

# **VENTUREAXESS GROUP LIMITED**

**A.B.N. 42 087 426 953**

**AND CONTROLLED ENTITIES**

## **FINANCIAL REPORT**

**FOR THE HALF YEAR ENDED**

**31 DECEMBER 2008**

This financial report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the annual report for the year ended 30 June 2008 and any public announcements made by VentureAxess Group Limited during the interim reporting period in accordance with the continuous disclosure requirements of the *Corporations Act 2001*.

# VENTUREAXESS GROUP LIMITED

## AND CONTROLLED ENTITIES

### FINANCIAL REPORT FOR THE HALF-YEAR ENDED

31 DECEMBER 2008

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## Company Directory

### Directors

Geoff Mullins (Chairman)  
Karalyn Day (CEO)  
Emyr Jones (Non-Executive Director)  
Richard Green (Non-Executive Director)

### Company Secretary

Karalyn Day

### Registered Office & Principal Place of Business

31 Wesley Street  
Elanora Heights NSW 2101  
AUSTRALIA

Postal Address:  
PO Box 1356  
Mona Vale, NSW 1660  
AUSTRALIA  
Telephone: (02) 9913 1300  
Facsimile: (02) 8208 9902  
E-mail: [info@ventureaxess.com](mailto:info@ventureaxess.com)

### Share Registry

Registries Limited  
Level 2  
28 Margaret Street  
Sydney, NSW 2000

Telephone: (02) 9290 9600  
Facsimile: (02) 9279 0664

### Auditors

Northstar Accountants  
Suite 9  
90 Mona Vale Road  
Mona Vale, NSW 2103

### Stock Exchange Listing

VentureAxess Group Limited shares and options are quoted on the National Stock Exchange and coded as "VAX" and "VAXO" respectively.

### Web Site

[www.ventureaxess.com](http://www.ventureaxess.com)

# Directors' Report

The Board of Directors of VentureAcess Group Limited ("the Company") present their report of the financial half-year ended 31 December 2008.

## DIRECTORS

The names and details of the directors of VentureAcess Group Limited in office at the date of this report are:

**Geoff E Mullins, LLB, BCom. UNSW,  
Barrister-at-Law  
(Chairman)**  
(Retired 18 July 2009)

Over his 26 years in general management, Geoff has been providing corporate advice on the commercialisation of new technologies and ventures. With a strong background in both commerce and law, Geoff has used his high-level experience in information technology and communications to advise numerous Australian and International companies. Geoff is also Chairman VentureAcess Limited, VentureAcess Fund Managers Limited and Heart Assist Technologies Pty Ltd.

Appointed to the Board on 1 May 2007. Retired 18 July 2009.

**Karalyn Day  
(CEO)**

Karalyn has worked in the venture capital industry for the last 8 years, prior to which she managed a Japanese backed investment company. She has past experience as a state sales and channels manager of a publicly listed telecommunications company and in para-legal and legal practice management. Karalyn also has 12 years successful and extensive experience in the health industry and is currently a Director of VentureAcess Limited, VentureAcess Fund Managers Limited and Heart Assist Technologies Pty Ltd as well as being Company Secretary to various companies in the VentureAcess Group and its investee companies.

Appointed to the Board 1 May 2007.

**Emyr Jones, BA Econ (Hons), FCA  
(Non-Executive Director)**  
(Resigned 22 July 2009)

Emyr has accumulated over 30 years professional experience as a corporate and financial officer in various listed UK companies, and non-executive director of, and investor in, emerging businesses. Following qualification as a Chartered Accountant in the UK, Emyr joined a leading listed Advertising Agency Group in London, before leaving to list a private Marketing Services Group on the London Stock Exchange. Emyr also assisted a new financial research business to raise seed capital via a corporate venture partner, becoming a founding director and shareholder. On exit of the corporate partner and investment by a leading European Venture Capital Group, Emyr became Non-Executive Chairman of the research business. Emyr moved to Sydney in 2001 and is currently a Director of Medical Science Australia Limited, VentureAcess Limited, VentureAcess Fund Managers Limited, and Ausuni Pty Ltd as well as being Non-Executive Chairman of Ceebron Pty Ltd.

Appointed to the Board 1 May 2007. Resigned 22 July 2009

**Richard Green  
Independent Non-Executive Director**

Richard has been actively involved over a number of years in conducting numerous capital raisings, company floats and restructures in Australia and the United Kingdom. This includes transforming the Pharmacy College of Victoria from a very small lab based consultancy into a company that now has a market capitalisation of over \$80 million. He has also been an active investor, director and chairman of several corporations. He is currently the Chairman of Queensland Trustees and Investment Limited and Managing Director of Authorised Investment Fund Limited, both of which are ASX listed companies.

Appointed to the Board on 21 April 2008.

**Charles Wantrup  
Independent Non-Executive Director**

Mr Charles Wantrup has been practising exclusively as a commercial solicitor for over 30 years. He has extensive experience in funding and financing, taxation law and practice, intellectual property law, industrial relations, international trade and investment and in corporations law, capital raising and mergers and acquisitions. A key aspect of his approach to providing services is his concentration on structuring business enterprises. This involves an understanding of corporations and other business structures, both in Australia and overseas, at a legal and accounting level. He has pioneering experience in the establishment and structuring of high technology companies, mining joint ventures and venture capital funds.

Appointed to the Board on 17 November 2009.

## Directors' Report

**Trevor Nink**  
**Non-Executive Director**  
 (Resigned 2 October 2008)

Trevor has a strong international executive career spanning the Australasian, Asian, European and North American markets. He has been CEO of numerous companies with total turnover up to \$1 billion in manufacturing, contracting, distribution, and trading. He has experience on the board of a number of commercial and not for profit organisations. Trevor is currently Chairman of Pebble Electronics Pty Ltd and Blanter Pty Ltd and a non-executive Director of Trackaxle Limited. He resigned as a non-executive director of Medical Science Australia Limited on 2 October 2008.

Appointed to the Board on 28 April 2008. Resigned 2 October 2008.

**Ken Edmonds**  
**Non Executive Director**  
 (Resigned 17th January 2010)

Director of YoULiNG , Ken is an experienced Director and Managing Director in the IT and Telecom industry world wide.

Ken set up and launched the first Mobile Telephone business for Telecom NZ.

Relocating to Europe he specialized in the development of high technology businesses, delivering significant achievements in blue chip multi-nationals, including Cisco Systems, Nortel Networks and Marconi. He has directed EMEA (Europe, Middle East and Africa) business operations with full P&L responsibilities, covering 144 countries with staff in 10 countries, improving both sales and profit performance. He has masterminded and driven over \$3B of new business in all major markets in the world, including Europe, Middle East, Africa, Pacific and North America.

Appointed to the Board on 05/06/2009. Resigned 17/01/2010

**David M Hickie**  
**Independent Non Executive Director**  
 (Appointed 22 October 2009)

David Hickie has over 40 years experience in banking, finance and funds management. His experience extends across the banking, building society, friendly society and credit union movement from 1969 to 1983 before entering funds management. Whilst at Global Funds Management, David managed the Global Monthly Income Fund, it was awarded the Mortgage Fund of the year 1994 and 1995 and runner-up in 1993 by Money Management Magazine. David was responsible for the establishment of the YWCA Ethical Fund, the first Ethical Fund in Australia and the management of the Fixed Interest and Mortgage part of the portfolio. David also set up and managed the Undervalued Property Fund of Australia for the Indigenous Inuits of Canada.

David worked for the Queensland and Federal Governments in assisting the setting up of the Cape Bank Limited to provide banking services to the remote areas of Cape York for Indigenous people, David also helped introduce the Family Income Management Program to the women of Cape York causing budgeting systems to be introduced and a savings mentality to be generated and ultimately an increase in the wealth in the community. He was instrumental in negotiating a settlement between Rio Tinto, the largest listed mining company in Australia and the 17,000 indigenous people of Cape York that were affected by the companies mining operation.

David has had extensive experience in the management of various listed and unlisted trusts, including Mortgage and Property Trusts, Mortgage Securitisation, Equity Funds, Healthcare/Hospital Funds and Master Superannuation Funds particularly through his previous directorships and his time at Oceanic and Global Funds Management Australia Limited.

**Simon Van Assche**  
**Independent Non Executive Director**  
 (Appointed 22 October 2009)

Simon has degrees in Law/Commerce at the University of Melbourne. He was admitted as a Barrister and Solicitor of the Supreme Court of Victoria in 1979.

Simon has been involved in a senior capacity in the investment banking industry for over twenty five years both in Australia and for periods in London, New York and Tokyo.

These positions involved opening the London office of DBSM (now UBS), Head of Capital Markets London and New York (BZW), Director International Capital Markets Daiwa (Tokyo), and Director Structured Finance Merrill Lynch.

During this period Simon developed expertise over the entire asset class spectrum including debt, equity, property, including structured debt and equity capital markets, structured finance, securitisation, infrastructure, equity raisings and property funds management.

Simon was also founding director of York Capital Limited and Lamont Capital Limited. These companies are specialist property investment banking conduits. They are the structured financial and legal project manager in large property transactions. They both coordinate and act in a lead role with experts in public property acquisitions. Simon has successfully completed over \$650 million of listed and unlisted property management investment schemes over the past ten years.

# Directors' Report

All Directors shown were in office for the entire half year and up to the date of this report, unless otherwise stated.

On behalf of the Board of VentureAcess Group Limited, I am pleased to report on the activities of the Company over the last 6 months.

## Principal Activities

VentureAcess Group Limited ("VAG") is an Australian company which provides Funds Management and Corporate Advisory Services. During the period the Group acquired Medical Science Australia Limited an early stage investment company managed by VentureAcess Fund Managers Limited. VAG is listed on the National Stock Exchange of Australia (NSX - see [www.nsx.com.au](http://www.nsx.com.au) – stock code: VAX).

## Review of Operations

I am sorry to inform you of the passing of Geoff Mullins who lost his battle with cancer in July, and even in the last weeks of his life he was bringing in new board members, structures and associates to carry on with the work that he had started preparing for VentureAcess Group Limited ("VentureAcess Group")

The VentureAcess Group Board of Directors and the staff apologises for the absence of updates and promised correspondence but with the passing of Geoff and the events before and after, including the moving of the office, appointing new board members and auditors, preparation of the annual report, the rights issue documents and review of current investments of the VentureAcess Group, the new Board needed to finalise these matters before contacting the shareholders.

For the six month period ended 31 December 2008 the Company made a loss after tax of \$2,147,447 (2007: profit \$5,073) which included a loss contribution of \$2,145,904 from the acquired Medical Science Australia Limited.

## Likely developments and expected results of operations

The Company will after bringing the company up to date financially and following the issue of secured convertible notes to raise capital to carry the company through to a rights issue will seek further acquisitions from a rights issue raising that are compatible with the strategic directions of the business and which would be expected to add value to the shareholders of VAG.

## Indemnification and insurance of directors and officers

VentureAcess Group Limited carries insurance that indemnifies directors and officers of the company in relation to all liabilities and expenses arising as a result of the performance of their duties in their respective capacities indemnified to the extent permitted by law.

## Auditors' independence

Section 307C of the Corporations Act 2001 requires the Company's auditors, Northstar Accountants, to provide the directors with a written Independence Declaration in relation to their review of the financial report for the period ended 31 December 2008. The written Auditor's Independence Declaration is attached to the Directors' Report and forms part of this Directors' Report.

## Rounding

The company is of a kind referred to in Class Order 98/0100, issued by the Australian Securities and Investments Commission, relating to the rounding of amounts in the financial report. Amounts in the financial report have been rounded in accordance with that Class Order to the nearest dollar.



Richard Green

Chairman

Sydney, 5 February 2010



**AUDITOR'S INDEPENDENCE DECLARATION TO THE  
DIRECTORS OF VENTUREAXESS GROUP LIMITED  
AND CONTROLLED ENTITIES**

In relation to the half-year independent review of the six months to 31 December 2008, to the best of my knowledge and belief there have been:

- (i) No contraventions of the auditor independence requirements of the Corporations Act 2001; and
- (ii) No contraventions of any applicable code of professional conduct.

Northstar Accountants Pty Ltd

  
Andrew Stanning  
Director

Sydney, 3<sup>rd</sup> March 2009



Chartered Accountants

A member of the Northstar Group. Liability Limited by a scheme approved under professional standards legislation.

**Northstar Accountants Pty Ltd**

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# Consolidated Income Statement

For the half-year ended 31 December 2008

Notes

DECEMBER 2008  
\$

DECEMBER 2007  
\$

Continuing operations			
Revenues from continuing operations	2	183,398	58,151
Expenses from continuing operations		(2,330,845)	(53,078)
<b>Profit (loss) before income tax</b>		<b>(2,147,447)</b>	5,073
Income tax expense		-	-
Profit (loss) from continuing operations		(2,147,447)	5,073
(Profit)/loss attributable to minority equity interest		12	(54)
Profit/(loss) attributable to members of VentureAxess Group Limited		(2,147,435)	5,019
<b>Profit/(loss) per share attributable to the ordinary equity holders of the Company</b>		<b>Cents</b>	Cents
Basic profit/(loss) per share (cents per share)		(4.81)	0.03
Diluted profit/(loss) per share (cents per share)		(4.81)	0.03
Net assets per share		2.834	6.678
Net tangible assets per share		1.105	0.065

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



# Consolidated Balance Sheet

As at 31 December 2008	Notes	31 DECEMBER 2008 \$	30 JUNE 2008 \$
<b>ASSETS</b>			
Current assets			
Cash and cash equivalents		10,177	27,686
Trade and other receivables		127,349	563,805
Total current assets		137,526	591,491
Non-current assets			
Goodwill arising on consolidation	8	1,955,081	1,953,170
Investments	9	1,263,633	-
Patents		2,903,267	-
Property, plant and equipment		866	866
Total non-current assets		6,122,847	1,954,036
Total assets		6,260,373	2,545,527
<b>LIABILITIES</b>			
Current liabilities			
Trade and other payables		1,036,717	194,205
Total current liabilities		1,036,717	194,205
Non-current liabilities			
Bank Loan		185,000	-
Loan Notes		24,500	-
Loans from related parties		-	379,069
Total non-current liabilities		209,500	379,069
Total liabilities		1,246,217	573,274
Net assets (liabilities)		5,014,156	1,972,253
<b>EQUITY</b>			
Contributed equity	6	7,768,313	4,374,166
Accumulated losses		(4,563,883)	(2,416,448)
Minority interest		1,809,726	14,535
Total equity		5,014,156	1,972,253

The above consolidated balance statement should be read in conjunction with the accompanying notes.

## Consolidated Statement of Changes in Equity

	Issued Capital Ordinary \$	Retained Earnings (losses) \$	Minority Equity Interest \$	Total \$
Balance at 1 July 2007	2,205,038	(2,427,719)	-	(222,681)
Share issues in the period net of costs	2,113,187			2,113,187
Minority equity interest arising on acquisition			13,892	13,892
Profit attributable to members of parent entity		5,019		5,019
Profit attributable to minority shareholder			54	54
At 31 December 2007	4,318,225	(2,422,700)	13,946	1,909,471
Balance at 1 July 2008	4,374,166	(2,416,448)	14,535	1,972,253
Share issues in the period net of costs	3,394,147			3,394,147
Minority equity interest arising on acquisition			1,795,203	1,795,203
Profit/(loss) attributable to members of parent entity		(2,147,435)		(2,147,435)
Profit/(loss) attributable to minority shareholder			(12)	(12)
At 31 December 2008	7,768,313	(4,563,883)	1,809,726	5,014,156

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

# Consolidated Statement of Cash Flows

For the half-year ended 31 December 2008

	Notes	DECEMBER 2008 \$	DECEMBER 2007 \$
Cash flows from operating activities			
Cash receipts from customers (inclusive of goods and services tax)		206,757	50,300
Payment to suppliers and employees (inclusive of goods and services tax)		(341,404)	(26,705)
Interest received and other receivables		559	265
Net cash (outflow) from operating activities		(134,088)	23,860
Cash flows from investing activities			
Proceeds from sale of/(payment for) property, plant and equipment		-	-
Payment for mining and exploration costs		-	-
Net cash (outflow) from investing activities		-	-
Cash flows from financing activities			
Net advances/(receipts) with related parties including Loan Note for acquisition		-	(199,449)
Net cash received on acquisitions	8	113	180,663
Loan Notes issued		24,500	-
Bank Loan repayments		(10,534)	
Share issue and transaction costs	6	102,500	9,900
Net cash inflow (outflow) from financing activities		116,579	(8,886)
Net increase (decrease) in cash and cash equivalents		(17,509)	14,974
Cash and cash equivalents at the beginning of the year		27,686	9,428
Cash and cash equivalents at the end of the half-year		10,177	24,402

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

# Notes to the Financial Statements

## 1. Summary of significant accounting policies

This general purpose consolidated financial report for the interim half year reporting period ended 31 December 2008 has been prepared in accordance with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Act 2001*.

This interim financial report does not include all the notes of the type normally included in an Annual Financial Report. Accordingly, this report is to be read in conjunction with the Annual Report for the year ended 30 June 2008 and any public announcements made by VentureAcess Group Limited during the interim reporting period in accordance with the continuous disclosure requirements of the *Corporations Act 2001*.

### (a) Basis of preparation of half-year financial report

The principal accounting policies adopted in the preparation of the financial report are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

#### *Historical cost convention*

These financial statements have been prepared on an accruals basis and is based on historical cost convention, as modified by the revaluation of available-for-sale financial assets, financial assets and liabilities (including derivative instruments) at fair value through profit or loss, certain classes of property, plant and equipment and investment property.

### (b) Principles of consolidation

#### (i) *Subsidiaries*

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of VentureAcess Group Limited ("company" or "parent entity") as at 31 December 2008 and the results of all subsidiaries for the half-year then ended, or in the case of Medical Science Australia Limited which was acquired with effect from 1<sup>st</sup> December 2008, the results from that date. VentureAcess Group Limited and its subsidiaries together are referred to in this financial report as the Group or the consolidated entity.

Subsidiaries are all those entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Minority interests in the results and equity of subsidiaries are shown separately in the consolidated income statement and balance sheet respectively.

#### (ii) *Associates*

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for in the parent entity financial statements using the cost method and in the consolidated financial statements using the equity method of accounting, after initially being recognised at cost. The Group's investment in associates includes goodwill (net of any accumulated impairment loss) identified on acquisition.

The Group's share of its associates' post-acquisition profits or losses is recognised in the income statement, and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. Dividends receivable from associates are recognised in the parent entity's income statement, while in the consolidated financial statements they reduce the carrying amount of the investment.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

# Notes to the Financial Statements

## 1. Summary of significant accounting policies (continued)

### (b) Principles of consolidation (continued)

#### (iii) Joint Ventures

##### Joint venture operations

The proportionate interests in the assets, liabilities and expenses of a joint venture operation have been incorporated in the financial statements under the appropriate headings.

##### Joint venture entities

The interest in a joint venture partnership is accounted for in the consolidated financial statements using the equity method and is carried at cost by the parent entity. Under the equity method, the share of the profits or losses of the partnership is recognised in the income statement, and the share of movements in reserves is recognised in reserves in the balance sheet.

Profits or losses on transactions establishing the joint venture partnership and transactions with the joint venture are eliminated to the extent of the Group's ownership interest until such time as they are realised by the joint venture partnership on consumption or sale, unless they relate to an unrealised loss that provides evidence of the impairment of an asset transferred.

### (c) Segment reporting

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different to those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment and is subject to risks and returns that are different from those of segments operating in other economic environments.

### (d) Foreign currency translation

#### (i) Functional and presentation currency

Items included in the 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 consolidated financial statements are presented in Australian dollars, which is VentureAxess Group 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 income statement, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

Translation differences on non-monetary items, such as equities held at fair value through profit or loss, are reported as part of the fair value gain or loss. Translation differences on non-monetary items, such as equities classified as available-for-sale financial assets, are included in the fair value reserve in equity.

#### (iii) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each income statement are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is sold or borrowings repaid, a proportionate share of such exchange differences are recognised in the income statement as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

# Notes to the Financial Statements

## 1. Summary of significant accounting policies (continued)

### (e) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances and duties and taxes paid.

### (f) 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 national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, 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 which are enacted or substantively enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

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.

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

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

### (g) Leases

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

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

Lease income from operating leases is recognised in income on a straight-line basis over the lease term.

### (h) Acquisitions of assets

The purchase method of accounting is used to account for all acquisitions of assets (including business combinations) regardless of whether equity instruments or other assets are acquired. Cost is measured as the fair value of the assets given, shares issued or liabilities incurred or assumed at the date of exchange plus costs directly attributable to the acquisition. Where equity instruments are issued in an acquisition, the value of the instruments is their published market price as at the date of exchange unless, in rare circumstances, it can be demonstrated that the published price at the date of exchange is an unreliable indicator of fair value and that other evidence and valuation methods provide a more reliable measure of fair value. Transaction costs arising on the issue of equity instruments are recognised directly in equity.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the income statement, but only after a reassessment of the identification and measurement of the net assets acquired.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

# Notes to the Financial Statements

## 1. Summary of significant accounting policies (continued)

### (i) Impairment of assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units).

### (j) Cash and cash equivalents

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

### (k) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for doubtful debts. Trade receivables are due for settlement no more than 120 days from the date of recognition for land development and resale debtors, and no more than 30 days for other debtors.

Collectibility of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. A provision for doubtful receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognised in the income statement.

### (l) Non-current assets (or disposal groups) held for sale

Non-current assets (or disposal groups) are classified as held for sale and stated at the lower of their carrying amount and fair value less costs to sell if their carrying amount will be recovered principally through a sale transaction rather than through continuing use.

An impairment loss is recognised for any initial or subsequent write down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

### (m) Investments and other financial assets

The Group classifies its investments 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 re-evaluates this designation at each reporting date.

#### (i) Financial assets at fair value through profit or loss

This category has two sub-categories: financial assets held for trading, and those designated at fair value through profit or loss on initial recognition. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management. The policy of management is to designate a financial asset if there exists the possibility it will be sold in the short term and the asset is subject to frequent changes in fair value. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if they are either held for trading or are expected to be realised within 12 months of the balance sheet date.

#### (ii) Loans and receivables

Loans and receivables are non derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of selling the receivable. They are included in current assets, except for those with maturities greater than 12 months after the balance sheet date which are classified as non-current assets. Loans and receivables are included in receivables in the balance sheet.

## 1. Summary of significant accounting policies (continued)

# Notes to the Financial Statements

## (iii) *Held-to-maturity investments*

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Group's management has the positive intention and ability to hold to maturity.

## (iv) *Available-for-sale financial assets*

Available-for-sale financial assets, comprising principally marketable equity securities, are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date.

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

Available-for-sale financial assets and financial assets at fair value through profit and loss are subsequently carried at fair value. Loans and receivables and held-to-maturity investments are carried at amortised cost using the effective interest method. Realised and unrealised gains and losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are included in the income statement in the period in which they arise. Unrealised gains and losses arising from changes in the fair value of non-monetary securities classified as available-for-sale are recognised in equity in the available-for-sale investments revaluation reserve. When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments are included in the income statement as gains and losses from investment securities.

## (n) **Fair value estimation**

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

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

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each balance date. Quoted market prices or dealer quotes for similar instruments are used for long-term debt instruments held. Other techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments. The fair value of interest-rate swaps is calculated as the present value of the estimated future cash flows. The fair value of forward exchange contracts is determined using forward exchange market rates at the balance sheet date.

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

## (o) **Property, plant and equipment**

Land and buildings (except for investment properties - refer to note 1(s)) are shown at fair value, based on periodic, but at least triennial, valuations by external independent valuers, less subsequent depreciation for buildings. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. All other property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

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 Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Increases in the carrying amounts arising on revaluation of land and buildings are credited to other reserves in shareholders' equity. To the extent that the increase reverses a decrease previously recognised in profit or loss, the increase is first recognised in profit and loss. Decreases that reverse previous increases of the same asset are first charged against revaluation reserves directly in equity to the extent of the remaining reserve attributable to the asset; all other decreases are charged to the income statement.

Land is not depreciated. Depreciation on other assets is calculated using the straight line method to allocate their cost or re-valued amount, net of their residual values, over their estimated useful lives.

### 1. Summary of significant accounting policies (continued)

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



# Notes to the Financial Statements

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 (note 1(j)).

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the income statement. When re-valued assets are sold, it is Group policy to transfer the amounts included in other reserves in respect of those assets to retained earnings.

## **(p) Intangible assets**

Expenditure on research activities, undertaken with the prospect of obtaining new technical knowledge and understanding, is recognised in the income statement as an expense when it is incurred.

## **(q) Trade and other payables**

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

## **(r) Provisions**

Provisions for legal claims and service warranties are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

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

## **(s) 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. Liabilities for non-accumulating sick leave are recognised when the leave is taken and measured at the rates paid or payable.

### *(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) Share-based payments*

Where share-based compensation benefits are provided to employees via an employee option plan and an employee share scheme the fair value of options granted is recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the options.

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

The fair value of the options granted excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At each balance sheet date, the entity revises its estimate of the number of options that are expected to become exercisable. The employee benefit expense recognised each period takes into account the most recent estimate.

Upon the exercise of options, the balance of the share-based payments reserve relating to those options is transferred to share capital.

The market value of shares issued to employees for no cash consideration under the employee share scheme is recognised as an employee benefits expense with a corresponding increase in equity when the employees become entitled to the shares.

## **1. Summary of significant accounting policies (continued)**

## **(t) Contributed equity**

# Notes to the Financial Statements

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options, or for the acquisition of a business, are included in the cost of the acquisition as part of the purchase consideration.

## (u) Earnings per share

### (i) *Basic earnings per share*

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

### (ii) *Diluted earnings per share*

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

## (v) Financial instrument transaction costs

The Group has taken the exemption available under AASB 1 to apply AASB 132 and AASB 139 from 1 July 2005. The Group has applied previous Australian GAAP (AGAAP) in the comparative information on financial instruments within the scope of AASB 132 and AASB 139. Under previous AGAAP transaction costs were excluded from the amounts disclosed in the financial statements. Under AIFRS such costs are included in the carrying amounts. At the date of transition to AASB 132 and AASB 139 the adjustment to carrying amounts for the Group was immaterial.

## (w) Rounding of amounts

The company is of a kind referred to in Class order 98/0100, issued by the Australian Securities and Investments Commission, relating to the "rounding off" of amounts in the financial report. Amounts in the financial report have been rounded off in accordance with that Class Order to the nearest dollar.

# Notes to the Financial Statements

	Note	DECEMBER 2008 \$	DECEMBER 2007 \$
2.	Revenues for the half- year		
<b>Revenues from operations:</b>			
	Sales – fund management & corporate services	182,839	53,504
	Sales – software services	-	4,382
	Interest received – unrelated parties	559	265
	<b>Total revenue from activities</b>	<b>183,398</b>	<b>58,151</b>

3. Dividend paid or provided for on ordinary shares

No dividends have been paid as at 31 December 2008.

4. Contingent assets and liabilities

(a) Contingent liabilities

The parent entity and Group are not aware of any contingent liabilities that need to be disclosed as at 31 December 2008.

(b) Contingent assets

The parent entity and Group are not aware of any contingent assets that need to be disclosed as at 31 December 2008.

5. Events occurring after the balance sheet date

There were no significant events that occurred after the balance sheet date.

6. Equity securities issued

	Half-year		Half-year	
	2008 Shares	2007 Shares	2008 \$	2007 \$
<b>Issues of ordinary shares during the half-year</b>				
(a) Ordinary shares fully paid	113,057,697	29,313,980	7,768,313	4,318,225
<b>(b) Movement in shares on issue</b>				
On issue at the beginning of the half-year	29,745,679	14,862,911	4,374,166	2,205,039
Shares issued for acquisitions	82,291,183	13,675,239	3,291,647	2,051,286
Placement of shares at 10 cents and 12 cents each	1,020,835	82,497	102,500	9,900
Conversion of Converting Loan at 7.5 cents	-	693,333	-	52,000
On issue at the end of the half-year	113,057,697	29,313,980	7,768,313	4,318,225

7. Share-based payment for Directors

No shares were issued to Directors for their services as Directors during the half year.

8. Investment in wholly owned subsidiary – Medical Science Australia Limited

# Notes to the Financial Statements

With effect from 1 December 2008, the parent entity acquired 100% of the issued share capital of Medical Science Australia Limited, an early stage investment company. The purchase was satisfied by the issue of 82,291,183 ordinary shares at an issue price of \$0.04, and the issue of 14,397,485 December 2009 share options.

The total purchase price of \$3,291,647 was allocated as follows:

	\$
Cash and bank deposits	113
Receivables	270,069
Investments at fair value	3,409,537
Patents	2,903,267
Trade creditors	(1,302,513)
Bank Loan	(195,534)
Minority interest	(1,795,203)
Goodwill on consolidation	1,911

## 9. Investments

### Investments, at fair value

Shares in other corporations carried at fair value in accordance with accounting policy 1(m).

	%age owned of Issued Capital	31 December 2008 Director's Valuation	30 June 2008
<b>Investments</b>			
XempleX Pty Ltd	17.53%	260,000	-
Aquaculture Research & Marketing Pty Ltd	20.87%	531,413	-
Ceebron Pty Ltd	21.0%	222,220	-
SinoWeb Pty Ltd	3.62%	250,000	-
Total investments		<b>1,263,633</b>	<b>-</b>

## Directors' Declaration

In accordance with a resolution of the directors of VentureAcess Group Limited, we state that:

1. The directors declare that the financial statements and notes set out on pages 7 to 19 in accordance with the Corporations Act 2001:
  - (a) Comply with Accounting Standard AASB 134 "Interim Financial Reporting" and the Corporations Regulations 2001; and
  - (b) Give a true and fair view of the financial position of the consolidated entity as at 31 December 2008 and of its performance as represented by the results of its operations and its cash flows, for the half-year ended on that date.
2. In the directors' opinion there are reasonable grounds to believe that VentureAcess Group Limited will be able to pay its debts as and when they become due and payable.

On behalf of the Board



Richard Green  
Chairman

Sydney, 5 February, 2010



## **INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF VENTUREAXESS GROUP LIMITED AND CONTROLLED ENTITIES**

### **Report on the Half-Year Financial Report**

We have reviewed the accompanying half-year financial report of VentureAcess Group Limited and Controlled Entities (the consolidated entity) which comprises the balance sheet as at 31 December 2008, and the income statement, statement of changes in equity and cash flow statement for the half-year ended on that date, a statement of accounting policies, other selected explanatory notes and the directors declaration.

#### *Directors Responsibility for the Half-Year Financial Report*

The directors of the consolidated entity are responsible for the preparation and fair presentation of the half-year financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporation Act 2001*. This responsibility includes establishing and maintaining internal control relevant to the preparation and fair presentation of the half-year financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

#### *Auditor's Responsibility*

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 Review of an Interim Financial Report Performed by the Independent Auditor of the Entity in order to state whether, on the basis of procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2008 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134: Interim Financial Reporting and the Corporations Regulations 2001. As the auditor of VentureAcess Group Limited and Controlled Entities, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

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

#### **Northstar Accountants Pty Ltd**

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**INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF  
VENTUREAXESS GROUP LIMITED AND CONTROLLED ENTITIES**

*Independence*

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, provided to the directors of VentureAxess Group Limited and Controlled Entities on 3<sup>rd</sup> March 2009, would be in the same terms if provided to the directors as at the date of this auditors review report.

*Conclusion*

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

- a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2008 and it's performance for the half-year ended that date; and
- b) complying with Accounting Standard AASB 134 Interim Financial Reporting and Corporations Regulations 2001.

*Inherent Uncertainty Regarding Continuation as a Going Concern*

Without qualification to the conclusion above, attention is drawn to the following matter. The directors are of the opinion that the ability of the consolidated entity to continue as a going concern is dependent on the continued availability of working capital, which is dependent on the successful completion of future capital raisings, and or from receipt of funds from sales of investments and or other future capital raising or trading activities.

*Inherent Uncertainty Regarding Valuation of Certain Venture Stage Investments*

Without qualification to the conclusion above, attention is drawn to the following matter. The directors have valued certain venture stage investments based on the present values of cash flows forecast to arise from the investment in the future. Forecast cash flows are based on assumptions regarding future events, which, at the date of this financial report, are the Directors expectation of what will take place. Actual future cash flows maybe different from those forecast, and accordingly, the present value of those cash flows may differ from the values of investments valued using this methodology in this financial report.

**Name of Firm:** Northstar Accountants

**Name of Auditor:** Andrew Derek Stanning

**Address:** Level 2, 100 Bay Road Waverton NSW 2060

**Dated this** 5<sup>th</sup> **day of** February, 2010