

FORM: Half yearly/preliminary final report

Name of issuer

Hamilton Securities Limited

ACN or ARBN

138 270 201

Half yearly
(tick)

Preliminary
final (tick)

Half year/financial year ended
('Current period')

30th June 2012

For announcement to the market

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

				\$A
Operating Revenue (item 1.1)	DOWN	36%	To	9,109
Operating loss before abnormal items and tax	UP	14%	To	(49,427)
Operating loss for the period after tax but before minority equity interests (item 1.9)	UP	14%	To	(49,427)
Loss for the period attributable to security holders (item 1.11)	UP	14%	To	(49,427)
Income Distributions		Current period	Previous corresponding period	
Short details of any bonus or cash issue or other item(s) of importance not previously released to the market:				

Annual meeting
(Preliminary final statement only)

The annual meeting will be held as follows:

Place

Date

Time

Approximate date the annual report will be available

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

--

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:

- The financial statements have been audited. The financial statements have been subject to review by a registered auditor (or overseas equivalent).
- The financial statements are in the process of being audited or subject to review. The financial statements have *not* 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:

Date: 13 Sept 2012

.....
(Director/Company secretary)

Print name: Steven Paul

HAMILTON SECURITIES LIMITED

ABN 59 138 270 201

ANNUAL REPORT 2012

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Hamilton Securities Limited

CORPORATE GOVERNANCE STATEMENT

The board has the responsibility of ensuring that the company is properly managed so as to protect and enhance shareholders interests in a manner that is consistent with the company's responsibility to meet its obligations to all parties with which it interacts. To this end, the board has adopted what it believes to be appropriate corporate governance policies and practices having regard to its size and nature of activities.

The main corporate governance policies are summarised below.

Appointment and Retirement of Non-Executive Directors

It is the Board's policy to determine the terms and conditions relating to the appointment and retirement of non-executive directors on a case by case basis and in conformity with the requirements of the Listing Rules and the Corporations Act.

Directors Access to Independent Professional Advice

It is the Board's policy that any committees established by the Board should:

- Be entitled to obtain independent professional or other advice at the cost of the Company, unless the Board determines otherwise.
- Be entitled to obtain such resources and information from the Company including direct access to employees of and advisers to the Company as they might require.
- Operate in accordance with the terms of reference established by the Board.

Audit Committee

The Audit Committee meets with the external auditors at least once a year. This committee addresses the financial and compliance oversight responsibilities of the Board. The specific activities include assessing and monitoring:

- The adequacy of the Company's internal controls and procedures to ensure compliance with all applicable legal obligations.
- The adequacy of the financial risk management processes.
- The appointment of the external auditor, any reports prepared by the external auditor and liaising with the external auditor.

Hamilton Securities Limited

DIRECTORS' REPORT

Your directors present their report on the Company for the financial year ended 30 June 2012. In order to comply with the provisions of the Corporations Act 2001, the directors report as follows:

Directors

The names of directors in office at any time during or since the end of the year are:

Steven Shane Pritchard
Giles Cameron Craig
Frederick Raymond Woollard
Gordon Bradley Elkington

Company Secretary

Melanie Holmes has held the position of company secretary for the whole of the financial year. She holds a Bachelor of Commerce degree from the University of Newcastle and is a member of CPA Australia.

Principal Activities

The principal activity of the Company during the financial year was investing in distressed debt opportunities.

Operating Results

The Company incurred a net operating loss for the year of \$49,427 (2011: loss of \$43,294).

Dividends Paid or Recommended

No dividends have been paid since the date of incorporation and the directors do not recommend the payment of a dividend.

Review of Operations

The company's performance has been disappointing. Hamilton lost \$49,427 last year and its shares have been trading at 35 cents, compared with their issue price of \$1.00 in 2009. However the board believes that Hamilton's future is brighter than its share price would suggest.

Hamilton was formed in 2009 to invest in distressed debt and frozen funds. We believed that we could add value for investors in frozen securities by providing liquidity where none existed, and by taking an activist role in relation to the securities. Individual investors often feel that they have little power to influence how their investments are run, but collectively they can wield a lot of power. Hamilton was formed, in part, to bridge that gap, and to create value for investors trapped in difficult situations as well as for Hamilton shareholders.

Background to Timbercorp Orchard Trust ("TOT") investment

TOT was a 45% affiliate of Timbercorp, which collapsed in March 2009. TOT's main assets were a substantial citrus and wine grape property called Kangara, and a table grape property called Bella Vista. These properties were both leased to Timbercorp, which sublet part of each property to "growers" who believed that they owned trees on the properties. The collapse of Timbercorp meant that TOT lost its sole source of revenue, the rent from Timbercorp, and was no longer able to pay the interest on its debentures. As Hamilton was being formed, we had discussions with the manager of TOT about using Hamilton to recapitalise TOT and prevent its collapse. Unfortunately, these discussions were unsuccessful, and TOT entered receivership on 22 October 2009.

In December 2009, Hamilton launched a takeover bid for TOT debentures, offering 30 Hamilton shares for each debenture. We believed that our offer would be well received by debenture holders, as it offered liquidity for an asset that might otherwise be unsaleable for many years. It also afforded debenture holders a continuing exposure to the same underlying asset. We also believed that we would be better placed than individual debenture holders to ensure that value was preserved in the course of the insolvency process.

There are two main reasons that insolvency often causes losses for creditors.

- (1) Most obviously, a sale of assets by a receiver is likely to generate a lower return than a sale in more normal circumstances.
- (2) Insolvency practitioners are very expensive and tend to employ other high-priced professionals such as lawyers and accountants to assist them. The costs are magnified when various creditor groups also employ lawyers to fight over the carcass.

In TOT's case both factors were present.

- (1) The underlying assets were sold for about \$30 million in total. We believe that this price represents a premium of only \$5-10 million above the value of the associated water rights, yet several tens of millions of dollars had been spent developing the assets. We suspect that Kangara alone is capable of making several million dollars a year profit once the trees reach maturity.

Hamilton Securities Limited

DIRECTORS' REPORT

- (2) An additional problem for TOT was a "first right of refusal" over Kangara held by the property's managers, which meant that, in reality, there was only one buyer for Kangara. Being a forced seller with only one possible buyer is not a good position to be in. If a way could have been found to keep TOT alive, this problem could almost certainly have been avoided.
- (3) In the three years since receivers were appointed to TOT, \$7 million has been spent, mostly on fees for the receivers and lawyers. At least another \$0.5 million is expected to be spent before the debenture holders see any money.

Although Hamilton acquired 12% of the debentures under the takeover bid, our negotiating position was not as strong as we would have hoped. We proposed a number of alternative approaches to the fire sale process (including a debt for equity swap which could have been achieved cost effectively), but we were not in a position to drive through a restructure.

We were not prepared to run the risk of incurring substantial costs in trying to force a restructure where we would only get 12% of the benefit if we were successful.

We believe that the realisation of the TOT assets underlines the shortcomings of the Australian administration process, where many parties fall back on a defined process which makes developing and implementing a creative and commercial solution extremely difficult. The result of this is that investors usually see much of the value of their investments dissipated in the process.

Outlook for TOT Debentures

Following the sale of the properties for \$30 million, and the \$7 million expenses, there remains about \$23 million held in a trust account awaiting apportionment between the debenture holders and the growers.

This apportionment will be done either by negotiation or, more likely, a court ruling. Following a court decision in a similar case and our examination of various legal documents, we believe that the growers are unlikely to receive any of the \$23 million. However, this is not certain, and at this stage we do not know how long it will take for the matter to be finalised or what it might cost.

Outlook for Hamilton Securities

Unfortunately, Hamilton has become trapped in exactly the quagmire we were formed to save creditors from. We pride ourselves on running one of the most frugal listed companies in Australia, but are upset that we were unable to stop the egregious \$7m in fees that have been charged at TOT. This is because our 12% holding in the debentures was not enough to stop this waste.

In the event that the \$23 million realised from the sale of the properties goes entirely to the debenture holders, we estimate they will receive about \$39 per debenture (compared with the \$100 face value of the debentures). Hamilton would then have net assets of about \$2.8 million, or about \$1.11 per fully diluted share.

Until there is a resolution of the TOT matter we will continue to closely monitor developments at TOT, and to take any action which is available to enhance the value of Hamilton shares.

During the year, Hamilton bought back 6.5% of its shares, and has been the principal buyer of the stock. The company has therefore been benefiting from its low share price. We expect that we will continue buying back shares if we can do so at a price that adds value for remaining shareholders.

We always knew that the resolution of TOT would be a protracted process. Despite the poor results so far, we remain cautiously optimistic that the eventual outcome will deliver a positive return for our shareholders.

After Balance Date Events

There have been no other activities which significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in the future.

Future Developments, Prospects and Business Strategies

The Company will continue to pursue its investment objectives for the long-term benefit of members. This will require the continued review of the investment strategy that is in place and may from time to time require some changes to that strategy.

We do not believe it is possible or appropriate to make a prediction on the future course of markets or the performance of our investments. Accordingly, we do not provide a forecast of the likely results of our activities.

Environmental Issues

The company's operations are not regulated by any significant environmental regulation under the law of the Commonwealth or any state.

Hamilton Securities Limited

DIRECTORS REPORT

Information on Directors

Steven Shane Pritchard	—	Chairman (Executive)
Qualifications	—	Bachelor of Commerce, Certified Practising Accountant, Registered Tax Agent, Fellow Taxation Institute of Australia, Graduate Diploma Applied Finance and Investment, and Fellow of Financial Services Institute of Australasia
Experience	—	Board member and Chairman since 14 July 2009
Interest in Shares and Options	—	12,800 A Class Shares, 38,200 B Class Shares and 88,653 B Class Options in Hamilton Securities Limited
Special Responsibilities	—	Member of the Audit Committee
Directorships held in other listed entities	—	Current director of Florin Mining Investment Company Limited (since 29 September 2004), Illuminator Investment Company Limited (since 22 December 2003), Pritchard Equity Limited (since 10 May 2002) and Winpar Holdings Limited (since 4 July 2004)
Giles Cameron Craig	—	Executive Director
Qualifications	—	Bachelor of Science (Economics) Hons, Fellow of the Institute of Chartered Accountants in England and Wales
Experience	—	Board member since 14 July 2009
Interest in Shares and Options	—	11,000 A Class Shares, 34,000 B Class Shares and 92,740 B Class Options in Hamilton Securities Limited
Special Responsibilities	—	None
Directorships held in other listed entities	—	None
Frederick Raymond Woollard	—	Executive Director
Qualifications	—	Bachelor of Economics and Fellow of Financial Services Institute of Australasia
Experience	—	Board member since 14 July 2009
Interest in Shares and Options	—	298,110 A Class Shares, 222,800 B Class Shares and 403,898 B Class Options in Hamilton Securities Limited
Special Responsibilities	—	Member of the Audit Committee
Directorships held in other listed entities	—	Director of RuralAus Investments Limited since 11 March 2008.
Gordon Bradley Elkington	—	Executive Director
Qualifications	—	Bachelor of Science (Honours), Master of Science, Doctor of Philosophy, Master of Laws
Experience	—	Board member since 14 July 2009
Interest in Shares and Options	—	10,000 B Class Shares and 53,185 B Class Options in Hamilton Securities Limited
Special Responsibilities	—	Member of the Audit Committee
Directorships held in other listed entities	—	Director of Pritchard Equity Limited (since 12 December 2005), Stokes (Australasia) Limited (since 24 April 2003), and Winpar Holdings Limited (since 1994)

Hamilton Securities Limited

REMUNERATION REPORT

This report details the nature and amount of remuneration for each director of Hamilton Securities Limited, and for the executives receiving the highest remuneration.

Remuneration policy

All issues in relation to remuneration of both Executive Directors and Non-Executive Directors are dealt with by the board of the Company.

The constitution of Hamilton Securities Limited requires approval by the shareholders in general meetings of a maximum amount of remuneration per year to be allocated between Non-Executive Directors as they determine. In proposing the maximum amount for consideration in general meeting, and in determining the allocation, the Board takes account of the time demands made on Directors, together with such factors as the general level of fees paid to Directors. The amount of remuneration currently approved by shareholders for Non-Executive Directors is a maximum of \$200,000 per annum.

Non-Executive Directors hold office until such time as they retire, resign or are removed from office under the terms set out in the constitution of the Company.

Non-Executive Directors do not receive any performance based remuneration.

Details of remuneration for year ended 30 June 2012

The Company has four executives, all of whom are Directors of the Company.

Details of the remuneration for each Director of the Company was as follows:

2012	Salary & Fees	Superannuation Contributions	Other	Total
	\$	\$	\$	\$
Steven Pritchard	-	-	-	-
Giles Craig	-	-	-	-
Frederick Woollard	-	-	-	-
Gordon Elkington	-	-	-	-
	-	-	-	-

Meetings of Directors

During the financial year, four meetings of directors (including committees) were held. Attendances were:

	DIRECTORS MEETINGS		AUDIT COMMITTEE MEETINGS	
	Number eligible to attend	Number attended	Number eligible to attend	Number attended
Steven Shane Pritchard	3	3	1	1
Giles Cameron Craig	3	3	1	1
Frederick Raymond Woollard	3	3	1	1
Gordon Bradley Elkington	3	3	1	1

Shareholdings – A Class Shares

Number of shares held by directors

	Balance 01.07.11	Received as Remuneration	Options Exercised	Net Change Other*	Balance 30.06.12
Steven Pritchard	12,800	-	-	-	12,800
Giles Craig	11,000	-	-	-	11,000
Fred Woollard	298,110	-	-	-	298,110
Gordon Elkington	-	-	-	-	-
Total	321,910	-	-	-	321,910

Hamilton Securities Limited

REMUNERATION REPORT

Shareholdings – B Class Shares

Number of shares held by directors

	Balance 01.07.11	Received as Remuneration	Options Exercised	Net Change Other*	Balance 30.06.12
Steven Pritchard	38,200	-	-	-	38,200
Giles Craig	34,000	-	-	-	34,000
Fred Woollard	222,800	-	-	-	222,800
Gordon Elkington	10,000	-	-	-	10,000
Total	305,000	-	-	-	305,000

Shareholdings – B Class Options

Number of options held by directors

	Balance 01.07.11	Received as Remuneration	Options Exercised	Net Change Other*	Balance 30.06.12
Steven Pritchard	88,653	-	-	-	88,653
Giles Craig	92,740	-	-	-	92,740
Fred Woollard	403,898	-	-	-	403,898
Gordon Elkington	53,185	-	-	-	53,185
Total	638,476	-	-	-	638,476

* Net change other refers to shares/options purchased or sold during the financial year.

Options

At the date of this report, the company had 997,496 B Class options outstanding.

Indemnifying Officers or Auditor

No indemnities have been given or insurance premiums paid, during or since the end of the financial year, for any person who is or has been an officer or auditor of the Company.

Proceedings on Behalf of Company

No person has applied for leave of Court to bring proceedings on behalf of the company or intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or any part of those proceedings. The company was not a party to any such proceedings during the year.

Auditor's Independence Declaration

The lead auditor's independence declaration for the year ended 30 June 2012 has been received and can be found on page 7 of the annual report.

Signed in accordance with a resolution of the Board of Directors.



Steven Shane Pritchard

Director

13 September 2012

**AUDITOR'S INDEPENDENCE DECLARATION
TO THE DIRECTORS OF HAMILTON SECURITIES LIMITED**

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of Hamilton Securities Limited.

As lead audit partner for the audit of Hamilton Securities Limited financial statements for the year ended 30 June 2012, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- i. the independence requirements of the Corporations Act 2001 in relation to the audit; and
- ii. any applicable code of professional conduct in relation to the audit.



FORSYTHES ASSURANCE & RISK



MJ Matthews
Partner
Chartered Accountants
Newcastle, 13 September 2012

Hamilton Securities Limited

STATEMENT OF COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 30 JUNE 2012

	Note	30.06.12	30.06.11
		\$	\$
Income from deposits		9,109	14,285
Total income from ordinary activities	2	9,109	14,285
Administration expenses	3	(58,536)	(57,579)
Operating loss before income tax		(49,427)	(43,294)
Income tax expense relating to ordinary activities		-	-
Loss attributable to members of the company		(49,427)	(43,294)
Other comprehensive income for the financial year		-	-
Total comprehensive income for the financial year		(49,427)	(43,294)
 Overall operations			
Basic earnings per share (cents per share)	10	(2.06)	(1.68)
Diluted earnings per share (cents per share)	10	(2.06)	(1.68)

The accompanying notes form part of these financial statements.

Hamilton Securities Limited

STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2012

	Note	30.06.12	30.06.11
		\$	\$
ASSETS			
Cash and cash equivalents	5	140,340	240,107
Trade and other receivables	6	1,729	1,059
Financial assets	7	2,209,534	2,209,534
TOTAL ASSETS		2,351,603	2,450,700
LIABILITIES			
Trade and other payables	8	22,725	14,170
TOTAL LIABILITIES		22,725	14,170
NET ASSETS		2,328,878	2,436,530
EQUITY			
Issued capital	9	2,466,842	2,525,067
Accumulated losses		(137,964)	(88,537)
TOTAL EQUITY		2,328,878	2,436,530

The accompanying notes form part of these financial statements.

Hamilton Securities Limited

STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 30 JUNE 2012

	Issued capital	(Accumulated losses)	Total
	\$	\$	\$
Balance at 01.07.2010	2,595,743	(45,243)	2,550,500
Loss for the period	-	(43,294)	(43,294)
Total comprehensive income for the period	-	(43,294)	(43,294)
Shares bought back	(70,676)	-	(70,676)
Balance at 30.06.2011	2,525,067	(88,537)	2,436,530
Balance at 01.07.2011	2,525,067	(88,537)	2,436,530
Loss for the period	-	(49,427)	(49,427)
Total comprehensive income for the period	-	(49,427)	(49,427)
Shares bought back	(58,225)	-	(58,225)
Balance at 30.06.2012	2,466,842	(137,964)	2,328,878

The accompanying notes form part of these financial statements.

Hamilton Securities Limited

STATEMENT OF CASH FLOWS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2012

		30.06.12	30.06.11
	Note	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES			
Interest received		8,695	14,285
Payments to suppliers		(61,544)	(55,665)
Bank charges		(384)	(224)
Withholding tax received		-	133
Other receipts		5,416	-
Net cash used in operating activities	13	(47,817)	(41,471)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases to acquire financial assets		-	-
Net cash used in investing activities		-	-
CASH FLOWS FROM FINANCING ACTIVITIES			
Payment for buy back of shares		(51,950)	(70,676)
Net cash used in financing activities		(51,950)	(70,676)
Net decrease in cash held		(99,767)	(112,147)
Cash at beginning of period		240,107	352,254
Cash at end of period	5	140,340	240,107

The accompanying notes form part of these financial statements.

Hamilton Securities Limited
NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2012

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation of the Financial Statements

The financial statements are general purpose financial statements which have been prepared in accordance with the Corporations Act 2001 and Accounting Standards and Interpretations, and comply with other requirements of the law.

Accounting Standards include Australian equivalents to International Financial Reporting Standards (A-IFRS). Compliance with A-IFRS ensures that the financial statements and notes of the company comply with International Financial Reporting Standards (IFRS).

All amounts are presented in Australian dollars unless otherwise noted.

The financial statements were authorised for issue by the directors on 13 September 2012.

Basis of Preparation

Reporting Basis and Conventions

Adoption of new and revised Accounting Standards

Hamilton Securities Limited has not applied any Australian Accounting Standards or AASB interpretations that have been issued at balance date but are not yet operative for the year ended 30 June 2012 ("the inoperative standards"). The inoperative standards are outlined below.

- AASB 13 '*Fair Value Measurement*' and AASB 2011-8 '*Amendments to Australian Accounting Standards arising from AASB 13*' (effective date 1 January 2013).
- AASB 2011-4 '*Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements*' (effective date 1 July 2013).
- AASB 2011-9 '*Amendments to Australian Accounting Standards – Presentation of Items of Other Comprehensive Income*' (effective date 1 July 2012).

The adoption of the various Australian Accounting Standards and Interpretations in issue but not yet effective will not impact the company's accounting policies. However, the pronouncements will result in changes to information currently disclosed in the financial statements. The company does not intend to adopt any of these pronouncements before their effective dates.

The financial statements are prepared using the valuation methods described below for holdings of securities. All other items have been treated in accordance with the historical cost convention.

(a) Financial Assets

The Financial Assets held by the company consist of securities acquired for the purpose of making a profit from their sale or disposal.

Increments and decrements on the value of securities are taken to profit or loss through the Statement of Comprehensive Income.

(b) Income from securities holdings

Distributions relating to listed securities are recognised as income when those securities are quoted on an ex-distribution basis and distributions relating to unlisted securities are recognised as income when received. If the distributions are capital returns on ordinary securities the amount of the distribution is treated as an adjustment

(c) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, and other short-term highly liquid investments, which are subject to an insignificant risk of changes in value and have a maturity of three months or less at the date of acquisition.

Hamilton Securities Limited

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2012

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Taxation

The company adopts the liability method of tax-effect accounting where the income tax expense is based on the profit from ordinary activities adjusted for any non-assessable or disallowed items.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the income statement except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the economic entity will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

(e) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

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

(f) Financial instruments issued by the company

Debt and equity instruments are classified as either liabilities or as equity in accordance with substance of the contractual agreements. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the company are recorded as the proceeds received, net of direct issue costs.

(g) Share capital

A and B Class shares are classified as equity. Incremental costs directly attributable to the issue of A and B Class shares and share options are recognised as a deduction from equity, net of any tax effects.

(h) Initial public offer costs

The costs incurred in the establishment of the Company and its subsequent public offerings have been charged directly against issued capital.

(i) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting used by the chief operating decision-maker. The Board has been identified as the chief operating decision-maker, as it is responsible for allocating resources and assessing performance of the operating segments.

(j) Critical Accounting Estimates and Judgements

The preparation of financial reports in conformity with AIFRS requires the use of certain critical accounting estimates. This requires the Board and management to exercise their judgement in the process of applying the Company's accounting policies.

The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. In accordance with AASB 9 the fair value of the company's Financial Assets have in the absence of an active market for those assets been determined by the directors.

Apart from this, there are no key assumptions or sources of estimation uncertainty that have a risk of causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period.

Hamilton Securities Limited
NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2012

30.06.12 30.06.11
\$ \$

NOTE 2: OPERATING PROFIT BEFORE INCOME TAX EXPENSE

Income from deposits

Interest received	9,109	14,285
Total income from deposits	9,109	14,285
Total revenue	9,109	14,285

NOTE 3: ADMINISTRATION EXPENSES

Accountancy fees	21,494	19,371
Auditor's remuneration	8,210	7,600
Share registry fees	8,680	14,651
Other expenses	20,152	15,957
Total administration expenses	58,536	57,579

NOTE 4: TAXATION

Deferred tax assets not brought to account, the benefits of which will only be realised if the conditions of deductibility set out in Note 1(d) occur

- operating losses	160,993	97,710
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NOTE 5: CASH AND CASH EQUIVALENTS

Cash at bank	12,733	1,021
Deposits at call	127,607	132,562
Term deposits	-	106,524
	140,340	240,107

All cash investments are invested with Authorised Deposit Taking Institutions. All deposits are guaranteed by the Commonwealth of Australia. The credit risk exposure of the company in relation to cash and cash equivalents is the carrying amount and any unpaid accrued interest.

NOTE 6: TRADE AND OTHER RECEIVABLES

Accrued income	414	-
Goods and services tax refund	1,315	1,059
	1,729	1,059

Receivables are non-interest bearing and unsecured. The credit risk exposure of the company in relation to receivables is the carry amount.

Hamilton Securities Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2012

	30.06.2012	30.06.2011
	\$	\$

NOTE 7: FINANCIAL ASSETS

Measured at fair value through profit or loss	<u>2,209,534</u>	<u>2,209,534</u>
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The financial assets consist solely of 67,940 debentures held in the Timbercorp Orchard Trust. Given the lack of an active market in the debentures, the directors consider that an appropriate carrying value for the debentures is their total cost of acquisition.

NOTE 8: TRADE AND OTHER PAYABLES

Accrued charges	13,950	13,950
Other payables	8,775	220
	<u>22,725</u>	<u>14,170</u>

NOTE 9: ISSUED CAPITAL AND OPTIONS

Movements in issued capital of the company during the financial year were as follows:

Date	Details	A Class Shares	B Class Shares	Price \$	Issued Capital \$
01.07.2011	Balance	1,953,690	520,000	-	2,525,067
Various	Buy back of shares	(145,950)	(16,000)	-	(57,643)
30.06.2012	Balance	<u>1,807,740</u>	<u>504,000</u>	-	<u>2,467,424</u>

All ordinary shares rank equally inter se for all purposes of participation in profits or capital of the company.

A Class shares confer on their holder the right to receive notices, reports and accounts and to attend and speak, but not to vote at general meetings of the Company.

B Class shares confer on their holder the right to receive notices, reports and accounts and to attend and speak and vote at general meetings of the Company.

Changes to the then Corporations Law abolished the authorised capital and par value concept in relation to share capital from 1 July 1998. Therefore, the company does not have a limited amount of authorised capital and does not calculate a par value for issued shares.

Options

Movements in issued B Class options during the financial year were as follows:

Date	Details	B Class Options	Price \$	Issued Capital \$
01.07.2011	Balance	1,003,872	-	-
27.06.2012	Buy back of options	(26,376)	-	(582)
30.06.2012	Balance	<u>977,496</u>	-	<u>(582)</u>

A B Class option entitles the holder to the issue of one B class share upon payment to the company of \$1.00 at any time up to 30 November 2019. As at the reporting date none of the options had been exercised.

Hamilton Securities Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2012

	30.06.2012	30.06.2011
	Number	Number
NOTE 10: EARNINGS PER SHARE		
Weighted average number of ordinary shares used in the calculation of basic earnings per share	2,393,682	2,569,714
Weighted average number of options outstanding	1,003,655	1,003,872
Weighted average number of ordinary shares used in calculation of dilutive earnings per share	2,393,682	2,569,714
	\$	\$
- Loss attributable to members of the company	(49,427)	(43,294)
	Cents	Cents
a. Basic earnings per share	(2.06)	(1.68)
b. Diluted earnings per share	(2.06)	(1.68)

NOTE 11: AUDITOR'S REMUNERATION

Remuneration of the auditor of the company for:	\$	\$
- auditing and reviewing the financial reports	8,210	7,600

NOTE 12: SEGMENT REPORTING

(a) Description of segments

The Board makes the strategic resource allocations for the Company. The Company has therefore determined the operating segments based on the reports reviewed by the Board, which are used to make strategic decisions.

The Board is responsible for the Company's entire portfolio of investments and considers the business to have a single operating segment. The Board's asset allocation decisions are based on a single, integrated investment strategy, and the Company's performance is evaluated on an overall basis.

The Company invests in distressed debt securities and other instruments for the purpose of providing shareholders with attractive investment returns.

(b) Segment information provided to the Board

The internal reporting provided to the Board for the Company's assets, liabilities and performance is prepared on a consistent basis with the measurement and recognition principles of Australian Accounting Standards.

The Board considers the Company's net asset backing per share after tax to be a key measure of the Company's performance.

	Cents	Cents
Net asset backing per share	100.05	98.50

(c) Other Segment Information

The Company is domiciled in Australia and all of the Company's income is derived from Australian entities.

Hamilton Securities Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2012

	30.06.2012	30.06.2011
	\$	\$
NOTE 13: CASH FLOW INFORMATION		
a. Reconciliation of cash flow from operations with loss after income tax		
Loss after income tax	(49,427)	(43,294)
(Increase)/decrease in trade and other receivables	(670)	12,188
Increase)/(decrease) in trade payables and accruals	2,280	(10,365)
Cash flow from operations	(47,817)	(41,471)

NOTE 14: RELATED PARTY TRANSACTIONS

Transactions with related parties:

- Cameron Stockbrokers Limited
 - Brokerage 901 1,020

Giles Craig, Gordon Elkington and Steven Pritchard each of has an interest in the above transactions as directors of Cameron Stockbrokers Limited. Giles Craig, Gordon Elkington and Steven Pritchard are indirect shareholders of Cameron Stockbrokers Limited.
- Newcastle Capital Markets Registries Pty Limited
 - Share registry fees 8,680 8,568

Steven Pritchard is interested in the above transactions as a director and a beneficial shareholder of Newcastle Capital Markets Registries Pty Limited
- Rees Pritchard Pty Limited
 - Accounting fees 21,494 19,371

Steven Pritchard is interested in the above transactions as a director and a beneficial shareholder of Rees Pritchard Pty. Limited
- The directors and their related entities have the following shares and options in Hamilton Securities Limited. Details are as follows.

Director	A Class Shares	B Class Shares	B Class options
Gordon Bradley Elkington	-	10,000	53,185
Giles Cameron Craig	11,000	34,000	92,740
Steven Shane Pritchard	12,800	38,200	88,653
Frederick Raymond Woollard	298,110	222,800	403,898

NOTE 15: DIRECTORS AND EXECUTIVES DISCLOSURE

In accordance with the Corporations Amendments Regulation 2005 (No 4) the company has transferred the disclosure required by AASB 1046 from the notes to the Financial Statements to the Directors' Report under the heading of Remuneration Report.

Hamilton Securities Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2012

NOTE 16: FINANCIAL INSTRUMENTS

(a) Financial Risk Management

Accounting Standards identify three types of risk associated with financial instruments (i.e. the Company's investments, receivables, payables and borrowings):

Credit Risk

This is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

Credit risk is managed as noted in the Notes to the financial statements with respect to cash and trade and other receivables. None of these assets are over-due or considered to be impaired.

Liquidity Risk

This is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities.

The Company monitors its cash-flow requirements and ensures that it has either cash available sufficient to meet any payments.

Market Risk

This is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market price.

The Company seeks to minimise market risk by ensuring that it buys securities at a price which reflects their lack of liquidity and lack of ongoing cashflow.

The Company does not have set parameters as to a minimum or maximum amount of the portfolio that can be invested in a single company or sector.

The Company currently only has one investment, details in respect of which are contained in Note 7.

Interest Rate Risk

This is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company currently has no borrowings and accordingly is not subject to interest rate risk.

Capital Management

It is the Board's policy to maintain a strong capital base as to maintain investors and market confidence.

To achieve this, the Board monitors the Company's net tangible assets, its levels of borrowings and its investment performance.

The Company is not subject to any externally imposed capital requirements.

(b) Fair Value Measurement

The company has adopted the amendment to AASB 7 Financial Instruments: Disclosures which requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
- (b) inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (level 2); and
- (c) inputs for the asset or liabilities that are not based on observable market data (unobservable inputs) (level 3).

	Level 1	Level 2	Level 3	Total
30 June 2012	\$	\$	\$	\$
Financial assets at fair value through profit or loss	-	2,209,534	-	2,209,534
Total	-	2,209,534	-	2,209,534

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The company uses a variety of valuation methods and makes assumptions that are based on market conditions at the end of each reporting period. These instruments are included in level 2, and comprise the company's investment in Timbercorp Orchard Trust debentures.

Hamilton Securities Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2012

NOTE 17: SUBSEQUENT EVENTS

Since 30 June 2012 to the date of this report there has been no event specific to the company of which the directors are aware which has had a material effect on the company or its financial position.

NOTE 18: CONTINGENCIES

At balance date the Directors are not aware of any other material contingent liabilities or contingent assets other than those already disclosed elsewhere in the financial report.

NOTE 19: COMPANY DETAILS

The registered office of Hamilton Securities Limited is:

10 Murray Street,
Hamilton NSW 2303

Hamilton Securities Limited

DIRECTORS' DECLARATION

The directors of the company declare that:

- (a) In the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable;
- (b) in the director' opinion, the attached financial statements and notes thereto are in accordance with the *Corporations Act 2001*, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the company;
- (c) In the directors opinion, the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standard Board; and
- (d) the directors have been given the declarations required by section 259A of the *Corporations Act 2001*.

This declaration is made in accordance with a resolution of the Board of Directors pursuant to s.303 (5) of the *Corporations Act 2001*.



Steven Shane Pritchard

13 September 2012

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF HAMILTON SECURITIES LIMITED**

We have audited the accompanying financial report of Hamilton Securities Limited, which comprises the statement of financial position as at 30 June 2012, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration.

Directors' responsibility for the financial report

The directors of the company are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Act 2001. This responsibility includes establishing and maintaining internal control relevant to the preparation and fair presentation of the 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. In Note 1, the directors also state the financial report complies with International Financial Reporting Standards.

Auditor's responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

Independence

In conducting our audit, we have complied with the independence requirements of the Corporations Act 2001.

Auditor's opinion

In our opinion:

- (a) the financial report of Hamilton Securities Limited is in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of company's financial position as at 30 June 2012 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and
- (b) the financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

Report on the remuneration report

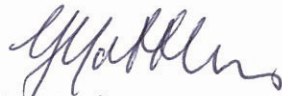
We have audited the remuneration report included in the directors' report for the year ended 30 June 2012. The directors of the company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's opinion

In our opinion the remuneration report of Hamilton Securities Limited for the year ended 30 June 2012, complies with section 300A of the Corporations Act 2001.



FORSYTHES ASSURANCE & RISK



MJ Matthews
Partner
Chartered Accountants
Newcastle, 13 September 2012

Hamilton Securities Limited

STOCK EXCHANGE INFORMATION

Top 20 A Class Shareholders as at 9 August 2012.

Shareholder	Shares	% of Issued
JP Morgan Nominees Australia Limited	297,510	16.46
Mr Aravind Lal Patel and Mrs Dhanlaxmi Patel	108,000	5.97
Merrill Lynch (Australia) Nominees Pty Limited	100,140	5.54
Mr Gerald Dennis Chick and Mr Daniel Patrick Chick	45,000	2.49
Neerac Holdings Pty Limited	45,000	2.49
Longbow Croft Capital Pty Ltd	39,100	2.16
Manikato Pty Limited	30,000	1.66
UBS Wealth Management Australia Nominees Pty Limited	29,910	1.65
Presbyterian Church Boif	24,000	1.33
Mr Loreto Tergsigni and Mrs Giuseppina Tergsigni	24,000	1.33
Mr Kok Tong Yeo and Ms Shirley Tan	22,500	1.24
Mrs Annie Charlotte Neill	20,280	1.12
Netwealth Investments Limited	19,800	1.10
Mr Simon Plunkett	18,450	1.02
Mr Neville Law Brown and Mrs Ann Kingsley Brown	17,100	0.95
Mr Dean Henry Stone and Mrs Carole Julia Stone	16,500	0.91
Mrs Margaret Jean Moore and Mrs Vicki Louise Davies	15,900	0.88
Mr Geoffrey Desmond Hayter and Mrs Carol Anne Hayter	15,450	0.85
Mrs Robyn Margaret Arnott and Mr Paul Lachlan Arnott	15,000	0.83
Herapaki Pty Ltd	15,000	0.83
	918,640	50.81

Number of A ordinary shares held

1 – 1,000
 1,001 – 5,000
 5,001 – 10,000
 10,001 – 100,000
 100,001 and over

Number of Shareholders

51
 124
 47
 30
 3

Hamilton Securities Limited

STOCK EXCHANGE INFORMATION

Top 20 B Class Shareholders as at 9 August 2012.

Shareholder	Shares	% of Issued
JP Morgan Nominees Australia Limited	222,799	44.21
North Shore Custodians Pty Limited	33,999	6.75
ALF Salter Nominees Pty Limited	24,000	4.76
Henley Underwriting & Investment Company Pty Limited	16,000	3.17
Miss Margaret Elizabeth Elkington	12,000	2.38
Miss Rosemary Isabel Elkington	12,000	2.38
Longbow Croft Capital Pty Limited	12,000	2.38
Dr Gordon Bradley Elkington	10,000	1.98
The Pritchard Family Company Pty Limited	9,399	1.86
Mr David Neil Constable	8,000	1.59
Denholm Investments Pty Limited	8,000	1.59
Mrs Pam Elrington and Mr John Elrington	8,000	1.59
Illuminator Investment Company Limited	8,000	1.59
Anthony John Shields	8,000	1.59
Jane Elizabeth Wilkins	8,000	1.59
Winpar Holdings Limited	8,000	1.59
Patricia Yvonne Baxter and Donald Charles Steel	4,000	0.79
Brian John Delaney	4,000	0.79
Donald Steel and Associates Pty Limited	4,000	0.79
Superannuation Nominees Pty Limited	4,000	0.79
	424,197	84.16

Number of B ordinary shares held

1 – 1,000
 1,001 – 5,000
 5,001 – 10,000
 10,001 – 100,000
 100,001 and over

Number of Shareholders

5
 42
 9
 6
 1

Hamilton Securities Limited

STOCK EXCHANGE INFORMATION

Top 20 B Class Option holders as at 9 August 2012.

Option holder	Options	% of Issued
JP Morgan Nominees Australia Limited	403,892	41.32
North Shore Custodians Pty Limited	92,734	9.49
Dr Gordon Bradley Elkington	53,185	5.44
The Pritchard Family Company Pty Limited	41,180	4.21
ALF Salter Nominees Pty Limited	39,555	4.05
Henley Underwriting & Investment Company Pty Limited	26,370	2.70
Miss Margaret Elizabeth Elkington	19,778	2.02
Miss Rosemary Isabel Elkington	19,778	2.02
Longbow Croft Capital Pty Limited	19,778	2.02
Mr David Neil Constable	13,185	1.35
Denholm Investments Pty Limited	13,185	1.35
Mrs Pam Elrington and Mr John Elrington	13,185	1.35
Illuminator Investment Company Limited	13,185	1.35
Anthony John Shields	13,185	1.35
Jane Elizabeth Wilkins	13,185	1.35
Winpar Holdings Limited	13,185	1.35
Pirenz Nominees Pty Limited	10,637	1.09
Patricia Yvonne Baxter and Donald Charles Steel	6,593	0.67
Brian John Delaney	6,593	0.67
Donald Steel and Associates Pty Limited	6,593	0.67
	838,961	85.82

Number of Series 2 options held

1 – 1,000
 1,001 – 5,000
 5,001 – 10,000
 10,001 – 100,000
 100,001 and over

Number of Option holders

4
 37
 6
 16
 1

Hamilton Securities Limited

CORPORATE DIRECTORY

Directors	Steven Pritchard Giles Craig Frederick Woollard Gordon Elkington
Company Secretary	Melanie Holmes
Registered Office	10 Murray Street Hamilton NSW 2303 Telephone 02 4920 2877 Facsimile 02 4920 2878 Email: mail@hamsec.com.au Web: www.hamsec.com.au
Business Office	Level 6 10 Spring Street Sydney NSW 2000 Telephone 02 8223 5100 Facsimile 02 9232 7700
Share Registry	Newcastle Capital Markets Registries Pty Limited 10 Murray Street Hamilton NSW 2303 Telephone 02 4920 2877 Facsimile 02 4920 2878
Stockbrokers	Cameron Stockbrokers Limited Level 6 10 Spring Street Sydney NSW 2000 Telephone 02 8223 5100 Facsimile 02 9232 7700
Auditors	Forsythes Assurance & Risk Level 4, Hunter Mall Chambers 175 Scott Street Newcastle NSW 2300 Telephone 02 4926 2699 Facsimile 02 4929 1435
Solicitors	Baker & McKenzie Level 27, AMP Centre 50 Bridge Street Sydney NSW 1223 Telephone 02 9225 0200 Facsimile 02 9225 1595