

FORM: Preliminary final report

Name of issuer

Australian Premier Finance Holdings Limited

ACN or ARBN

85 099 912 044

Half yearly
(tick)

☐

Preliminary
final (tick)

☒

Half year/financial year ended
(‘Current period’)

30 June 2010

For announcement to the market

Extracts from this statement for announcement to the market (see note 1).

				\$A,000
Revenue (item 1.1)	up	5.5%	to	4,320
Profit (loss) for the period (item 1.9)	down	6.9%	to	459
Profit (loss) for the period attributable to members of the parent (item 1.11)	down	6.9%	to	459
Dividends		Current period		Previous corresponding period
Franking rate applicable:		N/a		N/a
Final dividend (preliminary final report only)(item 10.13-10.14)		N/a		N/a
Amount per security				
Franked amount per security				
Interim dividend (Half yearly report only) (item 10.11 – 10.12)				
Amount per security		nil		nil
Franked amount per security		nil		nil
Short details of any bonus or cash issue or other item(s) of importance not previously released to the market:				
N/a				

Consolidated income statement *(The figures are not equity accounted)**(see note 3) (as per paragraphs 81-85 and 88-94 of AASB 101: Presentation of Financial Statements)*

	Current period - \$A'000	Previous corresponding period - \$A'000
	Note 1	Note 1
1.1 Revenues <i>(item 7.1)</i>	4,320	4,094
1.2 Expenses, excluding finance costs <i>(item 7.2)</i>	(2,834)	(2,610)
1.3 Finance costs	(845)	(783)
1.4 Share of net profits (losses) of associates and joint ventures <i>(item 15.7)</i>	-	-
1.5 Profit (loss) before income tax	641	701
1.6 Income tax expense <i>(see note 4)</i>	(182)	(208)
1.7 Profit (loss) from continuing operations	459	493
1.8 Profit (loss) from discontinued operations <i>(item 13.3)</i>	-	-
1.9 Profit (loss) for the period	459	493
1.10 Profit (loss) attributable to minority interests	-	-
1.11 Profit (loss) attributable to members of the parent	459	493
1.12 Basic earnings per security <i>(item 9.1)</i>	3 cents per share	\$18.42 per share
1.13 Diluted earnings per security <i>(item 9.1)</i>	3 cents per share	\$18.42 per share
1.14 Dividends per security <i>(item 9.1)</i>	nil	nil

Note 1: The figures presented for the current period and previous corresponding period reflect the financial performance of Australian Premier Finance Company Limited, who was considered to be the "accounting acquirer" in the reverse asset acquisition which occurred on 8 March 2010. Please refer to Section 22.2 "Basis of accounts preparation" in this appendix for further information.

Comparison of half-year profits*(Preliminary final statement only)*

	Current period - \$A'000	Previous corresponding period - \$A'000
	Note 2	Note 2
2.1 Consolidated profit (loss) after tax attributable to members reported for the 1st half year <i>(item 1.11 in the half yearly statement)</i>		
2.2 Consolidated profit (loss) after tax attributable to members for the 2nd half year	Note 2	Note 2

Note 2: Comparison of half-year profits is not relevant due to the reverse asset acquisition undertaken during the year. Please refer to Section 22.2 "Basis of accounts preparation" in this appendix for further information.

Consolidated balance sheet

(See note 5)

(as per paragraphs 68-69 of AASB 101: Financial Statement Presentation)

Current assets		Current period - \$A'000 Note 3	Previous corresponding period - \$A'000 Note 3
3.1	Cash and cash equivalents	392	203
3.2	Trade and other receivables	10,499	10,582
3.3	Inventories	-	-
3.4	Other current assets (provide details if material)	-	-
3.5	Total current assets	10,891	10,785
Non-current assets			
3.6	Available for sale investments	-	-
3.7	Other financial assets	-	-
3.8	Investments in associates	-	-
3.9	Deferred tax assets	235	215
3.10	Exploration and evaluation expenditure capitalised (see para. 71 of AASB 1022 – new standard not yet finalised)	-	-
3.11	Development properties (mining entities)	-	-
3.12	Property, plant and equipment (net)	3	4
3.13	Investment properties	-	-
3.14	Goodwill	81	81
3.15	Other intangible assets	100	100
3.16	Other (provide details if material)	-	-
3.17	Total non-current assets	420	400
3.18	Total assets	11,311	11,186
Current liabilities			
3.19	Trade and other payables	86	98
3.20	Short term borrowings	-	-
3.21	Current tax payable	56	166
3.22	Short term provisions	-	-
3.23	Current portion of long term borrowings	-	-
3.24	Other current liabilities (provide details if material)	-	-
		142	264
3.25	Liabilities directly associated with non-current assets classified as held for sale (para 38 of AASB 5)	-	-
3.26	Total current liabilities	142	264

Non-current liabilities			
		Current period - \$A'000	Previous corresponding period - \$A'000
3.27	Long-term borrowings	10,588	9,800
3.28	Deferred tax liabilities	-	-
3.29	Long term provisions	-	-
3.30	Other (provide details if material)	-	-
3.31	Total non-current liabilities	10,588	9,800
3.32	Total liabilities	10,730	10,064
3.33	Net assets	581	1,121
Equity			
3.34	Share capital	183	3
3.35	Other reserves	(179)	-
3.36	Retained earnings	577	1,119
	Amounts recognised directly in equity relating to non-current assets classified as held for sale	-	-
3.37	Parent interest	581	581
3.38	Minority interest	-	-
3.39	Total equity	581	1,121

Note 3: The figures presented for the current period and previous corresponding period reflect the financial position of Australian Premier Finance Company Limited, who was considered to be the "accounting acquirer" in the reverse asset acquisition which occurred on 8 March 2010. Please refer to Section 22.2 "Basis of accounts preparation" in this appendix for further information.

Consolidated statement of changes in equity

(as per paragraphs 96-97 of AASB 101: Presentation of Financial Statements)

	Current period – A\$'000	Previous corresponding period – A\$'000
Revenues recognised directly in equity:	nil	nil
Expenses recognised directly in equity:	nil	nil
4.1 Net income recognised directly in equity	nil	nil
4.2 Profit for the period	459	493
4.3 Total recognised income and expense for the period		
Attributable to:		
4.4 Members of the parent	459	493
4.5 Minority interest	nil	nil
Effect of changes in accounting policy (as per AASB 108: Accounting Policies, Changes in Accounting Estimates and Errors):		
4.6 Members of the parent entity	nil	nil
4.7 Minority interest	nil	nil

Consolidated statement of cash flows

(See note 6) (as per AASB 107: Cash Flow Statements)

		Current period - \$A'000	Previous corresponding period - \$A'000
	Cash flows related to operating activities		
5.1	Receipts from customers	1,533	1,745
5.2	Payments to suppliers and employees	(2,109)	(1,967)
5.3	Interest received	2,926	2,508
5.4	Interest and other costs of finance paid	(845)	(783)
5.5	Income taxes paid	(312)	14
5.6	Net cash used in operating activities	1,193	1,517
	Cash flows related to investing activities		
5.7	Payments for purchases of property, plant and equipment	-	(2)
5.8	Proceeds from sale of property, plant and equipment	-	-
5.9	Payment for purchases of equity investments	-	-
5.10	Proceeds from sale of equity investments	-	-
5.11	Loans to other entities	-	-
5.12	Net loans repaid by other entities	(793)	(3,496)
5.13	Interest and other items of similar nature received	-	-
5.14	Dividends received	-	-
5.15	Other (provide details if material)	-	-
5.16	Net cash used in investing activities	(793)	(3,498)
	Cash flows related to financing activities		
5.17	Proceeds from issues of securities (shares, options, etc.)	-	-
5.18	Net Proceeds from borrowings	789	2,145
5.19	Repayment of borrowings	-	-
5.20	Dividends paid (Note 4)	(1,000)	-
5.21	Other (provide details if material)	-	-
5.22	Net cash used in financing activities	(211)	2,145
	Net increase (decrease) in cash and cash equivalents	189	164
5.23	Cash at beginning of period (see <i>Reconciliations of cash</i>)	203	39
5.24	Exchange rate adjustments to item 5.23	-	-
5.25	Cash at end of period (see <i>Reconciliation of cash</i>)	392	203

Note 4: This dividend was paid by Australian Premier Finance Company Limited ("APF") in December 2009 to its shareholders. This dividend was declared and paid to APF prior to the reverse asset acquisition on 8 March 2010.

Reconciliation of cash provided by operating activities to profit or loss

(as per paragraph Aus20.1 of AASB 107: Cash Flow Statements)

		Current period \$A'000	Previous corresponding period \$A'000
6.1	Profit <i>(item 1.9)</i>	459	493
	Adjustments for:		
6.2	Depreciation	1	1
6.3	Bad/doubtful debts	876	823
6.4		-	-
6.5	(Increase)/decrease in deferred tax assets	(20)	(41)
6.6	Increase/decrease in trade payables & accruals	(12)	(22)
6.7	Increase/decrease in income tax payable	(110)	264
6.8	Increase/decrease in	-	-
6.9	Increase/decrease in	-	-
6.10	Net cash from operating activities <i>(item 5.6)</i>	1,193	1,517

Notes to the financial statements

Details of revenues and expenses

(see note 16)

(Where items of income and expense are material, disclose nature and amount below in accordance with paragraphs 86-87 of AASB 101: Presentation of Financial Statements)

		Current period - \$A'000	Previous corresponding period - \$A'000
	Revenue		
	Services Revenue	1,323	1,532
	Interest Income	2,925	2,508
	Bad Debt recoveries	71	44
7.1	Total Revenue	4,320	4,094
	Expenses		
	Cost of sales	(1,064)	(985)
	Bad & doubtful debts expense	(876)	(783)
	Administrative costs	(148)	(99)
7.2	Factoring and usage fees	(661)	(654)
	Other expenses	(85)	(50)
	Total Expenses (excluding Finance costs)	(2,834)	(2,778)
	Finance costs	(845)	(823)
	Total Expenses	(3,861)	(3,601)
	Profit (loss) before tax	459	493

Ratios

		Current period	Previous corresponding period
	Profit before tax / revenue		
8.1	Consolidated profit (loss) before tax (<i>item 1.5</i>) as a percentage of revenue (<i>item 1.1</i>)	14.8%	17.1%
	Profit after tax / equity interests		
8.2	Consolidated profit (loss) after tax attributable to members (<i>item 1.11</i>) as a percentage of equity (similarly attributable) at the end of the period (<i>item 3.37</i>)	79.0%	44.0%

Earnings per Security

- 9.1 Provide details of basic and fully diluted EPS in accordance with paragraph 70 and Aus 70.1 of AASB 133: Earnings per Share below:

The current and comparative basic and dilutive earnings per share calculations for the company have been calculated as follows:

Current Period

Earnings – Consolidated Earnings = full year of Australian Premier Finance Company Limited (“APF” and the “accounting acquirer”) plus results of Australian Premier Finance Holdings Limited (“AHP”) since date of acquisition i.e. 8 March 2010.

Weighted Average Number of Shares = APF’s weighted average number of pre-transaction ordinary shares multiplied by the exchange ratio established in the transaction plus the weighted average number of shares of AHP on issue post-transaction.

Comparative Period

Earnings – APF stand alone earnings

Weighted Average Number of Shares – APF’s weighted average number of pre-transaction ordinary shares multiplied by the exchange ratio established in the transaction.

Dividends

- 10.1 Date the dividend is payable

N/a

- 10.2 Record date to determine entitlements to the dividend (i.e. on the basis of registrable transfers received up to 5.00 pm if paper based, or by ‘End of Day’ if a proper ASTC/CHESS transfer)

N/a

- 10.3 If it is a final dividend, has it been declared?

N/a

- 10.4 The *dividend or distribution plans* shown below are in operation.

N/a

The last date(s) for receipt of election notices to the *dividend or distribution plans*

N/a

- 10.5 Any other disclosures in relation to *dividends or distributions*

The dividend declared and paid as noted in Section 5.20 of this Appendix was paid by Australian Premier Finance Company Limited in December 2009. This dividend was declared and paid prior to the ‘reverse asset acquisition’ on 8 March 2010. Refer to Section 22.2 “Basis of Accounts Preparation” in this Appendix for further information.

Dividends paid or provided for on all securities

(as per paragraph Aus126.4 AASB 101: Presentation of Financial Statements)

		Current period - \$A'000 Note 5	Previous corresponding period - \$A'000	Franking rate applicable
	Dividends paid or provided for during the reporting period	N/a	N/a	N/a
10.6	Current year interim	N/a	N/a	N/a
10.7	Franked dividends			
10.8	Previous year final	N/a	N/a	N/a
10.9	Franked dividends			
	Dividends proposed and not recognised as a liability	N/a	N/a	N/a
10.10	Franked dividends	N/a	N/a	N/a

Note 5: There were no dividends paid in the current period to the shareholders of Australian Premier Finance Holdings Limited.

Dividends per security

(as per paragraph Aus126.4 of AASB 101: Presentation of Financial Statements)

		Current year Note 6	Previous year	Franking rate applicable
	Dividends paid or provided for during the reporting period	N/a	N/a	N/a
10.11	Current year interim	N/a	N/a	N/a
10.12	Franked dividends – cents per share	N/a	N/a	N/a
10.13	Previous year final	N/a	N/a	N/a
10.14	Franked dividends – cents per share	N/a	N/a	N/a
	Dividends proposed and not recognised as a liability	N/a	N/a	N/a
10.15	Franked dividends – cents per share	N/a	N/a	N/a

Note 6: There were no dividends paid in the current period to the shareholders of Australian Premier Finance Holdings Limited.

Exploration and evaluation expenditure capitalised

To be completed only by issuers with mining interests if amounts are material. Include all expenditure incurred regardless of whether written off directly against profit

	Current period \$A'000	Previous corresponding period \$A'000
11.1 Opening balance		
11.2 Expenditure incurred during current period	N/a	N/a
11.3 Expenditure written off during current period		
11.4 Acquisitions, disposals, revaluation increments, etc.		
11.5 Expenditure transferred to Development Properties		
11.6 Closing balance as shown in the consolidated balance sheet (item 3.10)	N/a	N/a

Development properties

(To be completed only by issuers with mining interests if amounts are material)

	Current period \$A'000	Previous corresponding period \$A'000
12.1 Opening balance		
12.2 Expenditure incurred during current period	N/a	N/a
12.3 Expenditure transferred from exploration and evaluation		
12.4 Expenditure written off during current period		
12.5 Acquisitions, disposals, revaluation increments, etc.		
12.6 Expenditure transferred to mine properties		
12.7 Closing balance as shown in the consolidated balance sheet (item 3.11)	N/a	N/a

Discontinued Operations

(see note 18) (as per paragraph 33 of AASB 5: Non-current Assets Held for Sale and Discontinued Operations)

	Current period – A\$'000 Note 7	Previous corresponding period – A\$'000
13.1 Revenue	N/a	N/a
13.2 Expense		
13.3 Profit (loss) from discontinued operations before income tax		
13.4 Income tax expense <i>(as per para 81 (h) of AASB 112)</i>	N/a	N/a
13.5 Gain (loss) on sale/disposal of discontinued operations	N/a	N/a
13.6 Income tax expense <i>(as per paragraph 81(h) of AASB 112)</i>		

Note 7: There were no discontinued operations of the accounting acquirer, Australian Premier Finance Company Limited.

Movements in Equity

(as per paragraph 97 of AASB 101: Financial Statement Presentation)

		Number issued	Number listed	Paid-up value (cents)	Current period – A\$'000	Previous correspondi ng period – A\$'000
14.1	Preference securities	N/a	N/a	N/a	N/a	N/a
14.2	Balance at start of period					
14.3	a) Increases through issues	N/a	N/a	N/a	N/a	N/a
14.4	a) Decreases through returns of capital, buybacks etc.	N/a	N/a	N/a	N/a	N/a
14.5	Balance at end of period	N/a	N/a	N/a	N/a	N/a
14.6	Ordinary securities Note 8 <i>Fully paid ordinary shares</i>					
14.7	Balance at start of period	4,794,669	4,794,669	Fully paid	3	3
14.8	a) Increases through issues	53,461,538	53,461,538	Fully paid	180	-
14.9	b) Decreases through returns of capital, buybacks etc.	-	-	-	-	-
14.10	Balance at end of period	58,256,207	58,256,207	Fully paid	183	3
14.11	Convertible Debt Securities <i>(description & conversion factor)</i>	N/a	N/a	N/a	N/a	N/a
14.12	Balance at start of period					
14.13	a) Increases through issues	N/a	N/a	N/a	N/a	N/a
14.14	b) Decreases through maturity, converted.	N/a	N/a	N/a	N/a	N/a
14.15	Balance at end of period	N/a	N/a	N/a	N/a	N/a

		Number issued	Number listed	Paid-up value (cents)	Current period – A\$'000	Previous corresponding period – A\$'000
14.16	Options <i>(description & conversion factor)</i>	N/a	N/a	N/a	N/a	N/a
14.17	Balance at start of period					
14.18	Issued during period	N/a	N/a	N/a	N/a	N/a
14.19	Exercised during period	N/a	N/a	N/a	N/a	N/a
14.20	Expired during period	N/a	N/a	N/a	N/a	N/a
14.21	Balance at end of period	N/a	N/a	N/a	N/a	N/a
14.22	Debentures <i>(description)</i>	N/a	N/a	N/a	N/a	N/a
14.23	Balance at start of period					
14.24	a) Increases through issues	N/a	N/a	N/a	N/a	N/a
14.25	b) Decreases through maturity, converted	N/a	N/a	N/a	N/a	N/a
14.26	Balance at end of period	N/a	N/a	N/a	N/a	N/a
14.27	Unsecured Notes <i>(description)</i>	N/a	N/a	N/a	N/a	N/a
14.28	Balance at start of period					
14.29	a) Increases through issues	N/a	N/a	N/a	N/a	N/a
14.30	b) Decreases through maturity, converted	N/a	N/a	N/a	N/a	N/a
14.31	Balance at end of period	N/a	N/a	N/a	N/a	N/a
14.32	Total Securities	58,256,207	58,256,207	Fully paid	183	3

Note 8: The “Number issues” and “Number listed” disclosures reflect the equity structure of Australian Premier Finance Holdings Limited. The “Current Period” and “Previous Corresponding Period” disclosures reflect the value of the equity balances in the Accounting Acquirer, Australian Premier Finance Company Limited. Please refer to Section 22.2 of this appendix for further information.

		Current period – A\$'000	Previous corresponding period – A\$'000
Reserves			
14.33	Balance at start of period	-	-
14.34	Transfers to/from reserves	(179)	-
14.35	Total for the period	(179)	-
14.36	Balance at end of period	(179)	-
14.37	Total reserves	(179)	-
Retained earnings			
14.38	Balance at start of period	1,119	626
14.39	Changes in accounting policy	-	-
14.40	Restated balance	-	-
14.41	Profit for the balance	459	493
14.42	Total for the period	459	493
14.43	Dividends	(1,000)	-
14.44	Balance at end of period	578	1,119

Details of aggregate share of profits (losses) of associates and joint venture entities

(equity method)

(as per paragraph Aus 37.1 of AASB 128: Investments in Associates and paragraph Aus 57.3 of AASB 131: Interests in Joint Ventures)

Name of associate or joint venture entity

N/a

Reporting entities percentage holding

N/a

		Current period - \$A'000	Previous corresponding period - \$A'000
15.1	Profit (loss) before income tax	N/a	N/a
15.2	Income tax	N/a	N/a
15.3	Profit (loss) after tax	N/a	N/a
15.4	Impairment losses	N/a	N/a
15.5	Reversals of impairment losses	N/a	N/a
15.6	Share of non-capital expenditure contracted for (excluding the supply of inventories)	N/a	N/a
15.7	Share of net profit (loss) of associates and joint venture entities	N/a	N/a

Control gained over entities having material effect

(See note 8)

16.1 Name of *issuer* (or *group*)

Australian Premier Holdings Limited

		\$A'000
16.2	Consolidated profit (loss) after tax of the <i>issuer</i> (or <i>group</i>) since the date in the current period on which control was acquired	(27)
16.3	Date from which profit (loss) in <i>item 16.2</i> has been calculated	8 March 2010
16.4	Profit (loss) after tax of the <i>issuer</i> (or <i>group</i>) for the whole of the previous corresponding period	(269)*

* This reflects Brewtopia Limited's result for the year ended 30 June 2009.

Loss of control of entities having material effect*(See note 8)*

17.1	Name of <i>issuer</i> (or <i>group</i>)	N/a
17.2	Consolidated profit (loss) after tax of the entity (or <i>group</i>) for the current period to the date of loss of control	\$A'000 N/a
17.3	Date from which the profit (loss) in <i>item 17.2</i> has been calculated	N/a
17.4	Consolidated profit (loss) after tax of the entity (or <i>group</i>) while controlled during the whole of the previous corresponding period	N/a
17.5	Contribution to consolidated profit (loss) from sale of interest leading to loss of control	N/a

Material interests in entities which are not controlled entities*The economic entity has an interest (that is material to it) in the following entities.*

		Percentage of ownership interest (ordinary securities, units etc) held at end of period or date of disposal		Contribution to profit (loss) (<i>item 1.9</i>)	
18.1	Equity accounted associated entities	Current period	Previous corresponding period	Current period \$A'000	Previous corresponding period \$A'000
		N/a	N/a	Equity accounted	
				N/a	N/a
18.2	Total	N/a	N/a	N/a	N/a
18.3	Other material interests	N/a	N/a	Non equity accounted (i.e. part of <i>item 1.9</i>)	
				N/a	N/a
18.4	Total	N/a	N/a	N/a	N/a

Reports for industry and geographical segments

Information on the industry and geographical segments of the entity must be reported for the current period in accordance with AASB 114: Segment Reporting. Because of the different structures employed by entities, a pro forma is not provided. Segment information should be completed separately and attached to this statement. However, the following is the personation adopted in the Appendices to AASB 114 and indicates which amount should agree with items included elsewhere in this statement.

The company operates in one business segment that being to provide finance for the purchase of motor vehicles. The company operates predominately in one geographical segment that being Australia.

NTA Backing

(see note 7)

20.1	Current period	Previous corresponding period
Net tangible asset backing per ordinary security	0.7 cents per share	1.6 cents per share

Non-cash financing and investing activities

Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows are as follows. If an amount is quantified, show comparative amount.

21.1 N/a

International Financial Reporting Standards

Under paragraph 39 of AASB 1: First –time Adoption of Australian Equivalents to International Financial Reporting Standards, an entity's first Australian-equivalents-to-IFRS's financial report shall include reconciliations of its equity and profit or loss under previous GAAP to its equity and profit or loss under Australian equivalents to IFRS's. See IG63 in the appendix to AASB 1 for guidance.

22.1 N/a

Under paragraph 4.2 of AASB 1047: Disclosing the Impacts of Adopting Australian Equivalents to International Financial Reporting Standards, an entity must disclose any known or reliably estimable information about the impacts on the financial report had it been prepared using the Australian equivalents to IFRSs or if the aforementioned impacts are not known or reliably estimable, a statement to that effect.

22.2 N/a

Comments by directors

Comments on the following matters are required by the Exchange or, in relation to the half yearly statement, by AASB 134: Interim Financial Reporting. The comments do not take the place of the directors' report and statement (as required by the Corporations Act) but may be incorporated into the directors' report and statement. For both half yearly and preliminary final statements, if there are no comments in a section, state nil. If there is insufficient space in comment, attach notes to this statement.

Basis of accounts preparation

If this statement is a half yearly statement, it is a general purpose financial report prepared in accordance with the listing rules

and AASB 134: Interim Financial Reporting. It should be read in conjunction with the last annual report and any announcements to the market made by the issuer during the period. This report does not include all notes of the type normally included in an annual financial report [Delete if inapplicable.]

From 1 July 2009 to 8 March 2010, the Group's principal activities were the marketing and distribution of beer, beer related merchandise and custom branded beverages.

At an extraordinary general meeting of the company on 19 February 2010, the shareholders resolved to:

- a) dispose of the marketing and distribution business; and
- b) acquire Australian Premier Finance Company Limited ("APF") in consideration for equity.

Australian Premier Finance Holdings Limited ("AHP") completed the acquisition of Australian Premier Finance Company Limited ("APF") on 8 March 2010, through acquiring 100% of their shares. The purchase price was paid for by the issues of AHP shares to the value of \$1.8m.

Under Australian Accounting Standards, the above transaction is considered to be a "reverse asset acquisition". In accordance with the principles of AASB 3 "Business Combinations" and AASB 127 "Consolidated Financial Statements" the accounting acquirer in the transaction was Australian Premier Finance Company Limited ("APF") as APF holds a controlling interest in AHP. The accounting acquiree was considered to be Australian Premier Finance Holdings Limited ("AHP"). These designations are despite AHP being the legal parent of APF.

As a result, the financial report reflects the consolidated financial performance and position of APF for the financial years ended 30 June 2009 and 30 June 2010. The current period's Consolidated Income Statement includes the financial performance of AHP from 8 March 2010 to 30 June 2010.

The cost of the reverse asset acquisition has been determined by reference to the fair value of the equity that APF would have issued to AHP shareholders at transaction date to give AHP shareholders the same percentage ownership in the Group. Based on the business valuation performed by William Buck, the APF business has a fair value of \$1.2m to \$1.8m. The pre transaction AHP shareholders hold approximately 10% of the post transaction equity of the Group. Applying this requirement to the maximum value above would equate a fair value of the consideration provided of \$180,000. At transaction date, the net assets of AHP were \$678 following the disposal of the marketing and distribution business.

As noted previously, although the transaction represents a reverse asset acquisition transaction, it does not technically meet the definition of a business combination under AASB 3 "Business Combinations". This is due to AHP being a listed shell company following its disposal of the marketing and distribution business. A listed shell company does not constitute a business as defined by AASB 3, as there are no integrated activities or assets of AHP to be acquired by APF. Whilst the transaction represents a 'reverse asset acquisition', which is outside the scope of AASB 3, the principles of AASB 3 with regard to reverse acquisition accounting are applicable to the implementation of an appropriate accounting policy for the transaction.

The requirement to determine the transaction's fair value of the consideration remains. However, because the transaction is not a business combination, no goodwill or other intangible asset is recognised for the difference between the consideration and the fair value of assets acquired. This difference is reflected as an Acquisition Reserve as follows:

Fair Value of consideration transferred	\$180,000
Fair Value of AHP at Transaction date	<u>(\$678)</u>
Excess of consideration over Fair Value of assets deemed acquired (Acquisition Reserve)	<u>\$179,322</u>

A description of each event since the end of the current period which has had a material effect and is not related to matters already reported, with financial effect quantified (if possible). In a half yearly report, provide explanatory comments about any seasonal or irregular factors affecting operations (as per paragraphs 16(b), 16(b) and Aus 16.1 of AASB 134: Interim Financial Reporting)

There has not been any event subsequent to 30 June 2010 which has had a material effect.

Any other factors which have affected the results in the period, or which are likely to affect results in the future, including those where the effect could not be quantified.

There has not been any factor which has materially affected the results in the period to 30 June 2010 or which may materially affect the future results.

Franking credits available and prospects for paying fully or partly franked dividends for at least the next year

The number of franking credits available is 1,244,354. The extent to which any dividends are franked cannot be readily determined without knowing the extent of future dividends payable.

Changes in accounting policies, estimation methods and measurement bases since the last annual report are disclosed as follows.

(Disclose changes in the half yearly statement in accordance with paragraph 16(a) of AASB 134: Interim Financial Reporting. Disclose changes in the preliminary final statement in accordance with paragraphs 28-29 of 108: Accounting Policies, Changes in Accounting Estimates and Errors.)

N/a

An issuer shall explain how the transition from previous GAAP to Australian equivalents to IFRS' affected its reported financial position, financial performance and cash flows. (as per paragraph 38 of AASB 1: First-time Adoption of Australian Equivalents to International Financial Reporting Standards)

N/a

Revisions in estimates of amounts reported in previous periods. For half yearly reports the nature and amount of revisions in estimates of amounts reported in previous annual reports if those revisions have a material effect in this half year (as per paragraph 16(d) of AASB 134: Interim Financial Reporting)

N/a

Changes in contingent liabilities or assets. For half yearly reports, changes in contingent liabilities and contingent assets since the last annual report (as per paragraph 16(j) of AASB 134: Interim Financial Reporting)

N/a

The nature and amount of items affecting assets, liabilities, equity, profit or loss, or cash flows that are unusual because of their nature, size or incidence (as per paragraph 16(c) of AASB 134: Interim Financial Reporting)

There were no unusual items incurred during the year due to their nature, size or incidence.

Effect of changes in the composition of the entity during the interim period, including business combinations, acquisition or disposal of subsidiaries and long-term investments, restructurings and discontinued operations (as per paragraph 16(i) of AASB 134: Interim Financial Reporting)

N/a

Annual meeting

(Preliminary final statement only)

The annual meeting will be held as follows:

Place	Whittens Solicitors, 137 - 139 Bathurst Street Sydney NSW 2000
Date	23 November 2010, 11am
Time	23 November 2010, 11am
Approximate date the annual report will be available	30 September 2010

Compliance statement

1. This statement has been prepared under accounting policies which comply with accounting standards as defined in the *Corporations Act* or other standards acceptable to the Exchange (see note 13).

Identify other standards used

n/a

2. This statement, and the financial statements under the *Corporations Act* (if separate), use the same accounting policies.
3. This statement does/does not* (*delete one*) give a true and fair view of the matters disclosed (see note 2).
4. This statement is based on financial statements to which one of the following applies:

<input type="checkbox"/> The financial statements have been audited.	<input type="checkbox"/> The financial statements have been subject to review by a registered auditor (or overseas equivalent).
<input checked="" type="checkbox"/> The financial statements are in the process of being audited or subject to review.	<input type="checkbox"/> The financial statements have <i>not</i> yet been audited or reviewed.
5. If the accounts have been or are being audited or subject to review and the audit report is not attached, details of any qualifications are attached/will follow immediately they are available* (*delete one*). (*Half yearly statement only - the audit report must be attached to this statement if the statement is to satisfy the requirements of the Corporations Act.*)
6. The issuer has/does not have* (*delete one*) a formally constituted audit committee.

Sign here: 
(Director/Company secretary)

Date: 13.9.10

Print name: W. R. ADSITT

Notes

1. **For announcement to the market** The percentage changes referred to in this section are the percentage changes calculated by comparing the current period's figures with those for the previous corresponding period. Do not show percentage changes if the change is from profit to loss or loss to profit, but still show the amount of the change up or down. If changes in accounting policies or procedures have had a material effect on reported figures, do not show either directional or percentage changes in profits. Explain the reason for the omissions in the note at the end of the announcement section. *Issuers* are encouraged to attach notes or fuller explanations of any significant changes to any of the items in page 1. The area at the end of the announcement section can be used to provide a cross reference to any such attachment.
2. **True and fair view** If this statement does not give a true and fair view of a matter (for example, because compliance with an Accounting Standard is required) the *issuer* must attach a note providing additional information and explanations to give a true and fair view.
3. **Consolidated statement of financial performance**
 - Item 1.1 The definition of "revenue" is set out in *AASB 118: Revenue*
 - Item 1.6 This item refers to the total tax attributable to the amount shown in *item 1.5*. Tax includes income tax and capital gains tax (if any) but excludes taxes treated as expenses from ordinary activities (eg. fringe benefits tax).
4. **Income tax** If the amount provided for income tax in this statement differs (or would differ but for compensatory items) by more than 15% from the amount of income tax *prima facie* payable on the profit before tax, the issuer must explain in a note the major items responsible for the difference and their amounts. The rate of tax applicable to the franking amount per dividend should be inserted in the heading for the column "Franking rate applicable" for items in *section 9*.
5. **Consolidated statement of financial position**

Format The format of the consolidated statement of financial position should be followed as closely as possible. However, additional items may be added if greater clarity of exposition will be achieved, provided the disclosure still meets the requirements of *AASB 134: Interim Financial Reporting*, and *AASB 101: Presentation of Financial Statements*. Banking institutions, trusts and financial institutions may substitute a clear liquidity ranking for the Current/Non-Current classification.

Basis of revaluation If there has been a material revaluation of non-current assets (including investments) since the last annual report, the *issuer* must describe the basis of revaluation adopted. The description must meet the requirements of *AASB 116: Property, Plant and Equipment*. If the *issuer* has adopted a procedure of regular revaluation, the basis for which has been disclosed and has not changed, no additional disclosure is required.
6. **Consolidated statement of cash flows** For definitions of "cash" and other terms used in this statement see *AASB 107: Cash Flow Statements*. *Issuers* should follow the form as closely as possible, but variations are permitted if the *directors* (in the case of a trust, the management company) believe that this presentation is inappropriate. However, the presentation adopted must meet the requirements of *AASB 107*.
7. **Net tangible asset backing** Net tangible assets are determined by deducting from total tangible assets all claims on those assets ranking ahead of the ordinary *securities* (i.e. all liabilities, preference shares, outside equity interests, etc). Mining *issuers* are *not* required to state a net tangible asset backing per ordinary *security*.
8. **Gain and loss of control over entities** The gain or loss must be disclosed if it has a material effect on the consolidated financial statements. Details must include the contribution for each gain or loss that increased or decreased the *issuer's* consolidated operating profit

(loss) after tax by more than 5% compared to the previous corresponding period.

9. **Equity accounting** If an *issuer* adopts equity accounting, no comparative equity accounting figures are required in the first period following its adoption.
10. **Rounding of figures** This statement anticipates that the information required is given to the nearest \$1,000. However, an *issuer* may report exact figures, if the \$A'000 headings are amended. If an *issuer* qualifies under ASIC Class Order 98/0100 dated 15 July 2004, it may report to the nearest million dollars, or to the nearest \$100,000, if the \$A'000 headings are amended.
11. **Comparative figures** Comparative figures are to be presented in accordance with AASB 101: *Presentation of Financial Statements* or AASB 134: *Interim Financial Reporting* as appropriate and are the unadjusted figures from the last annual or half year report as appropriate. However, if the previously reported figures are adjusted to achieve greater comparability, in accordance with an accounting standard or other reason, a note explaining the adjustment must be included with this statement. If no adjustment is made despite a lack of comparability, a note explaining the position should be attached.
12. **Additional information** An *issuer* may disclose additional information about any matter, and must do so if the information is material to an understanding of the financial statements. The information may be an expansion of the material contained in this statement, or contained in a note attached to the statement. The requirement under the listing rules for an *issuer* to complete this statement does not prevent the *issuer* issuing statements more frequently. Additional material lodged with the ASIC under the *Corporations Act* must also be given to the *Exchange*. For example, a *directors'* report and declaration, if lodged with the ASIC, must be given to the *Exchange*.
13. **Accounting Standards** the *Exchange* will accept, for example, the use of International Accounting Standards for *foreign issuers*. If the standards used do not address a topic, the Australian standard on that topic (if one exists) must be complied with.
14. **Borrowing corporations** This statement may be able to be used by an *issuer* required to comply with the *Corporations Act* as part of its half yearly financial statements if prepared in accordance with Australian Accounting Standards.
15. **Details of expenses** AASB 101: *Presentation of Financial Statements* requires disclosure of expenses according to either their nature or function. For foreign entities, there are similar requirements in other accounting standards accepted by the *Exchange*. *Issuers* must disclose details of expenses using the layout (by nature or function) employed in their accounts.

The information in *items 7.1 - 7.2* may be provided in an attachment to Appendix 3

Relevant items AASB 101: *Presentation of Financial Statements* requires the separate disclosure of specific revenues and expenses which are of a size, nature or incidence that disclosure is *relevant*, as defined in AASB 101, in explaining the financial performance of the *issuer*. There is an equivalent requirement in AASB 134: *Interim Financial Reporting*. For foreign entities, there are similar requirements in other accounting standards accepted by the *Exchange*.

16. **Dollars** If reporting is not in A\$, all references to \$A must be changed to the reporting currency. If reporting is not in thousands of dollars, all references to "000" must be changed to the reporting value.

7. **Discontinuing operations**

Entities must either provide a description of any significant activities or events relating to discontinuing operations equivalent to that required by *paragraph 7.5 (g) of AASB 134: Interim Financial Reporting*, or, the details of discontinuing operations they are required to disclose in their accounts in accordance with AASB 5: *Non-current Assets for Sale and Discontinued*

Operations

In any case, the information may be provided as an attachment to this Appendix 3