolidated Statement of Financial Position

As at 30 June 2018

	Note	2018 \$	2017 \$
Assets			
Current Assets			
Cash and cash equivalents	6	476,776	377,968
Trade and other receivables	7	1,203,496	1,272,150
Inventories	8	919,089	1,240,820
Other assets	9	138,064	95,848
Total Current Assets		2,737,425	2,986,786
Non-Current Assets			
Other assets	9	90,000	172,920
Plant and equipment	10	205,113	245,024
Total Non-Current Assets		295,113	417,944
Total Assets		3,032,538	3,404,730
Current Liabilities			
Trade and other payables	11	5,692,105	5,917,771
Borrowings	12	3,039,818	2,523,613
Total Current Liabilities		8,731,923	8,441,384
Non Current Liabilities			
Trade and other payables	11	116,258	91,760
Total Non Current Liabilities		116,258	91,760
Total Liabilities		8,848,181	8,533,144
Net Assets/ (Liabilities)		(5,815,643)	(5,128,414)
Equity			
Issued capital	13	44,096,158	44,096,158
Reserves	14	104,314	104,314
Accumulated losses		(50,016,115)	(49,328,886)
Total Equity		(5,815,643)	(5,128,414)

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



Consolidated Statement of Changes in Equity

For the year ended 30 June 2018

	Issued Capital \$	Reserves \$	Accumulated Losses \$	Total \$
Balance at 1 July 2016	44,096,158	104,314	(47,909,805)	(3,709,333)
Loss after income tax expense for the year	-	-	(1,419,082)	(1,419,082)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive income for the year	-	-	(1,419,082)	(1,419,082)
Balance at 30 June 2017	44,096,158	104,314	(49,328,886)	(5,128,414)
Balance at 1 July 2017	44,096,158	104,314	(49,328,886)	(5,128,414)
Loss after income tax expense for the year	-	-	(687,229)	(687,229)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive income for the year	-	-	(687,229)	(687,229)
Balance at 30 June 2018	44,096,158	104,314	(50,016,115)	(5,815,643)

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



Consolidated Statement of Cash Flows

For the year ended 30 June 2018

	Note	2018 \$	2017 \$
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		18,731,876	12,725,927
Payment to suppliers and employees (inclusive of GST)		(19,123,509)	(13,721,353)
		(751,633)	(995,426)
Receipt of research and development incentive		620,842	485,136
Interest received		1,736	477
Interest paid		(281,583)	(195,049)
Net cash used in operating activities	24	<u>(410,638)</u>	<u>(704,862)</u>
Cash flows from investing activities			
Payment for purchase of plant and equipment		(6,758)	(54,173)
Net cash flows used in investing activities		<u>(6,758)</u>	<u>(54,173)</u>
Cash flows from financing activities			
Proceeds from borrowings		1,557,733	1,115,092
Repayment of borrowings		(1,041,529)	(411,081)
Net cash flows from financing activities		<u>516,205</u>	<u>704,010</u>
Net increase/(decrease) in cash and cash equivalents		98,808	(55,025)
Cash and cash equivalents at the beginning of the financial year	6	377,968	432,993
Cash and cash equivalents at the end of the financial year	6	<u><u>476,776</u></u>	<u><u>377,968</u></u>

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



Notes to the Consolidated Financial Statements

Note 1. Significant Accounting Policies

The Consolidated financial report covers the consolidated entity of ORH Limited ("the Company" or "ORH") and its controlled entities ("Consolidated Entity" or "Group"). ORH Limited is a public Company, incorporated and domiciled in Australia.

The separate financial statements of the parent entity, ORH Limited, have not been presented within this consolidated financial report as permitted by the Corporations Act 2001.

The consolidated financial report was authorised for issue on 9 November 2018 by the Board of Directors.

Basis of Preparation

These general purpose consolidated financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for profit oriented entities. These consolidated financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention

The consolidated financial statements have been prepared under the historical cost convention.

Critical accounting estimates

The preparation of the consolidated financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Consolidated Entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed below.

Going concern

As disclosed in the consolidated financial statements, the Consolidated Entity generated a loss after tax of \$687,229 for the year ended 30 June 2018 (2017: \$1,419,082). As at that date the Consolidated Entity had net current liabilities of \$5,994,498 (2017: \$5,454,598) and net liabilities of \$5,815,643 (2017: \$5,128,414).

As announced on 15 August 2018, the Company has finalised a plan for strategic funding with Changyuan Tiandi Zhizhong New Energy Vehicle Co., Ltd (Changyuan), an investment Company that specialises in areas such as logistics, manufacturing of new energy vehicles, vehicle parts, sales, services, financial services and new technologies in agriculture.

Changyuan and ORH continue to work together on the strategic funding, which is anticipated to total AUD\$3,000,000, with the funding received as follows (Proposed Investment):

- 1) A deposit of AUD500,000; and
- 2) The remaining balance of AUD2,500,000 upon unconditional shareholder approval.

The first instalment of AUD 500,000 was received on 15 August 2018.

Changyuan may appoint up to 2 directors to the ORH Board with effect from ORH receiving unconditional shareholder approval. ("Completion"). There will be a maximum of 5 directors on the board of ORH immediately following Completion.

On 26 September 2018 the Company advised that it has been unable to satisfy the requirements for re-listing on ASX and would be removed from the Official List on 30 September 2018. The Company advised in addition that it continues its discussions with Changyuan Tiande Zhizhong New Energy Vehicle Co. Ltd. ("Changyuan"), a development, production and distribution company for electric vehicles, in accordance with the Proposed Transaction as set out in the Announcement dated 15 August 2018 and will endeavour to complete the Proposed Transaction, with a view to making an application to re-list on the ASX.

The above factors, and the Consolidated Entity's dependency on the proposed strategic funding to continue as a going concern, results in a material uncertainty as at 30 June 2018 as to whether the Consolidated Entity will continue as a going concern and therefore whether they will realise their assets and extinguish their liabilities in the normal course of business and at the amounts stated in the consolidated financial report.



Notes to the Consolidated Financial Statements

Note 1. Significant Accounting Policies (continued)

Going concern (continued)

The Directors believe that there are reasonable grounds to believe that the Consolidated Entity will be able to continue as going concern, after consideration of the following factors:

- The Consolidated Entity has traded profitably since balance date until the date of signing of this financial report;
- The remaining balance of the borrowings and trade and other payables, owed to related parties and related party creditors, are repayable subject to the Consolidated Entity's cash flow availability;
- The forecast cash flows and budget for the Group for the next 12 months indicate a positive in operating cash flows that will be supported by the proposed investment; and
- The Consolidated Entity has received AUD500,000 of the strategic funding deposit to the date of this report.

Accordingly, the Directors believe that the Consolidated Entity will be able to continue as going concern and that it is appropriate to adopt the going concern basis in the preparation of the consolidated financial report.

The consolidated financial report does not include any adjustments relating to the amounts or classification of recorded assets or liabilities that might be necessary if the Consolidated Entity does continue as a going concern.

Principles of Consolidation

A controlled entity is any entity that ORH Limited has the power to control the financial and operating policies so as to obtain benefits from its activities.

A list of controlled entities is contained in Note 22 to the consolidated financial statements. All controlled entities have a June financial year-end.

All inter-Company balances and transactions between entities in the Consolidated Entity, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistencies with those policies applied by the parent entity. Where controlled entities have entered or left the Consolidated Entity during the year, their operating results have been included/excluded from the date control was obtained or until the date control ceased.

Income Tax

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

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or 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 nor taxable profits; or
- When the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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

The carrying amount of recognised and unrecognised deferred tax assets are reviewed each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

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



Notes to the Consolidated Financial Statements

Note 1. Significant Accounting Policies (continued)

Income Tax (continued)

Tax Consolidation

ORH Limited and its wholly-owned Australian controlled entities have implemented the tax consolidation legislation.

The head entity, ORH Limited, and the controlled entities in the tax consolidated Group account for their own current and deferred tax amounts. These tax amounts are measured as if each entity in the tax consolidated Group continues to be a stand-alone taxpayer in its own right.

Revenue and other income

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

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below.

Revenue is recognised for the major business activities as follows:

(i) Sale of goods

The Group manufactures and sells Water Trucks and Service Trucks to the Mining and Construction Industries. Sales of goods are recognised when a Group entity has delivered products to the customer.

(ii) Hire of goods

The Group hires equipment to the Mining Industry. Revenue from the rendering of this service is recognised over the term of the lease.

(iii) Interest income

Interest income is recognised on a time proportion basis using the effective interest method.

(iv) Research and development incentive

Research and development incentives are recognised when there is reasonable assurance that the entity will comply with the conditions attaching to them and the rebates will become receivable.

All revenue is stated net of the amount of goods and services tax (GST).

Foreign currency translation

(i) Functional and presentation currency

Items included in the consolidated financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Group consolidated financial statements are presented in Australian dollars, which is ORH Limited's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.



Notes to the Consolidated Financial Statements

Note 1. Significant Accounting Policies (continued)

Leases

The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

A distinction is made between finance leases, which effectively transfer from the lessor to the lessee substantially all the risks and benefits incidental to ownership of leased assets, and operating leases, under which the lessor effectively retains substantially all such risks and benefits.

Finance leases are capitalised. A lease asset and liability are established at the fair value of the leased assets, or if lower, the present value of minimum lease payments. Lease payments are allocated between the principal component of the lease liability and the finance costs, so as to achieve a constant rate of interest on the remaining balance of the liability.

Leased assets acquired under a finance lease are depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Consolidated Entity will obtain ownership at the end of the lease term.

Operating lease payments, net of any incentives received from the lessor, are charged to profit or loss on a straight-line basis over the term of the lease.

Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense.

Receivables and payables in the consolidated statement of financial position are shown inclusive of GST. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented in the consolidated statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

Cash and cash equivalents

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

Trade and other receivables

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

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectable are written off by reducing the carrying amount directly. An allowance account (provision for impairment of trade receivables) is used when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

The amount of the impairment loss is recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income within other expenses. When a trade receivable for which an impairment allowance had been recognised becomes uncollectible in a subsequent period, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against other expenses in the Consolidated Statement of Profit or Loss and Other Comprehensive Income.



Notes to the Consolidated Financial Statements

Note 1. Significant Accounting Policies (continued)

Inventories

Raw materials, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials. Costs are assigned to individual items of inventory on basis of weighted average costs. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Plant and equipment

Plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset as appropriate only when it is probable that future economic benefits associated with the item will flow to the Consolidated Entity and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is de-recognised when replaced. All other repairs and maintenance are charged to the Consolidated Statement of Profit or Loss and Other Comprehensive Income during the reporting period in which they are incurred.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Consolidated Statement of Profit or Loss and Other Comprehensive Income. When revalued assets are sold, it is Group policy to transfer any amounts included in other reserves in respect of those assets to retained earnings.

Depreciation

The depreciable amount of all fixed assets including capitalised leased assets, is depreciated on a straight line value basis over their useful lives to the Consolidated Entity commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate
Plant and equipment	10% - 33%
Motor vehicles	20%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each financial report date.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Consolidated Entity prior to the end of the financial year which are unpaid. The amounts are generally paid within 60 days of recognition of the liability.

Borrowings

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Where there is an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, the loans or borrowings are classified as non-current.

Provisions

Provisions are recognised when the Consolidated Entity has a present obligation, legal or constructive, as a result of past event and it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably measured.



Notes to the Consolidated Financial Statements

Note 1. Significant Accounting Policies (continued)

Employee benefits

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

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

(ii) Long service leave

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of 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 currency that match, as closely as possible, the estimated future cash outflows.

(iii) Retirement benefit obligations

Contributions are made by the Group to employee nominated superannuation funds and are charged as expenses when incurred.

Financial instruments

Classification

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

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities greater than 12 months after the reporting date which are classified as non-current assets. Loans and receivables are included in trade and other receivables (note 7) and other financial assets (note 9) in the statement of financial position.

Impairment

The Consolidated Entity assesses at the end of each reporting period whether there is any objective evidence that a financial asset or Group of financial assets is impaired. Objective evidence includes significant financial difficulty of the issuer or obligor; a breach of contract such as default or delinquency in payments; the lender granting to a borrower concessions due to economic or legal reasons that the lender would not otherwise do; it becomes probable that the borrower will enter bankruptcy or other financial reorganisation; the disappearance of an active market for the financial asset; or observable data indicating that there is a measurable decrease in estimated future cash flows.

The amount of the impairment allowance for financial assets carried at cost is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the current market rate of return for similar financial assets

If there is evidence of impairment for any of the Group's financial assets carried at amortised cost, the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, excluding future credit losses that have not been incurred. The cash flows are discounted at the financial asset's original effective interest rate. The loss is recognised in the statement of profit and loss.

Contributed equity

Ordinary shares are classified as equity. Issued and paid up capital is recognised at the fair value of the consideration received. Any transactions costs arising on the issue of ordinary shares are fully recognised directly in equity as a reduction of the proceeds received.



Notes to the Consolidated Financial Statements

Note 1. Significant Accounting Policies (continued)

Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Consolidated Entity, adjusted to exclude costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share

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

New, revised or amending Accounting Standards and Interpretations adopted

The Consolidated Entity has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the consolidated entity.

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2016. The consolidated entity's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the consolidated entity, are set out below.

AASB 9 Financial Instruments

This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard replaces all previous versions of AASB 9 and completes the project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. AASB 9 introduces new classification and measurement models for financial assets. A financial asset shall be measured at amortised cost, if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows, which arise on specified dates and solely principal and interest. All other financial instrument assets are to be classified and measured at fair value through profit or loss unless the entity makes an irrevocable election on initial recognition to present gains and losses on equity instruments (that are not held-for-trading) in other comprehensive income ('OCI'). For financial liabilities, the standard requires the portion of the change in fair value that relates to the entity's own credit risk to be presented in OCI (unless it would create an accounting mismatch). New simpler hedge accounting requirements are intended to more closely align the accounting treatment with the risk management activities of the entity. New impairment requirements will use an 'expected credit loss' ('ECL') model to recognise an allowance. Impairment will be measured under a 12-month ECL method unless the credit risk on a financial instrument has increased significantly since initial recognition in which case the lifetime ECL method is adopted. The standard introduces additional new disclosures. The consolidated entity is still assessing the impact of implementing AASB 9 as such the impact is not currently reasonably estimate.

AASB 15 Revenue from Contracts with Customers

This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard provides a single standard for revenue recognition. The core principle of the standard is that an entity will recognise 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. The standard will require: contracts (either written, verbal or implied) to be identified, together with the separate performance obligations within the contract; determine the transaction price, adjusted for the time value of money excluding credit risk; allocation of the transaction price to the separate performance obligations on a basis of relative stand-alone selling price of each distinct good or service, or estimation approach if no distinct observable prices exist; and recognition of revenue when each performance obligation is satisfied. Credit risk will be presented separately as an expense rather than adjusted to revenue. For goods, the performance obligation would be satisfied when the customer obtains control of the goods. For services, the performance obligation is satisfied when the service has been provided, typically for promises to transfer services to customers. For performance obligations satisfied over time, an entity would select an appropriate measure of progress to determine how much revenue should be recognised as the performance obligation is satisfied. Contracts with customers will be presented in an entity's statement of financial position as a contract liability, a contract asset, or a receivable, depending on the relationship between the entity's performance



Notes to the Consolidated Financial Statements

Note 1. Significant Accounting Policies (continued)

New Accounting Standards and Interpretations not yet mandatory or early adopted (continued)

AASB 9 Financial Instruments (Continued)

and the customer's payment. Sufficient quantitative and qualitative disclosure is required to enable users to understand the contracts with customers; the significant judgments made in applying the guidance to those contracts; and any assets recognised from the costs to obtain or fulfil a contract with a customer. The consolidated entity is still assessing the impact of implementing AASB 15 as such the impact is not currently reasonably estimate.

AASB 16 Leases

This standard is applicable to annual reporting periods beginning on or after 1 January 2019. When effective, this Standard will replace the current accounting requirements applicable to leases in AASB 117: Leases and related Interpretations. AASB 16 introduces a single lessee accounting model that eliminates the requirement for leases to be classified as operating or finance leases. The main changes introduced by the new Standard include recognition of a right-to-use asset and liability for all leases (excluding short-term leases with less than 12 months of tenure and leases relating to low-value assets); depreciation of right-to-use assets in line with AASB 116: Property, Plant and Equipment in profit or loss and unwinding of the liability in principal and interest components; variable lease payments that depend on an index or a rate are included in the initial measurement of the lease liability using the index or rate at the commencement date; by applying a practical expedient, a lessee is permitted to elect not to separate non-lease components and instead account for all components as a lease; and additional disclosure requirements. The transitional provisions of AASB 16 allow a lessee to either retrospectively apply the Standard to comparatives in line with AASB 108 or recognise the cumulative effect of retrospective application as an adjustment to opening equity on the date of initial application. The consolidated entity will adopt this standard from 1 July 2019. On adoption, the consolidated entity will be required to capitalise operating lease commitments on the balance sheet.

This will result in a non-current asset representing the right-of-use asset inherent in the lease, and the related current and non-current liability associated with the future lease payments. The asset will be valued at the present value of future minimum lease payments and depreciated over the term of the lease.

Critical accounting estimates and judgments

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the consolidated financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Provision for impairment of receivables

The provision for impairment of receivables assessment requires a degree of estimation and judgement. The level of provision is assessed by taking into account the recent sales experience, the ageing of receivables, historical collection rates and specific knowledge of the individual debtors financial position.

Impairment

The Consolidated Entity assesses impairment at each reporting date by evaluating conditions specific to the consolidated entity that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. Value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates.

Inventory net realisable values and impairment assessments

Inventory is valued at the lower of cost or net realisable value. Assessments are performed annually and are based on management's estimates of future market conditions. The provision for impairment of inventories assessment requires a degree of estimation and judgement. The level of the provision is assessed by taking into account the recent sales experience, the ageing of inventories and other factors that affect inventory obsolescence.



Notes to the Consolidated Financial Statements

Note 1. Significant Accounting Policies (continued)

Critical accounting estimates and judgments (continued)

Income tax

The Consolidated Entity is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Consolidated Entity recognises liabilities for anticipated tax audit issues based on the Consolidated Entity's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

Recovery of deferred tax assets

Deferred tax assets are recognised for deductible temporary differences only if the Consolidated Entity considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Long service leave provision

The liability for long service leave is recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

Research and development incentive

The income from Research and development incentive is recognised and measured at the present value of the Research and development incentive claim lodged with the Department of Industry Innovation and Science. In determining the present value of the income, estimates of costs related to research and development have been taken into account.



Notes to the Consolidated Financial Statements

Note 2 – Other income

	2018 \$	2017 \$
Other income	54,091	-
Interest income	1,736	477
Total Other income	<u>55,827</u>	<u>477</u>

Note 3 – Expenses

	2018 \$	2017 \$
Loss before income tax includes the following specific expenses:		
<i>Depreciation</i>		
Plant and equipment	35,965	44,439
Motor vehicles	10,704	14,905
Total depreciation	<u>46,669</u>	<u>59,344</u>
<i>Rental expense relating to operating leases</i>		
Minimum lease payments	712,436	658,769
<i>Superannuation expense</i>		
Defined contribution superannuation expense	266,001	226,907
<i>Finance costs</i>		
Interest on borrowings	281,583	195,049



Notes to the Consolidated Financial Statements

Note 4 - Income Tax

	2018 \$	2017 \$
(a) Income tax expenses		
Current tax	-	-
Deferred tax	-	-
Over provision for prior year	-	-
Aggregate income tax expense	<u>-</u>	<u>-</u>
(b) Numerical reconciliation of income tax expense to prima facie tax payable		
Tax at the Australian tax rate of 27.5% (2017: 30%)	(188,988)	(425,725)
Add: Tax effect of Non-deductible expenditure		
- Tax effect of research and development incentive	(177,887)	(186,253)
- Sundry assessable /non-deductible amounts	121,629	312,992
Current tax losses not recognised	<u>245,246</u>	<u>298,986</u>
Income tax expense	<u>-</u>	<u>-</u>
(c) Tax losses		
Unused tax losses for which no deferred tax has been recognised	<u>14,284,943</u>	<u>15,152,070</u>
Potential tax benefit @ 27.5% (2017: 30%)	<u>3,928,359</u>	<u>4,545,621</u>

Unused tax losses for which no deferred tax asset has been recognised are estimated and subject to final submission of income tax returns for preceding financial years.

Note 5 - Earnings Per Share

	2018 \$	2017 \$
Basic		
Profit/ (loss) per share for loss from continuing operations attributable to the ordinary holders of the Company	(687,229)	(1,419,082)
Weighted average number of ordinary shares outstanding during the year used in the calculation of basic and dilutive loss per share	<u>1,318,934,612</u>	<u>1,318,934,612</u>
Earnings/ (loss) per share for losses attributable to the ordinary holders of the Company (cents per share)	<u>(0.05)</u>	<u>(0.11)</u>

Note 6 – Cash and Cash Equivalents

	2018 \$	2017 \$
Cash at bank and on hand	<u>476,776</u>	<u>377,968</u>



Notes to the Consolidated Financial Statements

Note 7 - Trade and Other Receivables

	2018 \$	2017 \$
Current		
Trade receivables	588,338	683,011
Less: provision for impairment of receivables	(31,703)	(31,703)
	556,635	651,308
Research and development Incentive	646,861	620,842
	1,203,496	1,272,150

Impairment of receivables

An impairment loss of \$nil has been recognised (2017: \$31,703) in the profit or loss in respect of impairment of receivables for the year ended 30 June 2018. This impairment relates to balances past due greater than 90 days below.

The ageing of receivables is as follows:

	2018 \$	2017 \$
Current	357,560	231,349
31-60 days overdue	201,088	258,101
61-90 days overdue	12,528	44,406
Greater than 90 days overdue	17,162	149,155
	588,338	683,011

Movements in the provision for impairment of receivables are as follows:

	2018 \$	2017 \$
Balance at beginning of year	31,703	-
Amounts written off during the year	-	-
Provision created during the year	-	31,703
Balance at end of year	31,703	31,703

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivables mentioned above. The consolidated entity does not hold any collateral as security. Refer to note 23 for more information on risk management, foreign currency risk and interest rate risk.

Note 8 - Inventories

	2018 \$	2017 \$
Raw materials	33,813	41,800
Work in progress	834,753	1,041,747
Used trucks	50,523	157,273
	919,089	1,240,820



Notes to the Consolidated Financial Statements

Note 9 - Other Assets

	2018 \$	2017 \$
Current		
Prepayments	138,064	95,848
Deposit for import of goods ¹	1,500,000	1,500,000
Provision for impairment ¹	(1,500,000)	(1,500,000)
	-	-
Total Other Assets - Current	138,064	95,848
Non-current		
Lease deposits	90,000	172,920

¹ On 24 October 2014 the Company signed a contract with Delli Alliance, an Indonesian Company, to import and distribute cement mixers and tanks, manufactured in Indonesia and paid a deposit of \$1,500,000. To the date of this report, the Company has not received the goods. While the Company believes the goods will be provided or funds will be repaid, a provision for impairment had been recognised for the deposit amount.

Note 10 - Plant and Equipment

	2018 \$	2017 \$
Plant and equipment		
At cost	775,968	769,210
Accumulated depreciation	(505,868)	(469,903)
Impairment ¹	(144,475)	(144,475)
	125,625	154,832
Motor vehicles		
At cost	326,248	326,248
Accumulated depreciation	(138,385)	(127,681)
Impairment ¹	(108,376)	(108,376)
	79,488	90,192
Total plant and equipment	205,113	245,024

¹ On 19 April 2016, the engineering business was sold to a new wholly owned subsidiary in the Group, ORH Trucks Solutions Pty Ltd, due to the need to restructure the Group to facilitate the substantial new investment being negotiated with Chinese parties. As part of the sale process, the business assets was assessed at fair value of \$260,650 and as a result, the carrying value of plant and equipment were impaired as at 30 June 2015, as noted above.

Movement in the carrying amounts for each class of plant and equipment between the beginning and the end of the financial year are set out below:

	Plant and equipment		Motor Vehicles	
	2018 \$	2017 \$	2018 \$	2017 \$
Balance at beginning of the year	154,832	145,098	90,192	105,097
Additions	6,758	54,173	-	-
Depreciation for year	(35,965)	(44,439)	(10,704)	(14,905)
Balance at end of the year	125,625	154,832	79,488	90,192



Notes to the Consolidated Financial Statements

Note 11 - Trade and Other Payables

	2018 \$	2017 \$
Trade payables	2,053,586	1,568,385
Other payables	683,920	771,819
Trade and other payables – related parties	1,539,234	1,912,622
Customer deposits	1,159,774	1,305,858
Amounts payable to the administrator of ORH Engineering (Aust) Pty Ltd	114,045	229,044
Employee Benefits Provision - Current	141,546	130,043
Total current trade and other payables	<u>5,692,105</u>	<u>5,917,771</u>
Employee Benefits Provision – Non Current	116,258	91,760
	<u>5,808,363</u>	<u>6,009,531</u>

All amounts included in the current employee benefits provision are expected to be settled within the next 12 months

Note 12 – Borrowings

	2018 \$	2017 \$
Current		
Loan – J Detata	870,355	781,326
Loan – K Tsaban	427,100	16,000
Loan – Minimum Risk Pty Ltd	192,986	192,986
Loan – Orient Finance Australia Pty Limited	90,000	90,000
Total borrowings from related parties	<u>1,580,441</u>	<u>1,080,312</u>
Loan – Filmrim Pty Ltd	48,428	48,428
Loan - Graceview Pty Ltd	199,098	199,098
Loan - Chaleyer Holding Pty Ltd	188,184	188,184
Loan – Axsess Today	-	200,000
Debtor factoring facility – AFC	1,023,668	807,591
	<u>3,039,818</u>	<u>2,523,613</u>

Repayment terms and conditions

The loan from Chaleyer Holdings Pty Limited bears interest at 20% and is unsecured and repayable on demand. Interest for 2018 was waived. Details of related party loans (J Detata, K Tsaban, Orient Finance Australia Pty Limited) terms and conditions are contained in Note 20 – Related Parties. The loan from Axsess Today was repayable at 31 December 2017 and incurred interest at 14%. Balance is \$nil at year end. The debtor factoring facility with AFC attracts a debtor finance fee of 3.5% and is on end of month plus 60 days repayment terms. Remaining loans bear interest at market rates, are unsecured, and repayable on demand. Interest for remaining loans was waived in 2018.



Notes to the Consolidated Financial Statements

Note 13 - Issued Capital

	Parent Entity			
	2018		2017	
	Number of Shares	\$	Number of Shares	\$
(a) Ordinary Shares				
At the beginning of the year	1,318,934,612	44,096,158	1,318,934,612	44,096,158
Issued to shareholders, net of transaction costs	-	-	-	-
At end of year	1,318,934,612	44,096,158	1,318,934,612	44,096,158

At the shareholders' meeting, each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands. Ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

(b) Options

On 9 August 2013, shareholders approved the granting of a long-term incentive of 85,000,000 options to Mr Detata under the Employee Share Option Plan, subject to vesting conditions. On 5 November 2013, 30,000,000 of the 85,000,000 options vested. These options have an exercise price of \$0.01 per share and expired on 5 November 2018. The remaining 55,000,000 of the 85,000,000 options have been cancelled, as vesting conditions have not been met at 30 June 2014 and 30 June 2015.

At a general meeting held on 9 August 2013, shareholders resolved to grant 12,000,000 options to Mr Tsaban which have an exercise price of \$0.01 and expired on 5 November 2018.

Share buy-back

There is no current on-market share buy-back.

Capital risk management

The consolidated entity's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the consolidated entity may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The consolidated entity would look to raise capital when an opportunity to invest in a business or Company was seen as value adding relative to the current parent entity's share price at the time of the investment. The consolidated entity is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

The consolidated entity is subject to certain financing arrangements covenants and meeting these are given priority in all capital risk management decisions. There have been no events of default on the financing arrangements during the financial year.

The capital risk management policy remains unchanged from the 30 June 2017 Annual Report.



Notes to the Consolidated Financial Statements

Note 14 - Reserves

The options reserve arises through the recognition of expenses relating to the issue of share options.

	2018 \$	2017 \$
Share based payment reserve	104,314	104,314
	<u>104,314</u>	<u>104,314</u>

	Number of options	\$
Balance 1 July 2017	42,000,000	104,314
Cancelled during the year	-	-
Balance 30 June 2018	<u>42,000,000</u>	<u>104,314</u>

The option reserve is used to recognise:

- the grant date fair value of options issued to employees but not exercised;
- the grant date fair value of options issued as share based payments

Fair value of options granted

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

The model inputs for options granted during the year ended 30 June 2014 included:

- Options are granted for no consideration;
- Exercise price of \$0.01;
- Grant date of 5 November 2013;
- Expiry date of 5 November 2018;
- Vesting period of 5 years;
- Share price valued at grant date of \$0.07;
- Expected volatility of the Company’s shares 40.0%
- Expected dividend yield 0.0%; and
- Risk free rate 3.5%

Expected volatility is based on the implied volatility of publically traded options over the Company’s share and the historic volatility of the market price and the Company’s share price. Each of these assumptions has been based on two years’ historic volatility data. The valuation per option has been determined at \$0.0185 per option. The dividend rate is based on the past Company practice and the Risk free rate is determined with reference to medium term government bonds.

Note 15 - Dividends

No dividends have been declared or paid during the year ended 30 June 2018, nor in the prior period, and the Directors do not recommend the payment of a dividend in respect of the year ended 30 June 2018.

Note 16 - Commitments

Lease commitments

The Company has entered into operating lease agreements with the property owners of the premises at 1 Central Avenue, Hazlemere (“Hazlemere lease”) and 72 Kewdale Road, Welshpool (“Welshpool lease”). The lease for 225 Great Eastern Highway, Belmont (“Belmont lease”) was terminated on 31 October 2016. The Welshpool lease expires at 22 April 2019. The Hazlemere lease expires on 31 October 2018.



Notes to the Consolidated Financial Statements

Note 16 - Commitments (continued)

	2018 \$	2017 \$
<i>Lease commitments - operating</i>		
Committed at the reporting date but not recognised as liabilities, payable:		
Within one year	197,360	510,537
One to five years	-	115,818
	197,360	626,355

Note 17 - Contingent Liabilities

To the date of the financial report, apart from what have been disclosed in the financial statements, there are no contingent liabilities to the consolidated entity.

Note 18 - Segment Reporting

Identification of reportable segments

The Group has identified its operating segments based on the internal reports that are reviewed and used by the management team (chief operating decision makers) in assessing performance and determining the allocation of resources. For management purposes, the Group is organised in two different businesses:

- Engineering services - provides design and manufacturing of service trucks, water carts, tipper trucks and other trucks per customers' requirements for the mining and construction and waste management industries.
- Distribution services - a dealership for used trucks sales.

According to AASB 8 *Segment reporting*, an operating segment is a component of an entity:

(a) 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);

(b) 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

(c) for which discrete financial information is available.

An operating segment may engage in business activities for which it has yet to earn revenues, for example, start-up operations may be operating segments before earning revenues."

While in previous year's, the Group reported each subsidiary as an operating segment, in current year, the Group reported only one business segment. which is the Engineering business.

Business segment

For management purposes the Group is organised into two major strategic units, being Engineering services and Distribution.

The operating segment analysis presented in these financial statements reflects the operation analysis by business. It best describes the way the Group is managed and provides a meaningful insight into the business activities of the Group. The following tables present details of revenue and operating profit by operating segment as well as a reconciliation between the information disclosed for reportable segments and the aggregated information in the financial statements. The information disclosed in the tables below is derived directly from the internal financial reporting system used by corporate management to monitor and evaluate the performance of its operating segments separately.

Segment assets

Where an asset is used across multiple segments, the asset is allocated to that segment that receives majority economic value from that asset. Segment assets if clearly identifiable to a particular segment on the basis of their nature are allocated directly. Segment assets include trade receivables and intangible assets which are allocated based on segments' overall proportion of revenue generation within the Group.



Notes to the Consolidated Financial Statements

Note 18 - Segment Reporting (continued)

Segment liabilities

Liabilities are allocated to segments where there is a direct nexus between the incurrence of the liability and the operations of the segment. Borrowings and tax liabilities are generally considered to relate to the Group as a whole and are not allocated. Segment liabilities include trade and other payables and provision of staff benefits which are allocated based on segments' overall proportion of revenue generation within the Group.

	Engineering \$	Distribution \$	Total \$
2018			
For the year ended 30 June 2018			
Revenues from external customers	13,113,923	3,447,625	16,561,548
Reportable segment profit/ (loss) before income tax	(909,532)	90,165	(819,367)
Reportable segment assets at 30 June 2018	2,293,717	91,200	2,384,917
Reportable segment liabilities at 30 June 2018	6,259,729	193,375	6,453,104
2017			
For the year ended 30 June 2017			
Revenues from external customers	9,047,134	2,788,667	11,835,501
Reportable segment profit/ (loss) before income tax	(1,699,860)	259,346	(1,440,514)
Reportable segment assets at 30 June 2017	2,584,608	197,862	2,782,471
Reportable segment liabilities at 30 June 2017	5,846,632	342,504	6,189,136
	2018		2017
	\$		\$
Reconciliation of reportable segment profit or loss			
Total profit/ (loss) for reportable segments	(819,367)		(1,440,514)
Research and development incentive	646,861		620,842
Unallocated overheads	(507,469)		(579,880)
Unallocated finance expenses	(7,254)		(19,530)
Loss from continuing operations before tax	(687,229)		(1,419,082)
Reconciliation of reportable segment assets			
Reportable segment assets	2,384,917		2,782,471
Unallocated assets	647,621		622,259
Total assets	3,032,538		3,404,730
Reconciliation of reportable segment liabilities			
Reportable segment liabilities	6,453,104		6,189,136
Unallocated borrowings	2,395,077		2,344,008
Total liabilities	8,841,181		8,533,144

Geographic Segment

The Consolidated Entity's operations are based solely in Australia.



Notes to the Consolidated Financial Statements

Note 19 – Auditor’s Remuneration

During the financial year the following fees were paid or payable for services provided by BDO East Coast Partnership, the auditor of the Company, its network firms and unrelated firms:

	2018 \$	2017 \$
<i>Audit services – BDO East Coast Partnership</i>		
Audit or review of the financial statements	77,500	100,000
	77,500	100,000

Note 20 - Related Party Transactions

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated. Transactions with related parties:

(a) Ultimate parent Company

ORH Limited is the ultimate Australian parent company.

(b) Controlled entities

Interests in controlled entities are set out in Note 22.

During the year, funds have been advanced between entities within the Consolidated Entity for the purposes of working capital requirements only. All loans between entities are interest free and have no fixed repayment date.

(c) Transactions with Director related parties

The following transactions occurred with related parties:

	2018 \$	2017 \$
Payment for goods and services:		
Payment for Company secretarial services - Transaction Services Pty Limited, a Company related to Domenic Martino	60,000	60,000
Transactions with Blazeway Holdings, a Company controlled by Jamie Detata.		
- Consultancy fees including performance related payments	216,000	208,000
Transactions with Cooper Cove, a Company controlled by Jamie Detata.		
- Paint of trucks and trucks bodies	780,097	540,008
Transactions with Jackori Consulting, a Company controlled by Jakob Tsaban.		
- Consultancy fees	120,000	145,000



Notes to the Consolidated Financial Statements

Note 20 - Related Party Transactions (continued)

(d) Receivable from and payable to related parties

The following balances are outstanding at the reporting date in relation to transactions with related parties:

	2018	2017
	\$	\$
Current payables:		
Blazeway Holdings	270,650	449,951
Jackori Consulting	66,000	276,600
Transaction Services Pty Ltd	38,500	38,500
Indian Ocean	243,600	100,000
Domenic Martino	539,000	434,000
Cooper Cove	330,605	605,471
DVM	46,500	8,100
	1,534,855	1,912,622

(e) Loans to/from related parties

The following loans from related parties exist at current and previous reporting date:

	2018	2017
	\$	\$
Jamie Detata	870,355	781,326
Jackob Tsaban	427,100	16,000
Orient Finance Australia Pty Ltd	90,000	90,000
Minimum Risk Pty Ltd	192,986	192,986
	1,580,441	1,080,312

Of the above liabilities, loans from J Detata, J Tsaban and Orient Finance Australia Pty Limited are related party loans and are unsecured, bear interest at 20% (loans from J Detata and J Tsaban) and 12% (loan from Orient Finance Australia Pty Limited) and are repayable on demand. No interest was charged for this financial year.

Key management personnel

Compensation

The aggregate compensation made to directors and other members of key management personnel of the consolidated entity is set out below:

	2018	2017
	\$	\$
Short-term employee benefits	456,000	473,000
Post-employment benefits	11,400	11,400
Long-term benefits	-	-
Share-based payments	-	-
	467,400	484,400



Notes to the Consolidated Financial Statements

Note 21 - Parent Entity Information

	2018	2017
	\$	\$
Current assets	646,893	621,530
Non-current assets	728	728
Total assets	647,621	622,259
Current liabilities	2,395,077	2,344,007
Non-current liabilities	-	-
Total liabilities	2,395,077	2,344,007
Total Net Assets/ (liabilities)	(1,747,456)	(1,721,749)
Contributed equity	44,096,158	44,096,158
Reserves	104,314	104,314
Accumulated losses	(45,947,928)	(45,922,221)
Total equity	(1,747,456)	(1,721,749)
Loss for the year	(25,707)	(143,931)
Other comprehensive income for the year	-	-
Total comprehensive income for the year	(25,707)	(143,931)

Note 22 - Controlled Entities

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy in Note 1.

	Country of Incorporation	Percentage Owned (%)	
		2018	2017
Parent entity:			
ORH Limited	Australia		
Subsidiaries of ORH Limited:			
ORH Trucks Solutions Pty Ltd	Australia	100%	100%
ORH Distribution Pty Ltd	Australia	100%	100%
ORH Engineering (Aust) Pty Ltd (Subject to Deed of Company Arrangement) ¹	Australia	100%	100%
ORH Contracting Pty Ltd ¹	Australia	100%	100%

¹ Dormant entity

The parent and ultimate controlling party of the ORH Limited Group is ORH Limited.

The proportion of ownership interest is equal to the proportion of voting power held.

Note 23 - Financial Risk Management

The Consolidated Entity's activities might expose it to a variety of financial risks: market risk (including foreign exchange risk, cash flow and fair value interest rate risk and price risk), credit risk and liquidity risk. The Consolidated Entity's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance of the Consolidated Entity. To date, the Consolidated Entity has not used derivative financial instruments. The Consolidated Entity uses sensitivity analysis to measure interest rate and aging analysis for credit risk. Risk management is carried out by the Chief Financial Officer (CFO) under policies approved by the Board of Directors. The CFO identifies, evaluates and mitigates financial risks in close cooperation with senior management.



Notes to the Consolidated Financial Statements

Note 23 - Financial Risk Management (continued)

(a) Market risk

(i) Foreign exchange risk

Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities that are denominated in a currency that is not the Consolidated Entity's functional currency. As at 30 June 2018, the Group had no exposure to foreign exchange risk.

(ii) Price risk

The Group's exposure to commodity and equity security price risk is minimal.

(iii) Cash flow and fair value interest rate risk

The Group's exposure to market interest rates relates primarily to the Group's short term deposits held. The effect of volatility of interest rates within expected reasonable possible movements would not be material. The Group's fixed rate borrowings are carried at amortised cost and are therefore not subject to interest rate risk as defined by AASB 7.

(b) Credit risk

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets is the carrying amount of those assets, net of any allowance for doubtful debts, as disclosed in the balance sheet and notes to the financial report.

At 30 June 2018, the Group's exposure to material credit risk exposures to any single receivable or Group of receivables is minimal.

In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant. There are no significant concentrations of credit risk.



Notes to the Consolidated Financial Statements

Note 23 - Financial Risk Management (continued)

(c) Liquidity risk

The Group manages liquidity risk by monitoring cash flow and maturity profiles of financial assets and liabilities.

	Consolidated Entity			Total \$
	<=6 months \$	6 - 12 months \$	1 – 5 years \$	
As at 30 June 2018				
Financial assets				
Cash and cash equivalents	476,776	-	-	476,776
Trade and other receivables	1,203,496	-	-	1,203,496
Other financial assets	138,064	-	90,000	228,064
	<u>1,818,336</u>	<u>-</u>	<u>90,000</u>	<u>1,908,336</u>
Financial liabilities				
Trade and other payables ¹	4,152,871	1,539,234	116,258	5,808,363
Borrowings ¹	1,459,378	1,580,440	-	3,039,818
	<u>5,612,249</u>	<u>3,119,674</u>	<u>116,258</u>	<u>8,848,181</u>
Net maturity	<u>(3,793,913)</u>	<u>(3,119,674)</u>	<u>(26,258)</u>	<u>(6,939,845)</u>
As at 30 June 2017				
Financial assets				
Cash and cash equivalents	377,968	-	-	377,968
Trade and other receivables	1,272,150	-	-	1,272,150
Other financial assets	95,848	-	172,920	268,768
	<u>1,745,966</u>	<u>-</u>	<u>172,920</u>	<u>1,918,886</u>
Financial liabilities				
Trade and other payables	5,917,771	-	91,760	6,009,531
Borrowings ¹	907,591	1,616,022	-	2,523,613
	<u>6,725,362</u>	<u>1,616,022</u>	<u>91,760</u>	<u>8,533,144</u>
Net maturity	<u>(4,979,396)</u>	<u>(1,616,022)</u>	<u>81,160</u>	<u>(6,614,258)</u>

¹ The remaining balance of the borrowings, owed to related parties and related parties creditors and other payables, are repayable subject to the Consolidated entities cash flow availability.

(d) Fair value risk

The following methods and assumptions are used to determine the net fair values of financial assets and financial liabilities:

Cash and cash equivalents: The carrying amount approximates fair value because of the short term to maturity.

Trade receivables and payables: The carrying amount approximates fair value because of settlement terms.



Notes to the Consolidated Financial Statements

Note 23 - Financial Risk Management (continued)

Borrowings: The carrying amount approximates fair value because of the short term to maturity.

Terms, Conditions and Accounting Policies: The Company’s accounting policies, including the terms and conditions of each class of financial asset, financial liability and equity instrument, both recognised and unrecognised at the balance date.

Due to their nature, the carrying amounts of current receivables, current trade and other payables and borrowings, are assumed to approximate their fair values

Note 24 - Cash Flow Information

Reconciliation of Cash Flow from Operating Activities

	2018 \$	2017 \$
Profit/(loss) for the year after income tax	(687,229)	(1,419,082)
Adjusted for:		
Non-cash flows included in loss from ordinary activities		
Depreciation and amortisation	46,669	59,344
Movement in bad debts provision	-	31,703
Changes in assets and liabilities:		
Decrease/ (increase) in trade and other receivables and other assets	109,358	(602,166)
Decrease /(increase) in inventories	321,731	(483,607)
(Decrease)/Increase in trade and other payables	(201,167)	1,708,946
Net cash flow from operating activities	<u>410,638</u>	<u>(704,862)</u>

Note 25 - Events Subsequent to Reporting Date

On 20 September 2018 the Company extended its lease for the fabrication premises at 72 Kewdale Road, Welshpool WA 6106 until 22 April 2019.

On 15 August 2018 the Company announced the it has signed a Memorandum of Understanding for strategic funding with Changyuan Tiandi Zhizhong New Energy Vehicle Co., Ltd (“Changyuan”), an investment Company Company that specialises in areas such as logistics, manufacturing of new energy vehicles, vehicle parts, sales, services, financial services and new technologies in agriculture.

Changyuan and ORH agreed that Changyuan will invest AUD3,000,000 into ORH for a 70% interest in the Company. ORH will issue 153,875,705 ordinary fully paid shares in the Company at AUD0.02 per share (Offer Shares). Changyuan acknowledges that the shares will not be cleansed and cannot be traded on ASX upon re-listing for 12 months or unless cleansed.

The funding is to be received as follows (Proposed Investment):

- 1) AUD500,000 to be deposited before 31 August 2018 subject to the acceptance of the MOU; and
- 2) The remainder of the AUD2,500,000 to be paid upon receiving unconditional shareholder approval.

The first instalment, of AUD 500,000 was received by 15 August 2018.

Changyuan may appoint up to 2 directors to the ORH Board with effect from ORH receiving unconditional shareholder approval. (“Completion”). There will be a maximum of 5 directors on the board of ORH immediately following Completion.

On 26 September 2018 the Company advised that it has been unable to satisfy the requirements for re-listing on ASX and would be removed from the Official List on 30 September 2018. The Company advised in addition that it continues its discussions with Changyuan Tiande Zhizhong New Energy Vehicle Co. Ltd. (“Changyuan”), a development, production and distribution company for electric vehicles, in accordance with the Proposed Transaction



Notes to the Consolidated Financial Statements

Note 25 - Events Subsequent to Reporting Date (continued)

as set out in the Announcement dated 15 August 2018 and will endeavour to complete the Proposed Transaction, with a view to making an application to re-list on the ASX.

Apart from the above mentioned, no matter or circumstance has arisen since 30 June 2018 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.