FORM: Half yearly/preliminary final report

Name of *issuer*

EDTRIN GROUP LTD

ACN or ARBN	Half yearly (tick)	Preliminary final (tick)	Half year/financial year ended ('Current period')
169 021 256		x	30 June 2016

For announcement to the market

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

					US$,000
Revenue *(item 1.1)*	Up	181	15 %	To	1,381
(Loss) for the period *(item 1.9)*	Down	879	62 %	to	(1,441)
(Loss) for the period attributable to members of the parent *(item 1.11)*	Down	879	62 %	to	(1,441)

Dividends Franking rate applicable:	Current period	Previous corresponding period
Final dividend *(preliminary final report only)(item 10.13-10.14)* Amount per *security* Franked amount per *security*		
Interim dividend *(Half yearly report only) (item 10.11 – 10.12)* Amount per *security* Franked amount per *security*		

Short details of any bonus or cash issue or other item(s) of importance not previously released to the market:

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 - US$'000	Previous corresponding period - US$'000
1.1	Revenues *(item 7.1)*	1,381	1,200
1.2	Expenses, excluding finance costs *(item 7.2)*	2,476	3170
1.3	Finance costs	245	18
1.4	Share of net profits (losses) of associates and joint ventures *(item 15.7)*	0	0
1.5	**Profit (loss) before income tax**	(1,340)	(1,988)
1.6	Income tax expense *(see note 4)*	0	0
1.7	Profit (loss) from continuing operations	(1,340)	(1,988)
1.8	Profit (loss) from discontinued operations *(item 13.3)*	(101)	(332)
1.9	**Profit (loss) for the period**	(1,441)	(2,320)
1.10	Profit (loss) attributable to minority interests	0	0
1.11	**Profit (loss) attributable to members of the parent**	(1,441)	(2,320)
1.12	Basic earnings per *security (item 9.1)*	(2.03)	(5.12)
1.13	Diluted earnings per *security (item 9.1)*	(2.03)	(5.12)
1.14	Dividends per *security (item 9.1)*	0	0

Comparison of half-year profits

(Preliminary final statement only)

		Current period - US$'000	Previous corresponding period - US$'000
2.1	Consolidated profit (loss) after tax attributable to members reported for the 1st half year (*item 1.11* in the half yearly statement)	(356)	(874)
2.2	Consolidated profit (loss) after tax attributable to members for the 2nd half year	(1,085)	(1.446)

Consolidated balance sheet

(See note 5)

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

	Current assets	Current period - US$'000	Previous corresponding period - US$'000
3.1	Cash and cash equivalents	12	4,992
3.2	Trade and other receivables	48	596
3.3	Inventories	0	0
3.4	Other current assets (provide details if material)	0	2
3.5	**Total current assets**	60	5,590
	Non-current assets	0	0
3.6	Available for sale investments	0	0
3.7	Other financial assets	216	0
3.8	Investments in associates	0	0
3.9	Deferred tax assets	0	0
3.10	Exploration and evaluation expenditure capitalised *(see para. 71 of AASB 1022 – new standard not yet finalised)*	0	0
3.11	Development properties *(mining entities)*	0	0
3.12	Property, plant and equipment (net)	8	13
3.13	Investment properties	0	0
3.14	Goodwill	0	0
3.15	Other intangible assets	2,228	3,267
3.16	Other (provide details if material)	0	0
3.17	**Total non-current assets**	2,452	3,280
3.18	**Total assets**	2,512	8,870
	Current liabilities		
3.19	Trade and other payables	900	803
3.20	Short term borrowings	2,746	7,828
3.21	Current tax payable	0	0
3.22	Short term provisions	41	34
3.23	Current portion of long term borrowings	0	0
3.24	Other current liabilities (provide details if material)	0	0
		3,687	8,665
3.25	Liabilities directly associated with non-current assets classified as held for sale *(para 38 of AASB 5)*	0	0
3.26	**Total current liabilities**	3,687	8,665
	Non-current liabilities		

		Current period - US$'000	Previous corresponding period - US$'000
3.27	Long-term borrowings	0	0
3.28	Deferred tax liabilities	0	0
3.29	Long term provisions	63	36
3.30	Other (provide details if material)	0	0
3.31	**Total non-current liabilities**	63	36
3.32	**Total liabilities**	3,750	8,701
3.33	**Net assets**	(1,238)	169
	Equity		
3.34	Share capital	2,238	2,191
3.35	Other reserves	285	298
3.36	Retained earnings	(3,761)	(2,320)
	Amounts recognised directly in equity relating to non-current assets classified as held for sale	0	0
3.37	**Parent interest**	0	0
3.38	**Minority interest**	0	0
3.39	**Total equity**	(1,238)	169

Consolidated statement of changes in equity

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

		Current period – US$'000	Previous corresponding period – US$'000
	Revenues recognised directly in equity:		
	Expenses recognised directly in equity:		
4.1	**Net income recognised directly in equity**		
4.2	**Profit for the period**	(1,441)	(2,320)
4.3	**Total recognised income and expense for the period**		
	Attributable to:		
4.4	Members of the parent	(1,441)	(2,320)
4.5	Minority interest	0	0
	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		
4.7	Minority interest		

Consolidated statement of cash flows
(See note 6)

(as per AASB 107: Cash Flow Statements)

		Current period - $US'000	Previous corresponding period - $US'000
	Cash flows related to operating activities		
5.1	Receipts from customers	1,572	1,055
5.2	Payments to suppliers and employees	(1,154)	(1,985)
5.3	Interest and other costs of finance paid	(28)	(16)
5.4	Income taxes paid	0	0
5.5	Other (provide details if material)	0	0
5.6	**Net cash used in operating activities**	390	(946)
	Cash flows related to investing activities		
5.7	Payments for purchases of property, plant and equipment	(70)	(70)
5.8	Proceeds from sale of property, plant and equipment	0	0
5.9	Payment for purchases of equity investments	(216)	0
5.10	Proceeds from sale of equity investments	0	0
5.11	Loans to other entities	0	0
5.12	Loans repaid by other entities	0	0
5.13	Interest and other items of similar nature received	0	0
5.14	Dividends received	0	0
5.15	Other (provide details if material)	0	0
5.16	**Net cash used in investing activities**	(287)	(70)
	Cash flows related to financing activities		
5.17	Proceeds from issues of securities (shares, options, etc.)	0	1,314
5.18	Proceeds from borrowings	0	5,000
5.19	Repayment of borrowings	(5,000)	(147)
5.20	Dividends paid	0	
5.21	Other (provide details if material)	0	(242)
	Net cash used in business combination		
5.22	**Net cash used in financing activities**	(5,000)	5,925
	Net increase (decrease) in cash and cash equivalents	(4,897)	4,909
5.23	Cash at beginning of period (*see Reconciliations of cash*)	4,909	0
5.24	Exchange rate adjustments to item 5.23	0	0
5.25	**Cash at end of period** (*see* Reconciliation of cash)	12	4,909

Reconciliation of cash provided by operating activities to profit or loss

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

		Current period $US'000	Previous corresponding period $US'000
6.1	**Profit** *(item 1.9)*	(1,441)	(2,320)
	Adjustments for:		
6.2			
6.3	Depreciation / Amortisations	806	762
6.4	Goodwill Impairment	226	0
	Share Based Payments Reserve	114	533
6.5	Decrease Trade & Other Receivables	549	(422)
6.6	Decrease Prepayment	1	(1)
6.7	Increase Trade & Other Payables	101	433
6.8	Increase Employee Benefits	34	69
6.9	Increase/decrease in		
6.10	**Net cash from operating activities** *(item 5.6)*	390	(946)

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 - US$'000	Previous corresponding period - US$'000
	Revenue		
	Rendering of services	1,380	1,105
	Interest	1	1
	Discount on acquisition		94
7.1	Total Revenue	1,381	1200
	Expenses		
	Cost of goods sold	1,051	671
	Corporate and administration expenses	737	1.562
	Marketing and promotion costs	22	110
	Impairment of receivables	416	0
	Other expenses	249	827
	Finance costs	246	18
	Loss after income tax expense from discontinued operations	101	332
7.2	Total Expenses	2,822	3,520
	Profit (loss) before tax	(1,441)	(2,320)

Ratios		**Current period**	**Previous corresponding period**
	Profit before tax / revenue		
8.1	Consolidated profit (loss) before tax *(item 1.5)* as a percentage of revenue *(item 1.1)*	**(104%)**	**(193.3%)**
	Profit after tax / equity interests		
8.2	Consolidated profit (loss) after tax attributable to members *(item 1.11)* as a percentage of equity (similarly attributable) at the end of the period *(item*	**(116%)**	**(1372%)**

3.37)

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:*

Basic earnings per share
Basic earnings per share is calculated by dividing the profit attributable to the owners of Edtrin Group Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial period, adjusted for bonus elements in ordinary shares issued during the financial period.

Weighted average number of ordinary shares used in calculating basic earnings per share 71,119,121 (2015 45,325,780)

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

Weighted average number of ordinary shares used in calculating diluted earnings per share 71,119,121 (2015 45,325,780) for discontinued operations and overall. The partly paid shares were not dilutive because losses were made.

Weighted average number of ordinary shares used in calculating diluted earnings per share 71,119,121 (2015 45,325,780) for continuing operations

Dividends

10.1	Date the dividend is payable	No Dividend payment during the period under review
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)	

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

(Preliminary final report only)

10.4 The *dividend or distribution plan*s shown below are in operation.

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

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

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Dividends paid or provided for on all *securities*

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

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

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

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

Exploration and evaluation expenditure capitalised

To be completed only be 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		
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)		

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		
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)		

Discontinued Operations

(see note 18)

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

		Current period – US$'000	Previous corresponding period – US$'000
13.1	Revenue	210	372
13.2	Expense	302	(704)
13.3	**Profit (loss) from discontinued operations before income tax**	(92)	(332)
13.4	Income tax expense *(as per para 81 (h) of AASB 112)*	(8)	0
13.5	**Gain (loss) on sale/disposal of discontinued operations**	(101)	(332)
13.6	Income tax expense *(as per paragraph 81(h) of AASB 112)*	(8)	0

Movements in Equity

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

		Number issued	Number listed	Paid-up value (cents)	Current period – A$'000	Previous corresponding period – A$'000
14.1	**Preference securities** *(description)*					
14.2	Balance at start of period					
14.3	a) Increases through issues					
14.4	a) Decreases through returns of capital, buybacks etc.					
14.5	Balance at end of period					
14.6	**Ordinary securities** *(Ordinary CDI)*					
14.7	Balance at start of period	**71,119,121**	**71,119,121**	**.03**	**2,191**	**2,191**
14.8	a) Increases through issues	**1,000,000**	**1,000,000**	**.04**	**47**	**0**
14.9	b) Decreases through returns of capital, buybacks etc.	**0**	**0**	**0**	**0**	**0**
14.10	Balance at end of period	**72,119,121**	**72,119,121**	**.03**	**2,238**	**2,191**
14.11	**Convertible Debt Securities** *(description & conversion factor)*					
14.12	Balance at start of period					
14.13	a) Increases through issues					
14.14	b) Decreases through maturity, converted.					
14.15	Balance at end of period					

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

		Current period – US$'000	Previous corresponding period – US$'000
	Reserves		
14.33	Balance at start of period	298	70
14.34	Transfers to/from reserves	(13)	228
14.35	Total for the period	(13)	228
14.36	Balance at end of period	285	298
14.37	**Total reserves**	285	298
	Retained earnings		
14.38	**Balance at start of period**	(2,320)	0
14.39	Changes in accounting policy	0	(577)
14.40	Restated balance	0	0
14.41	Profit for the balance	(1,441)	(1,743)
14.42	Total for the period	(1,441)	(2.320)
14.43	Dividends	0	0
14.44	**Balance at end of period**	(3,761)	(2,320)

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	
Reporting entities percentage holding	

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

Control gained over entities having material effect
(*See note 8*)

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

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

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

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

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

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) *(item 1.9)*	
18.1	**Equity accounted associated entities**	Current period	Previous corresponding period	Current period $A'000	Previous corresponding period $A'000
				Equity accounted	
18.2	**Total**				
18.3	**Other material interests**			Non equity accounted (i.e. part of *item 1.9*)	
18.4	**Total**				

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.

		Current period - $A'000	**Previous corresponding period - $A'000**
	Segments		
	Revenue:		
19.1	External sales		
19.2	Inter-segment sales		
19.3	**Total** (consolidated total equal to *item 1.1*)		
19.4	Segment result		
19.5	Unallocated expenses		
19.6	**Operating profit** (equal to *item 1.5*)		
19.7	Interest expense		
19.8	Interest income		
19.9	Share of profits of associates		
19.10	Income tax expense		
19.11	**Net profit** (consolidated total equal to *item 1.9*)		
	Other information		
19.12	Segment assets		
19.13	Investments in equity method associates		
19.14	Unallocated assets		
19.15	**Total assets** (equal to *item 3.18*)		
19.16	Segment liabilities		
19.17	Unallocated liabilities		
19.18	**Total liabilities** (equal to *item 3.32*)		
19.19	Capital expenditure		
19.20	Depreciation		
19.21	Other non-cash expenses		

NTA Backing

(see note 7)

20.1	Current period	Previous corresponding period
Net tangible asset backing per ordinary *security*	(7.70)	(4.36)

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

Under an agreement with Entamico for the provision of Education and Training services across Australia and New Zealand Edtrin received a cross holding share issue of 1,000,000 shares in Entamico Pty Ltd for no cash payment.

During the current period an independent valuation was performed to allow the company to complete its accounting for the acquisition under AASB 3 Business Combinations.
As a result of the independent valuation report the net cash from operating activities included non cash transactions for a discount on acquisition of $94,083 during the prior period and amortisation expenses of $670,552 has been recognised in the prior financial year, and $670,552 has been recognised during the current period.
In previous reporting periods this business combination was accounted for using provisional accounting provisions, permissible under AASB 3 Business Combinations.

During the current period the board have decided to liquidate Project Project, and the good will has been written off in full

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

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

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.]

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)*

Edtrin Group Ltd and Leaders Group Asia Ltd have agreed that Leaders Group Ltd will subscribe for the issues of 10,000.000 CDI's at US$.85 per CDI immediately and the issue of a further 13,529, 412 CDI's at US$.85 upon shareholder approval being obtained. Shareholder approval for the issue of the further 13,529,412 was passed by way of special resolution at a general meeting held on the 26 August 2016.
At the same general meeting a further resolution was passed that amended the class rights of the Redeemable Convertible Shareholders to enable the company to redeem the Convertible Shares at a time earlier than listing upon the FSE. The amendment to the class rights will not in the Company's opinion materially affect the rights of holders Chess Depository Instruments or the underlying Fully Paid Ordinary Shares.

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.

On the 19th of October the company entered into an agreement with Entamico for the provision of Education and Training services across Australia and New Zealand which included Entamico operating the day to day business of Edtrin's Australian subsidiary Finpa Australia Pty Ltd. The agreement included a cross holding share issue of 1,000,000 shares by both Entamico and Edtrin. The funds received from the shares issued to Entamico were to provide the working capital funding required to establish the company's business in Asia. During the early part of 2016 Entamico defaulted on this agreement. Entamico's default had a major impact on the company's working capital and delayed the launch of the company's business throughout Asia and the process for the Frankfurt Stock Exchange listing. The company has now issued a forfeiture of shares notice to Entamico and will be seeking compensation from Entamico for the loss of earnings from the Finpa Australia Pty business.

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

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 paragraph16(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.)

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)*

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)*

The Finpa New Media Pty Ltd business combination was accounted for using provisional accounting provisions, permissible under AASB 3 Business Combinations in the prior period. During the current period an independent valuation was performed to allow the company to complete its accounting for the acquisition under AASB 3 Business Combinations.

As a result of the independent valuation report an additional amount $3,352,759 has been included in the cost of the learning management asset and a discount on acquisition of $94,083 during the prior period. An amount of $3,258,676 was previously recognised as goodwill under the provisional accounting requirements. No goodwill has been recognised in relation to this transaction, now that the accounting for the business combination has been completed. The learning management system is an intangible asset that the directors have determined has a useful life of 5 years. As a result of an amortisation expense of $670,552 has been recognised in the prior financial year, and $670,552 has been recognised during the current period.

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

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)*

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)*

Annual meeting
(Preliminary final statement only)

The annual meeting will be held as follows:

Place	Singapore
Date	11th November 2016
Time	2:30pm
Approximate date the annual report will be available	17th October 2016

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 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).

X ☐ 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 qualification 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* does not have* a formally constituted audit committee.

Sign here: ..... Date: 13/09/2016
(*Director*/Company secretary)

Print name: Graeme Coomber

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*. *Issuer*s should follow the form as closely as possible, but variations are permitted if the *director*s (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 *issuer*s 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 *director*s' 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 issuer*s. 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.

17. **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