

Ethical Managed Funds

Hunter Hall Global Value Limited

ACN 107 462 966

Annual Report 30 June 2015

# **Corporate Directory**

## Principal and Registered Office

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Email: invest@hunterhall.com.au

Website: www.hunterhallglobalvalue.com.au

### **Directors**

Philip Marcus Clark AM Non-executive Chairman

Julian Constable

Non-executive Director

Alex Koroknay
Non-executive Director

## **Company Secretary**

Christina Seppelt

### Auditor

Grant Thornton Audit Pty Ltd Level 17, 383 Kent Street Sydney NSW 2000 Australia

## **Share Registry**

Computershare Investor Services Pty Limited Level 4, 60 Carrington Street Sydney NSW 2000 Australia

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## Chairman's Letter to Shareholders

Dear shareholder,

### Results

I am very pleased to announce another strong result from Hunter Hall Global Value Limited (HHV) for the year ended 30 June 2015 (FY15). Highlights for the year include:

- FY15 Net Profit Before Tax \$66.0 m (FY14 \$39.8 m), up 66%
- FY15 Net Profit After Tax \$51.2 m (FY14 \$39.8 m), up 29%
- FY15 Total Shareholder Returns 25.7% (FY14 26.6%)
- Pre-tax NTA per share increased from \$1.1745 at 30 June 2014 to \$1.4178 at 30 June 2015
- Post-tax NTA per share increased from \$1.1745 at 30 June 2014 to \$1.3394 at 30 June 2015
- HHV share price increased from \$1.01 at 30 June 2014 to \$1.20 at 30 June 2015.

### **Investment Performance**

This good result was achieved through strong performance by our Investment Manager. On behalf of shareholders I wish to thank our CIO, Peter Hall AM, our Funds Manager, James McDonald and their team for their contribution.

### Results Update

As shareholders will be aware there has been recent volatility and a global sell off in equities markets. This has impacted on HHV results since 30 June 2015.

- Net Profit After Tax for the month of July 2015 was \$188,700
- Pre-tax NTA per share as at 21 August 2015 was \$1.3537
- Post-tax NTA per share as at 21 August 2015 was \$1.3063
- HHV share price at close on 24 August was \$1.12.

### Final Ordinary Dividend for FY15

In line with our dividend policy, I am pleased to announce an unfranked Final Ordinary Dividend of 4.0 cents per share. That brings total Ordinary Dividends for FY15 to 8.0 cents per share. The record date for the Final Ordinary Dividend is 7 September 2015. It will be paid on 18 September 2015.

### Special Dividend for FY15

I am pleased to announce that the Directors have declared an unfranked Special Dividend of 4.0 cents per share.

That decision reflects the Company's strong profit performance and the fact that Net Profit After Tax for FY15 included a significant component of realised profits. The record date for the Special Dividend is 7 September 2015. It will be paid on 18 September 2015.

#### Dividend Reinvestment Plan (DRP)

The Board has activated the DRP for both the Final Ordinary Dividend and the Special Dividend which gives shareholders an opportunity to reinvest dividends and acquire additional HHV shares. The DRP is not discounted and shares will be issued at the 5 day Volume Weighted Average Price (VWAP). The DRP is not underwritten. The election date for participation in the DRP is 8 September 2015.

## Chairman's Letter to Shareholders

### **Further Information**

I encourage you to visit our web site www.hunterhallglobalvalue.com.au to view the following documents:

- 30 June 2015 Annual Report
- 30 June 2015 Results Presentation
- ASX announcements

If you need any assistance or further information, please contact our investor relations manager, Head of Retail Sales and Marketing, Barbara Glover on +61 2 8224 0300 or bglover@hunterhall.com.au. If you have any concerns or wish to discuss any matters with me, Barbara will arrange a meeting or phone call.

Thank you for your continued support. We value each and every one of our shareholders.

# **Annual General Meeting**

The Annual General Meeting of Hunter Hall Global Value Limited will be held on 25 November 2015 at 9.30am at the Museum of Sydney, on the corner of Phillip St & Bridge St, Sydney NSW 2000. This will be followed by the Hunter Hall Investment Management Annual Investors and Advisors meeting, commencing at 12.00pm, to which Company shareholders are also invited.

Yours sincerely,

Philip Marcus Clark AM

P. Men Chil.

Chairman

26 August 2015

## **Financial Performance**

In the 12 months to 30 June 2015 the Company reported a net gain after tax of \$51.2m. This compares to a net gain after tax of \$39.8m in the year to 30 June 2014. The results include investment gains before tax of \$65.9m, while in the year to 30 June 2014 investment gains before tax were \$39.3m.

Net Tangible Assets (NTA) after provision for tax was \$322.2m at 30 June 2015 compared to \$221.2m a year earlier. The after-tax NTA per share was \$1.34 per share calculated on 241.0m ordinary shares on issue.

The NTA is calculated using bid price to value investments. The Australian Securities Exchange requires investment companies to report their Net Tangible Asset Backing each month using "net market value". This calculation differs from the NTA used for financial reporting, as referred to above, in that it uses last sale price less realisation costs to value investments. The Company considers that Net Tangible Asset Backing figure using last sale price less realisation costs is the more appropriate measure of its performance.

The following table details the investment performance of the Company, including share buybacks and assuming reinvestment of dividends:

	HHV	MSCI	Relative Performance
To 30 June 2015 (%)	(1)	(2)	(1-2)
6 Months	+9.4	+9.3	+0.1
1 Year	+30.0	+24.6	+5.4
2 Years	+25.7	+22.4	+3.3
3 Years	+25.3	+25.8	-0.5
5 Years	+13.7	+15.3	-1.6
7 Years	+8.5	+8.7	-0.2
10 Years	+8.0	+6.3	+1.7
Compound Annual Return since inception (19.03.2004)	+8.1	+6.5	+1.6

Source: Hunter Hall. MSCI refers to the MSCI World Total Return Index, Net Dividend Reinvested, in A\$. Performance figures refer to the movement in net assets per share, including share buybacks and the reinvestment of dividends, but excluding tax and the effect of option exercises. Past performance is no guarantee of future performance and no guarantee of future return is implied.

## Portfolio Structure

At 30 June 2015, the Company held 62 stocks which accounted for 90% of the portfolio. The balance, 10% of the portfolio was net liquids, held predominantly as US Dollars. At 30 June 2015 hedging was in place for 36% of the Company's foreign currency exposure.

	30-Jun-15	30-Jun-14
Net Liquids	10%	15%
Equities	90%	85%
Equities Breakdown:		
Australia/New Zealand	31%	33%
UK	1%	1%
Europe (ex UK)	9%	8%
Japan	7%	8%
Korea	2%	4%
Asia (ex Japan, ex Korea)	7%	3%
North America	33%	28%
% of international equities hedged	36%	2%
Number of Stocks	62	60

## Stocks as at 30 June 2015

Company	Country	Main Business	Cost (\$m)	Market (\$m)	Pre-tax Portfolio Weight %
Sirtex Medical	Australia	liver cancer treatments	16.3	50.7	15.1
M2 Telecommunications	Australia	telecommunications	3.7	15.6	4.6
St Barbara	Australia	gold explorer and producer	4.1	13.3	3.9
Citigroup	USA	financial services	10.2	11.8	3.5
JDS	USA	optical components	11.3	11.1	3.3
Take Two Interactive	USA	interactive entertainment	7.8	11.0	3.3
Greenlight Re	USA	reinsurance	10.9	10.1	3.0
Yahoo	USA	digital content	9.9	9.9	3.0
Seven West Media	Australia	diversified media	9.2	8.9	2.6
Bank of New York Mellon	USA	financial services	4.2	8.3	2.5
JP Morgan	USA	financial services	5.7	7.7	2.3
Apple	USA	consumer electronics	5.4	7.3	2.2
Prada	Italy	high-end fashion	8.2	7.3	2.2
Urban Outfitters	USA	specialty apparel	7.2	6.6	2.0
ICBC	China	financial services	4.4	6.5	1.9
LeoPalace21	Japan	property	4.9	6.5	1.9
Photocure	Norway	pharmaceuticals	5.3	5.2	1.5
Toho Pharmaceutical	Japan	medical device wholesaler	2.8	4.8	1.4
Tribune Media	USA	media	5.0	4.3	1.3
Adidas	Germany	sports apparel	4.2	4.2	1.3
Other			98.4	90.3	27.0
Total Investments			239.1	301.4	89.8
Net Liquids				35.1	10.4
Net Assets Pre-Tax				336.5	100.0
Australian Equities				100.9	30.0
International Equities				200.4	59.5
% Foreign Currency Exposure 1	Hedged				36.2

<sup>\*</sup> These figures differ from those shown in the financial statements as they are based on last traded price not bid price.

### Portfolio Performance

The financial year to 30 June 2015 was a pleasing one for Hunter Hall Global Value Limited. Our net assets per share increased by 30.0%, compared with a 24.6% rise in world markets.

The Company's five best performing stocks, as measured by value increase, over the financial year were: Australian liver cancer treatment pioneer – Sirtex Medical, +72%; Australian gold producer and explorer – St Barbara, +395%; Australian telco service provider - M2 Telecommunications, +85%; Hong Kong-listed Indonesian gold explorer and producer – G-Resources, +29%; and US interactive entertainment company – Take-Two Interactive, +24%.

The stand-out performer over the period was Sirtex Medical, our largest holding. The momentum for the company's 72% appreciation over the financial year was set early in July 2014 with the release of outstanding Q42014 dose sales, up 27.1%, followed up by the release of the company's FY2014 results. Revenue increased 34% to A\$129m and net profit increased 31% on the previous year, to A\$24m; despite 2014 being a year that Sirtex has invested heavily in research to develop its future products.

The share price appreciated from \$16.88 to an all-time high of \$39.95 as anticipation of a positive result from its major SIRFLOX trial grew. However, it wasn't to be all smooth sailing. On 17 March 2015, Sirtex announced the preliminary results of the SIRFLOX trial. Expectations of an unambiguously positive report were disappointed and the stock fell 60%. The Hunter Hall group had disposed of 80% of its Sirtex holding over the past two years, including 900,000 shares in February and March at an average price of \$29.96. We used the fall in price to buy 404,289 shares at an average price of \$17.39 which increased the Company's cost per share from \$2.91 to \$6.06.

Our decision to increase our holding was justified in May when the company divulged more detail about the SIRFLOX trial results, via the American Society of Clinical Oncology's (ASCO) annual meeting in Chicago. Sirtex presented further data at the 17th European Society for Medical Oncology (ESMO) meeting in Barcelona, Spain, in early July, 2015. The first-line use of Sirtex's SIR-Spheres microspheres delivered a

7.9 month extension of tumour control in the liver while at the same time having no impact on the duration on systemic therapy. The addition of bevacizumab ("Avastin") did not appear to alter the positive benefit in the liver from SIR-Spheres. This removes one risk that possibly threatened the use of SIR-Spheres in the first-line treatment of secondary liver cancer. The stock closed the financial year at \$29.05.

Gold producer St Barbara has shown strong performance in the past year. It disposed its risky Gold Ridge mine in the Solomon Islands and its two remaining mines, Gwalia in Western Australia and Simberi in Papua New Guinea, have both performed admirably. For the year to 30 June 2015 the company produced a record amount of gold, 377,000 ounces, and has driven its costs down to about A\$1,000 per ounce. This gives the company a healthy margin with current gold prices and a buffer should the gold price fall substantially.

The Simberi mine in Papua New Guinea reached breakeven for the first time as a result of ore throughput rising from 2.5m tonnes towards 3.5m tonnes. The company is endeavouring to increase the life of its largest asset, Gwalia, from nine years towards eighteen years and announced encouraging drilling results with one intersection of two metres showing 55 grams a tonne.

St Barbara is now in an excellent position with both of its mines generating positive cashflow. The company has excellent management, large reserves and low costs and can look forward to grinding down its debt over the next few years. If it achieves growing cashflows and reducing debt we expect the share price to continue to appreciate from its current level of about 50c, subject to the gold price staying around current levels. St Barbara has few Australian institutional shareholders with Hunter Hall being the largest at 15%.

In the same space, Hong Kong-listed gold producer, G-Resources, contributed to performance but we have now almost completely exited the position. The company has a large, low cost gold mine at Martabe located on the western side of North Sumatra, and a strong balance sheet. Tragically the board of the company has decided to diversify into investments and has recently purchased three floors of an office building in Hong Kong. We decided to exit following the resignation of the company's excellent CEO Peter Albert.

M2 Telecom's revenue line reached A\$1bn for the first time, driven by both acquisitions and organic growth. The company has had a successful history of picking quality acquisition targets such as iPrimus and Dodo with its most recent being New Zealand based, the CallPlus Group. M2 remains a quality company and is one of the last strategic assets in the sector following the TPG/iiNet merger.

Other strong contributors over the 2015 financial year included US electronics company – Apple, +35%; US banks – Citigroup, +17%, JP Morgan, +18% and Bank of New York Mellon, +12%; Chinese bank – ICBC, +26%; and Japanese apartment manger – Leopalace, +44%.

During the second half of the year, we added some new ideas to the portfolio such as US reinsurer – Greenlight Capital Reinsurance, US teen-retailer – Urban Outfitters, and Japanese game distributer – Gungho. We exited positions that had either reached target prices or where the funds could be more effectively deployed elsewhere. These included Italian metal processing machinery company – Danieli, Swiss biotech – Basilea, US wireless technologies company – InterDigital and US broadcaster and television production house – CBS.

Despite the positive momentum over the financial year, there were a few names that held back gains. These included Australian biotech – Alchemia, -89%, US based bariatric device manufacturer – GI Dynamics, -74%, Australian law firm – Slater and Gordon, -38% (from our average entry price over the period), Australian engineer servicer – Maca, -59% and Korean electronics company – Samsung Electronics, -13% (from our average entry price over the period).

Alchemia fell after its Phase III trial failed to reach its primary endpoint of statistically significant improvement in progression free survival (PFS) for 2nd/3rd line metastatic colorectal cancer patients. Both the hyaluronic acid (HA) + irinotecan arm and the control arm achieved the same PFS of 5.5 months and the same overall survival of 14 months. This was a surprising result given that a smaller Phase II trial had shown a PFS improvement of 12 weeks between HA-Irinotecan and Irinotecan. While the company announced plans to review the trial data over the next few months we decided to quit the position.

The US Food and Drug Administration (FDA) placed a hold on the enrolment of GI Dynamics' US pivotal trial for its Endobarrier device, known as the ENDO trial. The Endobarrier is a thin plastic sleeve which lines the first 60cm of the small intestine, reducing nutritional uptake, blood sugar levels and body weight by 10% to 20%.

Subsequent to the financial year end, the company discontinued its ENDO trial as a result of the higher than expected incidence of hepatic abscess, a bacterial infection of the liver. The trial showed an incidence rate of approximately 3.5% compared to a previously established safety threshold of 2.0%, and five times the previous experienced rate. The company hypothesises that the increased incidence of hepatic abscesses could be related to the double dose of "proton pump inhibitors" required for the ENDO trial. The PPI's reduce the production of stomach acids and thereby allows a higher rate of stomach bacteria which may migrate to the liver via the punctures created by the gastric sleeve anchors.

The ending of the ENDO trial is a grave setback for the company but it still has valuable assets namely approximately US\$30m of cash and a device that is effective in reducing blood sugars and weight. There is significant risk as health authorities in other jurisdictions are likely to review the use of the device and clinical trials under way. The company will then need to craft a new strategy which is likely to involve further development of the Endobarrier and a focus on the ex-US market. Despite this, we have added to our position; at 4c the company trades at half its cash backing. We still believe the company has a chance of creating a very valuable business but it will require superb management and execution and quite a lot of time.

## Outlook

The macro-economic outlook is weak in most economies. Global economic growth appears to be slowing as evidenced by significant falls in commodity prices such as iron ore, oil, coal and the key industrial metal copper which is down 27% over the past year. In particular the Chinese economy appears to have reduced its growth rate from 7-8% towards 2-4% and there has been a sharp correction in the Chinese stock markets. Australia, as a key supplier to that economy, is feeling pain in its fiscal and trade balance and a weakening currency.

The US Federal Reserve is keen to increase interest rates so that it can have some monetary firepower but keeps having to delay the decision in the face of weakening economic data. Of note is the fact that New Zealand cut its rates in late July, following similar rate cuts by Canada and Australia earlier this year and a decision by the Bank of England not to increase rates earlier this month. Markets expect the Federal Reserve to increase rates in September if only by a token amount but we think there is a possibility that it won't happen, particularly in the wake of the recent Yuan devaluation.

Over the last few years equities have enjoyed near perfect conditions of extraordinary monetary and fiscal stimulus, economic growth and very low interest rates and have been valued upwards to high levels. It has been difficult to find undervalued stocks.

However, opportunities are now starting to develop. The world is faced with slowing economic growth and this has led to the devastation of the valuations of some sectors, in particular resources. Other types of companies in danger are those with high levels of debt and, possibly, banks. Some stocks are trading at small percentages of their previous valuations and therefore offer great opportunity for value investors. One example is St Barbara Limited where we were able to acquire a 15% holding at an average cost of 13c a share, down from a high of \$5 in 2008. The stock ran to 60c and has pulled back to 56c but we value it at \$1 to \$2, subject to the gold price not falling sharply. Another example is Prada S.p.A. which has fallen from a high of HKD\$85 to HKD\$35 on the back of concerns about China, and is now our third largest holding. We believe that other opportunities of this sort will present themselves in the next phase of the market.

The Company currently has a relatively high cash weighting of 14.7% and we are keenly scouring markets to deploy our funds into undervalued opportunities. We are highly confident of the future development of our largest holdings including Sirtex Medical, M2 Telecommunications, Prada, Citigroup and St Barbara and believe that the year ahead will be one of the most interesting since 2009.

Peter MacDonald Hall AM

Chief Investment Officer Hunter Hall Global Value Limited

## Directors' Report

Your Directors present their report on Hunter Hall Global Value Limited for the financial year ended 30 June 2015.

### **Directors**

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

Philip Marcus Clark AM Chairman, Non-executive Director

Alex Koroknay Non-executive Director

Julian David Constable Non-executive Director

Adam Paul Blackman Non-executive Director (resigned 27 November 2014)

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

## Information on Directors

During the period, the following persons held office as Director:

Philip Marcus Clark AM - B.A. LL.B, MBA

Chairman, Non-executive Director

Mr Clark is Chairman and Non-executive Director of Hunter Hall Global Value Limited. He is Chairman of the Hunter Hall Global Value Limited Remuneration Committee and a member of the Audit, Risk and Compliance Committee and the Nominations Committee.

Mr Clark is a member of the JP Morgan Advisory Council. He was Managing Partner and Chief Executive Officer of Minter Ellison and worked with them from 1995 until June 2005. Prior to joining Minter Ellison, Mr Clark was Director and Head of Corporate with ABN Amro Australia and prior to that he was Managing Partner of Mallesons Stephen Jaques for 16 years. Earlier in his career he worked with a Pratt Industries subsidiary and with Shell Australia.

He is Chair of Shopping Centres Australasia Group, a Director of Ingenia Communities Group and serves on a number of government and private company boards and advisory boards.

Mr Clark has Bachelors degrees in Arts and Law from Sydney University and an MBA from Columbia University.

Alex Koroknay - B.A., LLM. (Hons)

Non-executive Director

Mr Koroknay is a Non-executive Director of Hunter Hall Global Value Limited. He is also a Trustee of the Hunter Hall Charitable Trust, Chairman of the Hunter Hall Global Value Limited Audit, Risk and Compliance Committee and a member of the Nominations Committee and of the Remuneration Committee.

Mr Koroknay was a practising solicitor specialising in managed investments, superannuation and venture capital financing, and is experienced in the requirements of the Corporations Act and the Superannuation Industry (Supervision) Act. For five years Mr Koroknay worked as a consultant with HWL Ebsworth and acted for a number of fund managers before establishing his own practice. Previously he was a Partner with Nash O'Neill Tomko; Dibbs Crowther and Osborne; Manager – Corporate Securities at Allen Allen Hemsley and a consultant to Toomey, Pegg and Drevikovsky. He is currently working as a consultant to the financial services industry.

Mr Koroknay was also a Director of Fiducian Portfolio Services Limited between January 2002 and February 2010.

Julian David Constable

Non-executive Director

Mr Constable is a Non-executive Director of Hunter Hall Global Value Limited. He is Chairman of the Hunter Hall Global Value Limited Nominations Committee and a member of the Audit, Risk and Compliance Committee and of the Remuneration Committee.

Mr Constable is a senior investment advisor at Bell Potter Securities Ltd, having worked in this capacity since 1998. In this role his key attributes are developing new business and building relationships with clients. He has worked in the stockbroking industry since 1984, in both trading and advisory areas, at firms including Pembroke Securities Ltd, Pring Dean McNall, Hambros Equities and Potter Warburg Dillon Read.

Mr Constable has been a Non-executive Director of the ASX-listed HGL Ltd since August 2003 and is a member of its Remuneration Committee. HGL Ltd operates as an import and distribution company.

Adam Paul Blackman - B.Econ., FCA., JP.

Non-executive Director

Resigned 27 November 2014

Mr Blackman was a Non-executive Director of Hunter Hall Global Value Limited. He was Chairman of the Hunter Hall Global Value Limited Audit, Risk and Compliance Committee and was also a member of its Nominations Committee.

Mr Blackman is a chartered accountant with 25 years experience in public practice and is a partner in the firm, Quantum Partners Accountants & Business Advisers where he is primarily involved in business and taxation planning services. He has had several years experience in reviewing and advising on compliance issues in the financial services industry.

Mr Blackman is a Fellow of the Institute of Chartered Accountants in Australia.

# **Company Secretary**

Christina Seppelt - BEcon, LL.B, MLM

Company Secretary

Appointed 17 November 2014

Ms Seppelt is the General Counsel and Company Secretary of Hunter Hall Global Value Limited. Prior to joining the company in October 2014, Ms Seppelt worked as a corporate lawyer at Henry Davis York and has over 17 years of legal experience in corporate advisory, regulated transactions and corporate governance.

Ms Seppelt is admitted as a solicitor of the Supreme Court of New South Wales. She holds a Bachelor of Laws from the University of New South Wales, a Bachelor of Economics from the University of Queensland and a Masters of Law and Management from the Australian Graduate School of Management.

Jeremy Freeman - B.Eng. (Hons), M.App.Fin., Grad. Dip. ACG

Company Secretary and Compliance Manager

Resigned 30 July 2014

Mr Freeman was Company Secretary of Hunter Hall Global Value Limited, Hunter Hall Investment Management Limited and Hunter Hall International Limited and as well as Compliance Manager for the Hunter Hall Group from 2011 to 2014.

Victoria De Greyte - B.Ec., M.PAcc

Company Secretary

Appointed 30 July 2014; resigned 17 November 2014

Ms De Greyte was Company Secretary of Hunter Hall Global Value Limited. She is also Manager - Accounts for Hunter Hall International Limited.

# Operating and Financial Review

## Company Overview

Hunter Hall Global Value Limited is a listed investment company that was incorporated on 22 December 2003 to invest in a portfolio of permitted investments.

## **Principal Activities**

The Company's objective is to deliver long term shareholder returns through a portfolio of undervalued international and Australian equities and consistently pay dividends. The Company is a value investor with access the Hunter Hall Investment Management's unique expertise. The Company's investment portfolio is concentrated, with a bias to small and mid cap stocks and employs an ethical negative screen overlay.

## **Review of Operations**

### Financial results for the year

#### Dividends

During the financial year, the Company paid a partially franked final dividend relating to the 2014 financial year of 3.0 cents per share (\$5.6m) on 1 October 2014 (2014: Final dividend 2.5 cents per share (\$4.7m) relating to the 2013 financial year, paid on 20 November 2013) and a partially franked interim dividend of 4.0 cents per share (\$9.6m) on 29 April 2015 (2014: 3.5 cents per share (\$6.6m), paid on 16 April 2014).

In line with the Company's dividend policy, on 26 August 2015 the Directors proposed an unfranked final dividend of 4.0 cents per share, relating to the 2015 financial year, to be paid on 18 September 2015. In addition owing to the Company's strong profit performance and the fact that net profit after tax included a significant component of realised profits the Directors also announced a special unfranked dividend of 4.0 cents per share to be paid on 18 September 2015.

As a result of strong equity markets, the net operating profit of the Company after providing for income tax amounted to \$51.2m (2014: profi of \$39.8m).

At 30 June 2015 the Company's after tax net asset backing was \$1.34 per share compared to an after tax net asset backing of \$1.17 per share at 30 June 2014.

Net assets at 30 June 2015 were \$322.2m (2014: \$221.2m). Cash holdings at 30 June 2015 were \$33.1m (2014: \$34.5m).

For a detailed discussion of the performance drivers of the Company's investment portfolio please refer to the Chief Investment Officer's Report section of the Annual Report.

#### Earnings per share

Basic earnings per share for the year to 30 June 2015 was 25.3 cents per share (2014: earnings of 21.0 cents per share).

#### Strategy and future outlook

The Company will seek to meet its financial objective to deliver long term total shareholder returns through a portfolio of undervalued international and Australian equities and consistently pay dividends.

### Likely Developments and Expected Results of Operations

The Company's portfolio is primarily invested in equities and given the volatility in investment markets it is extremely difficult to forecast our profit for the coming year. The Company provides weekly NTA announcements to the Australian Securities Exchange, and they can also be accessed via the Company's website (www.hunterhallglobalvalue.com.au).

### Significant Changes in the State of Affairs

On 27 November 2014, the Company announced an on-market share buy-back of 18,000,000 shares, representing a maximum of approximately 10% of the Company's issued ordinary shares. On 2 March 2015 the share buy-back was terminated as the Company's shares had been trading on ASX at a reduced discount to its NTA and in light of the capital raising detailed below.

On 2 March 2015 the Company announced a 1 for 5 non-renounceable rights issue to its shareholders at an issue price of \$1.26 per share. The Offer opened on 17 March 2015 and closed on 8 April 2015. As announced on 14 April 2015, the rights offer resulted in issue of 23.3m shares with gross proceeds of \$29.3m. Also on 2 March 2015 the results of a placement were announced with gross proceeds of \$35.7m and an allocation of 28.3m shares at a price of \$1.26 per share.

### Events Subsequent to the End of the Financial Year

There were no other events subsequent to year end that require disclosure other than those matters referred to elsewhere in this report. Since 30 June 2015 the Company's portfolio has decreased in value by 3.4% up to 21 August 2015.

# Remuneration Report (Audited)

### Introduction

The Board presents the Remuneration Report for the Company for the year ended 30 June 2015, which forms part of the Directors' Report and has been prepared in accordance with the *Corporations Act 2001* and the *Corporations Regulations 2001*.

### 1. Remuneration Governance

#### a. Remuneration Committee

The Board has established a Remuneration Committee (Committee), which is directly responsible for advising the Board in order that it may ensure that the level and composition of remuneration is sufficient and reasonable, that its relationship to performance is clear and that Directors' interests are aligned with shareholders' interests.

The Committee comprises the following Non-executive Directors (NED):

- Philip Marcus Clark AM (Chairman)
- · Alex Koroknay; and
- Julian David Constable.

The Committee operates under the delegated authority of the Board and is required to make recommendations to the Board. The Board is ultimately responsible for decisions made on recommendations from the Committee.

The Committee is required to meet regularly throughout the year, and in any event at least twice per year, and considers recommendations from external Independent Remuneration Consultants.

#### b. External remuneration advisers

During the first half of the year ended 30 June 2014, the Board engaged Godfrey Remuneration Group Pty Ltd (GRG) to provide independent recommendations in relation to remuneration arrangements for the Company for the 2013-14 financial year.

The Committee and the Board have received reports from GRG on the following matters:

- overall remuneration framework for NED,
- · market benchmarking of NED remuneration,
- · market data and trends in remuneration structures,

Remuneration Report (Audited) continued

1.b. External remuneration advisers continued

- · aggregate fees limits,
- · board committee fees, and
- new legislation requirements and regulatory developments

In May 2015, GRG were further commissioned to provide updated recommendations based on updated 2015 data. A report and recommendations from GRG has been received by the Committee and the Committee is considering the report and recommendations. Further information is provided in Section 3.d. of this Report.

GRG were appointed by a Resolution of the Board. They were then commissioned by, engaged with, and addressed reports directly to the Chairman of the Committee.

The Board is satisfied that the remuneration recommendations were made free from any undue influence by members of the Key Management Personnel to whom the recommendations relate.

GRG have provided a Declaration for the purposes of Section 206M of the Corporations Act 2001 that their recommendations were made free from any undue influence by any Key Management Personnel to whom their recommendations relate.

GRG were paid a fee of \$5,000 for their 2015 update.

#### c. 2014 Annual General Meeting

The Company received over 85% of 'yes' votes on its Remuneration Report for the financial year ending 30 June 2014.

That Report noted the Board's intention to review Directors' Fees following the AGM and foreshadowed the increases set out in Section 3.d. below.

### 2. Details of Key Management Personnel

Key Management Personnel (KMP) for the year ended 30 June 2015 are those persons who are identified as having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Executive Director or NED of the Company.

Names and positions held of Directors and other Key Management Personnel of the Company in office at any time during the financial year are:

Non-executive Directors

Philip Marcus Clark AM Chairman, Non-executive Director

Chair of the Remuneration Committee

Alex Koroknay Non-executive Director

Chair of the Audit, Risk and Compliance Committee

Julian David Constable Non-executive Director

Chair of the Nominations Committee

Adam Paul Blackman Non-executive Director (resigned 27 November 2014)

Former Chair of the Audit, Risk and Compliance Committee

**Other Executives** 

James McDonald Fund Manager (appointed October 2014)

Peter James MacDonald Hall AM Chief Investment Officer

Jeremy Freeman Company Secretary and Compliance Manager (resigned 30 July 2014)
Victoria De Greyte Company Secretary (appointed 30 July 2014; resigned 17 November 2014)

Christina Seppelt Company Secretary (appointed 17 November 2014)

Unless otherwise noted, all KMP held their positions for the whole of the year ended 30 June 2015.

There were no other employees meeting the definition of Key Management Personnel.

The Company only remunerates NEDs. The remuneration of other executives is paid by Hunter Hall International Limited (HHL), the parent of the Company's Investment Manager. For details of the remuneration of other executives, please refer to the HHL Annual Report for the year ended 30 June 2015.

#### 3. Remuneration

#### a. Remuneration Policy

The Board's policy until last financial year was to remunerate NEDs well below market rates. From last financial year the Company's policy has been to progressively move towards a position where the Company remunerates NEDs at or about market median rates, taking into account responsibilities, qualifications, experience and time commitment. This has been done to ensure the Company can attract and retain high quality NEDs as part of the Board renewal process, which is underway.

### b. Aggregate Fees Limit

The Aggregate Fee Limit (AFL) available to NEDs is \$250,000 at 30 June 2015. The AFL has not been changed since the November 2013 AGM.

#### c. Equity-based remuneration

NEDs are remunerated by way of cash benefits. The Company currently has no intention to remunerate NEDs by any way other than cash benefits. There were no options granted or performance bonuses paid to NEDs during the year ended 30 June 2015.

There is currently no equity-based remuneration plan in place for NEDs, however Directors in office at 30 June 2015 have self-funded the purchase of securities on market thereby aligning their interests with security holders. Details of those shareholdings are set out in the following table:

	Held at 1 July 2014	Purchases	Sales	Held at 30 June 2015
Non-executive Directors				
Philip Marcus Clark AM	30,000	15,000	-	45,000
Adam Paul Blackman (resigned 27 November 2014)	14,000	-	(14,000)	-
Alex Koroknay	10,000	2,000	-	12,000
Julian David Constable	100,000	75,000	-	175,000

#### d. NED remuneration

The advice and recommendations provided by the Independent Remuneration Consultant, GRG, in 2013 were as follows:

"Board fees for the current NED roles are significantly below all market data medians we have prepared as part of this report. Board fees of \$120,000 for a NED Board Chair would fall between the medians of the two larger comparator groups and \$70,000 for other NEDs would fall just on the conservative side of the median of market practices. This would require a significant increase. If HHV wanted to adopt a more conservative position a first step may be to adopt the fees outlined by the LIC comparator group and set the Board Chair fee at \$85,000 and the Board fees for other NEDs at \$50,000."

In light of that advice and recommendation, the Board decided it was in the best interests of shareholders to phase in increases required to reach market median levels over a longer period. Effective 1 January 2014 the NED Board Chair fee was set at \$78,000 per annum and the other NED fees were set at \$42,000 per annum. Effective 1 January 2015, those fees were increased to \$96,000 and \$60,000 per annum respectively. These increases reflect the Company's improved performance.

The independent advice and recommendations from GRG was updated in May 2015, based on their remuneration database, as follows:

Remuneration Report (Audited) *continued* 3.d. NED remuneration *continued* 

"It is clear the Hunter Hall Global Value's current remuneration practices for NEDs are conservative and therefore reasonable when compared with current market practice. Having adopted a position similar to the interim step outlined above, it is recommended that the Board consider a further increase to move to the full packages outlined above as a next step (or perhaps broken into two increases over the next 12 months if preferred). Increases that take the main board packages (all inclusive) to around \$120,000 for the Board Chair, and to around \$70,000 for other Non-executive Directors should be viewed as a reasonable change over the next 12 months."

The Board has taken the advice under consideration. There have been no changes in NED remuneration after 30 June 2015 and before the date of this report.

Remuneration and other terms of employment for NEDs are accepted via a Director's consent.

The following table outlines the remuneration provided to NEDs for the years ended 30 June 2015 and 30 June 2014.

2015	<b>Short Term Benefits</b>	<b>Post Employment Benefits</b>	Total remuneration
	Directors' Fees \$	Superannuation Contributions \$	Total \$
Non-executive Directors			
Philip Marcus Clark AM	85,612	1,388	87,000
Adam Paul Blackman (resigned 27 November 2014)	15,980	1,518	17,498
Alex Koroknay	46,573	4,424	50,998
Julian David Constable	46,573	4,424	50,998
	194,738	11,755	206,494
2014	Short Term Benefits	Post Employment Benefits	Total Remuneration
	Directors' Fees \$	Superannuation Contributions \$	Total \$
Non-executive Directors			
Philip Marcus Clark AM	52,730	1,270	54,000
Adam Paul Blackman (resigned 27 November 2014)	35,240	3,260	38,500
Alex Koroknay	32,952	3,048	36,000
Julian David Constable	32,952	3,048	36,000
	153,874	10,626	164,500

NEDs did not receive non-salary cash based incentives, shares or options during the year ended 30 June 2015 and as such 0% of their remuneration was performance based.

#### e. Other transactions with Key Management Personnel

During 2015, the Company used the legal services of Macpherson & Kelley Lawyers. Philip Marcus Clark AM is Chairman of M+K Lawyers Holdings Pty Ltd, the parent company of the company which provided legal services, but is not a director of the operating company which provided legal services to the Company. The amounts billed related to this legal service amounted to \$60,923 (2014: \$8,992), based on normal market rates and was fully paid as of the reporting date.

#### END OF AUDITED REMUNERATION REPORT

## **Meetings of Directors**

During the financial year, 25 meetings of Directors (including committees) were held. Attendances were:

	Directors' Meetings		Audit, Risk and Compliance Committee Meetings	
	Number eligible to attend	Number attended	Number eligible to attend	Number attended
Philip Marcus Clark AM	19	19	2	2
Adam Paul Blackman (resigned 27 November 2014)	7	7	1	1
Alex Koroknay	19	19	3	3
Julian David Constable	19	19	3	3

	Remuneration Committee		Nominations Committee	
	Number eligible to attend	Number attended	Number eligible to attend	Number attended
Philip Marcus Clark AM	2	2	1	1
Adam Paul Blackman (resigned 27 November 2014)	-	-	-	-
Alex Koroknay	2	2	1	1
Julian David Constable	2	2	1	1

### **Environmental Issues**

The Company's operations are not subject to any environmental regulation under the law of the Commonwealth and State.

# Proceedings on Behalf of the 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.

# Indemnifying and Insurance of Directors and Officers

The Company insures each of the Directors and Officers in office against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity of Directors and Officers of the Company, other than conduct involving a wilful breach of duty in relation to the Company. Details of the amount of premium paid in respect of insurance policies are not disclosed as such disclosure is prohibited under the terms of the contract.

# Auditor's Independence Declaration

A copy of the Auditor's Independence Declaration as required under s307c of the Corporations Act 2001 in relation to the Audit of the Annual Report for the year ended 30 June 2015 is set out on page 49 and forms part of this report.

## Non-Audit Services

No non-audit services were provided by Grant Thornton Audit Pty Ltd or its related entities to the Company for the year to 30 June 2015 (2014: nil).

# Rounding of amounts

The Company is of a kind referred to in Class Order 98/100, issued by the Australian Securities and Investments Commission, relating to the rounding off of amounts in the Directors' Report. Amounts in the Directors' Report have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, to the nearest dollar.

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

Philip Marcus Clark AM

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Director

Sydney

Dated this 26th day of August 2015

## **Corporate Governance Statement**

The ASX Corporate Governance Council has published Corporate Governance Principles and Recommendations (3rd edition) (Corporate Governance Principles) on what it considers to be best practice in conducting the business of a listed company. The ASX Listing Rules require companies to disclose their compliance with the Corporate Governance Principles on an 'if not, why not' basis.

This Corporate Governance Statement (Statement) outlines the corporate governance framework and practices of the Company in place throughout the financial year and the extent to which the Company has followed the Corporate Governance Principles for the period to 30 June 2015, and for the subsequent period to the date of this Statement.

The Board recognises the importance of good corporate governance and is committed to the highest standard of corporate governance. Continual improvement in this area remains a focus point of the Board. The Board has completed a comprehensive review of its corporate governance policies and procedures during the year and will regularly review all policies and charters to ensure the Company continues to implement best practice governance

A description of the Company's practices in respect of the Corporate Governance Principles are set out below. All these practices, unless otherwise stated, were in place for the entire year. The Company has complied with all of the Corporate Governance Principles, with the exception of any Principles relating to senior executives or management staff. The Company does not directly employ executives and other employees but rather they are employed by Hunter Hall International Limited (HHL), the parent company of the Investment Manager.

Copies of the Company's Corporate Governance documentation can be found in the Corporate Governance section of the Company's website at: www.hunterhallglobalvalue.com.au.

# 1. Lay solid foundations for management and oversight

#### Role of the Board

The Board is constituted and empowered under the Company's constitution, the ASX Listing Rules and the Corporations Act. The Board has the responsibility for ensuring the Company is properly managed so as to protect and enhance shareholders' interests in a manner which is consistent with the Company's responsibility to meet its obligations to all parties with which it interacts. As the Company does not directly have a management team, there is no specific division of functions between the Board and management. The Board has formalised its role and responsibilities into a Board Charter which is available in the corporate governance section of the Company's website.

The division of responsibilities of the Company and the Investment Manager are set out in an investment management agreement.

Directors receive timely, regular and appropriate information to allow them to perform their responsibilities by way of board papers and regular reporting from the Investment Manager in relation to the Company's portfolio of investments.

The board typically holds at least ten scheduled meetings each year and unscheduled meetings as required.

During the year, there were twenty five meetings of the Board and its Committees. For further details of the number of meetings held by the Board and its Committees and attendance of each Director at those meetings, please refer to the Directors' Report found in this Annual Report.

## **Appointment of Directors**

All Directors have received a letter of appointment setting out the terms of their appointment addressing the matters recommended by good corporate governance practice and in particular Principle 1.3 of the Corporate Governance Principles. The letter of appointment includes associated documents (including a Deed of Indemnity and a copy of the Directors & Officers Policy) setting out remuneration, power and duties, requirement to disclose certain information and interests including under the Securities Trading Policy and a copy of the Constitution.

All new directors participate in an induction program about their roles and responsibilities and the practices of the Company. Appropriate checks are undertaken in respect of new Directors including comprehensive reference checking, criminal record and bankruptcy history.

Annually as part of the materials for the Company's AGM, all material information in the Company's possession relevant to a decision whether or not to re-elect a Director is provided to shareholders in relation to directors standing for re-election.

## **Company Secretary**

The Company Secretary is responsible for the operation and management of the Company's secretariat function. The Company Secretary reports to the Chairman (on behalf of the Board) with respect to the proper functioning of the Board. Each member of the Board has access to the Company Secretary. The appointment and removal of the Company Secretary is determined by the Board.

### **Diversity Policy**

The Board adopted a revised Diversity Policy on 1 June 2015 which is available in the corporate governance section of the Company's website. It is the aim of the Directors to ensure the Board is comprised of individuals that are best equipped to contribute to the success of the business and who can represent the interest of all shareholders.

In relation to Officers of the Company, the Board has set measurable objectives for achieving gender diversity. Pursuant to the Diversity Policy the Board will set measurable objectives and annually report the Company's progress towards achieving them. The measurable objectives set by the Board are:

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	,
Objectives	Measurement
Annual Review of compensation by gender	Annual report to the board of compensation by gender
To remunerate fairly and responsibly irrespective of gender.	
Gender diversity at all levels of the organisation	At least 1 director to be female
To foster gender diversity across the organisation.	

The Board has achieved its objective to remunerate fairly and responsibly irrespective of gender. As the Company does not employ any management staff, its remuneration responsibilities are limited to Directors. Each Director is offered the same remuneration regardless of gender. See section eight of this Statement for further discussion regarding remuneration policies.

The Board has not achieved its objective to foster gender diversity measurable by the appointment of a female director, as all Directors are male. However at the date of this Statement the board is currently recruiting for a new Director and it is in final stage discussions with a short list of candidates.

The respective proportion of men and women on the Board is 100% men in respect of Directors and 75% men in respect of Officers of the Company.

The Board affirms its commitment to embracing and promoting diversity in the workplace and providing a work environment that is free from discrimination and promotes equal opportunity for all.

#### **Board Evaluation**

During 2015 the Board conducted a review of the performance of the Board, the Directors and the Committees to which they were appointed in accordance with the process set out in the Board Charter. Given the nature of the Company's activities and the size of the Board, the Board believes that there is sufficient formality in the process of evaluation. The Board's performance is measured against both qualitative and quantitative indicators. The results of the evaluation process and a review of the Skills Matrix have been used as a tool to recognise areas of relative weakness for the purposes of director recruitment. In order to achieve continuing improvement in Board performance, all Directors are encouraged to undergo continual professional development.

Directors' profiles setting out their skills, experience, expertise, period of office and other directorships of listed entities are disclosed in the Directors' Report in this Annual Report and on the Company's website.

## 2. Structure the Board to add value

### General

Directors with a range of qualifications, expertise, experience, diversity and personal attributes are appointed to the Board to enable it to effectively discharge its duties and to add value to the Board's deliberations with the benefit of a variety of perspectives and skills.

As at the date of this Statement, the Board comprises three Directors, being exclusively non-executive, independent Directors, including an Independent Chair. A profile of each Director is set out in the Director's Report in this Annual Report.

Directors	Board	Date of Appointment	Audit, Risk and Compliance Committee	Nominations Committee	Remuneration Committee
Mr Phillip Marcus Clark AM	Independent Non-executive Director & Chairman	1-Jul-13	Member	Member	Chair
Mr Julian Constable	Independent Non-executive Director	25-May-10	Member	Chair	Member
Mr Alex Koroknay	Independent Non-executive Director	22-Dec-03	Chair	Member	Member

### Committees

Julian David Constable

The Board has established three committees being the Nominations Committee, the Remuneration Committee and the Audit, Risk and Compliance Committee. Each committee has a Board approved Charter setting out its roles and responsibilities, composition, structure, membership requirements and operation. The respective Charters contain specific Board reporting requirements and copies are available in the corporate governance section of the Company's website.

During the reporting period the committees of the Board met as follows:

	Directors' Meetings		Audit, Risk and Compliance Committee Meetings	
	Number eligible to attend	Number attended	Number eligible to attend	Number attended
Philip Marcus Clark AM	19	19	2	2
Adam Paul Blackman (resigned 27 November 2014)	7	7	1	1
Alex Koroknay	19	19	3	3
Julian David Constable	19	19	3	3
	Remuneration Committee		Nominations Committee	
	Number		Number	
	eligible to	Number	eligible to	Number
	attend	attended	attend	attended
Philip Marcus Clark AM	2	2	1	1
Adam Paul Blackman (resigned 27 November 2014)	-	-	-	-
Alex Koroknay	2	2	1	1

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### **Board Skills Matrix**

The Board has adopted a Board Skills Matrix which sets out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership. A copy of the Board Skills Matrix is available in the corporate governance section of the Company's website.

The Board Skills Matrix sets out the broad skills that the Board believe are important for the Board as a whole to carry out their duties. During the reporting period each Director individually undertook a self assessment and completed a Board Skills Matrix. Resulting from the assessment and meetings, the Board has identified the particular skills, diversity, experience and expertise that will best compliment Board effectiveness. Directors believe the mix of skills of the current Directors is appropriate for the Company however the Board will take account of the Board Skills Matrix in filling any Board vacancies.

## Board and Chair independence

A Director will be considered independent where the Director is independent of management, does not hold a substantial interest in the Company and is free from any business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with the exercise of independent judgement and has not been employed in an executive capacity or been a material professional advisor in the last three years. In addition, the Board gives consideration to tenure when considering independence.

The Board has made its own assessment to determine the independence of each Director and notes that at the date of this Statement all Directors are considered independent.

## Induction of new directors and professional development

A new Director is offered an induction and training program about the Company, its policies and charters and their roles and responsibilities. New Directors also have the opportunity of meeting with key management staff of the Investment Manager.

As part of its ongoing review of its own performance and skill set, the Board is committed to offering education and training to Directors to ensure they remain fit and proper to act as Directors with the requisite skills for the proper functioning of the Board.

# 3. Act ethically and responsibly

The Company recognises the need for Directors and employees to observe the highest standards of behavior and business ethics when engaging in corporate activity.

The Board has adopted a Code of Conduct which sets out the expectations placed on Directors, Officers, employees and Officers of the Investment Manager (Designated Officers) in their business dealings.

The Board reviewed the Code of Conduct during the reporting period to ensure that its policy remained reflective of best practice. A revised Code of Conduct was adopted by the Board on 20 April 2015 and is available in the corporate governance section of the Company's website.

The Code of Conduct requires high standards of personal integrity and honesty in all dealings, a respect for the privacy of shareholders and others and observance of all relevant laws.

Under the Code of Conduct the standards expected of Designated Officers include:

- · acting honestly, fairly and ethically in all business dealings;
- acting to prevent bribery and corruption;
- protecting assets, resource and information;
- working with others including showing proper courtesy, consideration and sensitivity in their dealings with clients and colleagues; and
- acting in the best interest of the Company's shareholders.

# 4. Safeguard integrity in corporate reporting

The Board receives regular reports about the financial condition and operational performance of the Company from the Invesment Manager. The Chief Executive Officer and Chief Financial Officer of the Investment Manager report in writing to the Board that the financial statements of the Company for each half year and full year present a true and fair view, in all material respects of the Company's financial condition and are in accordance with accounting standards and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively. In addition, the Investment Manager regularly reports to the Board on the Company's risk management system and its effectiveness.

The Board has established an Audit, Risk and Compliance Committee (ARCC) to provide assistance to the Board and has adopted a formal Charter for the ARCC. The Charter was reviewed during the reporting period and a revised Charter was adopted by the Board on 16 February 2015. A copy of the ARCC Charter is available in the corporate governance section of the Company's website.

The ARCC meets as frequently as required but at least once each financial year. During the reporting period the ARCC met three times.

The ARCC comprises Non-executive Directors with all being independent. The Chair of the ARCC is not the Chair of the Board.

At the date of this Statement the members of the ARCC were:

- · Alex Koroknay, Non-executive, Independent Director and Chairman of the ARCC
- Julian David Constable, Non-executive, Independent Director
- Phillip Marcus Clark AM, Non-executive, Independent Director and Chairman of the Board

The principal functions of the ARCC are to review the half and full year financial reports, review accounting policies, appoint the external auditors and to ensure the effectiveness of Company's systems of accounting, internal controls and risk management. The Board has adopted a formal policy on the provision of non-audit services.

The Auditor is invited to attend each Annual General Meeting of the Company, and to be available to answer shareholder questions about the conduct of the audit as well as the preparation and content of the Auditor's Report.

## 5. Make timely and balanced disclosure

The Company is a 'disclosing entity' pursuant to section 111AC of the Corporations Act 2001 and complies with the continuous disclosure requirements as set out in the ASX Listing Rules and the Corporations Act 2001.

The Board is committed to keeping its shareholders and the market fully informed of material developments that may have an impact on the Company or its share price.

The Company has adopted a Continuous Disclosure Policy and has appointed the Company Secretary as the Disclosure Officer of the Company. The Continuous Disclosure Policy was reviewed during the Reporting Period to ensure it reflects best practice and current guidance from the ASX, ensuring all interested parties have an equal opportunity to obtain information which is issued by the Company. A copy of the Continuous Disclosure Policy is available in the corporate governance section of the Company's website.

Procedures are in place to identify matters that a reasonable person would expect to have a material effect on the price or value of securities of the Company. The Company's procedures ensure that such matters are notified to the ASX in a timely manner in accordance with the ASX Listing Rules.

The Company is committed to giving all shareholders comprehensive and equal access to information about its activities and to fulfilling its continuous disclosure obligations to the wider market.

The Board is responsible for making decisions on what should be disclosed publicly under the Continuous Disclosure Policy, and for developing and maintaining relevant guidelines. The Company Secretary has responsibility for ensuring compliance with continuous disclosure requirements in the ASX Listing Rules, and overseeing and coordinating information disclosure to the ASX, shareholders, the media and the public.

Compliance with the Continuous Disclosure Policy is a standing item on the agenda for each Board meeting.

The Company also publishes weekly net tangible assets, annual reports, notices of meetings, media releases, copies of all ASX releases and any other information that is relevant to the performance and activities of the Company on the Company's website.

# 6. Respect the rights of Shareholders

The Company recognises and supports the right of shareholders to receive effective communication ensuring shareholders are informed of all necessary information to fully assess the performance of the Company. The Company communicates with shareholders through its annual report, disclosures to the ASX, at the Annual General Meeting (AGM) and via the Company's website. In addition, shareholders have the opportunity to elect to receive relevant documentation electronically from the Company via the Company's Registry and can communicate with the Company via email. The Company publishes a monthly performance report which is emailed directly to shareholders, if so elected, or otherwise accessible by shareholders via the ASX or the Company's website.

Through various means of communication, the Company aims to provide shareholders with a clear and balanced understanding of the aims and objectives of the Company and its achievements measured against those objectives. Copies of all relevant corporate governance documents relating to the Company can be found in the corporate governance section of the Company's website.

Further cementing the Company's commitment to ensuring shareholders are kept properly informed, all shareholders are invited to attend an annual Investors and Advisors meeting and the annual Roadshow. This provides an opportunity for shareholders to obtain information directly from the Investment Manager on the investment portfolio and the performance of the underlying investments and is held separately to but in conjunction with the AGM.

At each AGM the Chairman opens the floor for general question time and provides the shareholders with the opportunity to be heard and to ask questions of their Directors. In addition, the Company ensures that the Company's auditor attends the AGM or other meetings of the Company and shareholders are afforded the opportunity of asking the Company's auditor questions regarding the conduct and content of the audit. A shareholder may submit a question throughout the year via the investor relations section of the Company's website or to the auditor prior to the meeting by emailing the Company Secretary.

# 7. Recognise and manage risk

The Board recognises the importance of prudent identification of and management of risk factors as part of its responsibility to the Company's shareholders and other significant stakeholders and further, the Board recognises that effective management of risk is vital to the continued growth and success of the Company.

As a listed investment company, the Company is and its shareholders are exposed to risk and uncertainty. The Company has established various corporate governance, compliance and risk systems to mitigate the risks but the Company cannot guarantee that these safeguards and systems will be effective. Additionally, some risks are outside the control of the Company.

Due to the size of the Company and scale of operations of its business, the Company does not have a separate risk committee or an internal audit function but rather a combined Audit, Risk and Compliance Committee (ARCC). The Board has overall responsibility for the Risk Management Program including receiving regular reports from the ARCC on the risk profile of the Company.

The Risk Management Program has been designed to allow the Board to oversee the risk management process with assistance from the Investment Manager. The Board is responsible for setting the Company's risk appetite and ensures that it reviews each quarter the risk profile for the business. Regular monitoring is also undertaken by the ARCC.

The Company's main risk management framework is maintained by the Investment Manager and aims to balance effective management of key risks with organisational constraints in the context of the Company's strategic goals and objectives.

The Investment Manager has appointed a Risk Manager who is responsible for establishing and implementing the Risk Management Program and the policies and procedures to effectively manage the risks for the Company as well as promotion of a risk management culture within the Investment Manager. The Risk Manager is also responsible for reporting to the Board and attending each regularly scheduled board meeting to enable the Board to fulfil its risk management responsibilities.

## **Corporate Governance Statement**

During the reporting period the ARCC has considered and reported to the Board on a review of the Company's Risk Management Program. The Risk Management Program was improved by the addition of a 'risk reporting' section and a 'key risk metrics' report. By setting specific measurement criteria the Board is able to more clearly articulate the Company's risk appetite and in turn allows the Investment Manager to more precisely monitor the management of those risks. Both the ARCC and the Board are satisfied that the Risk Management Program in place in respect of the Company is sound.

In addition, the Board has received assurance from the Chief Executive Officer and Chief Financial Officer of the Investment Manager that their declaration under Section 295A of the Corporations Act 2001 is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

The Board does not believe that it has any material exposure to economic, environmental and social sustainability risks.

## 8. Remunerate fairly and responsibly

The Board has established a Remuneration Committee, to provide assistance to the Board and has adopted a formal Charter for the Remuneration Committee. The Charter was reviewed during the reporting period and a revised Charter was adopted by the Board on 1 June 2015. A copy of the Remuneration Charter is available in the corporate governance section of the Company's website.

The Remuneration Committee meets as frequently as required but at least once each financial year. During the reporting period the Remuneration Committee met twice.

The Remuneration Committee comprises Non-executive Directors with all being independent. At the date of this Statement the members of the Committee were:

- · Philip Marcus Clark AM, Non-executive, Independent Director, Chairman of the Board and the Remuneration Committee
- · Alex Koroknay, Non-executive, Independent Director
- Julian David Constable, Non-executive, Independent Director

The responsibilities of the Remuneration Committee are set out in the Remuneration Committee Charter and include:

- reviewing the Company's remuneration framework for Directors;
- ensuring the Board is sufficiently informed to make remuneration decisions. The Company does not employ any executives.

The only remuneration paid by the Company is to the Non-executive Directors. Director's fees are paid to Non-executive Directors at a level that is considered to be appropriate in the Company's circumstances from time to time, taking account of market benchmarks for comparable companies. During the year the Remuneration Committee undertook a review of Directors' remuneration. For further details of the review, please refer to the Remuneration Report included within the Directors' Report.

Non-executive Directors are remunerated by way of fees in the form of cash and superannuation contributions. Non-executive Directors do not receive options or bonus payments and, other than their superannuation benefits, they are not provided with retirement benefits.

For details of the level of fees paid to the Non-executive Directors please refer to the Remuneration Report section of the Directors' Report in this Annual Report.

Dated this 26th day of August 2015

# Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2015

	Note	30 June 2015 \$'000	30 June 2014 \$'000
Revenue			
Interest received		130	147
Dividends received		5,022	4,184
Other revenue		63	34
Total revenue		5,215	4,365
Fair value changes			
Realised gains from investments	2	48,993	12,955
Unrealised gains from investments	2	16,928	26,371
Total gains from investments		65,921	39,326
Expenses			
Management fees	3	(4,186)	(3,344)
Directors' fees		(206)	(165)
Professional fees		(236)	(80)
Corporate Fees		(387)	(190)
Other expenses		(142)	(97)
Total expenses		5,157	3,876
Profit before income tax expense		65,979	39,815
Income tax expense	4	(14,794)	-
Net profit after income tax expense		51,185	39,815
Other comprehensive income			
Other comprehensive income for the year		-	-
Total comprehensive income for the year		51,185	39,815
Basic and diluted earnings per share (cents per share)	6	25.3	21.0

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

# **Statement of Financial Position**

As at 30 June 2015

		30 June 2015	30 June 2014
	Note	\$'000	\$'000
Assets			
Cash and cash equivalents	7	33,064	34,538
Investments	9	300,549	186,245
Trade and other receivables	8	7,807	1,186
Deferred tax assets	5	4,198	-
Total assets		345,618	221,969
Liabilities			
Trade and other payables	10	4,109	773
Financial liabilities	11	713	13
Deferred tax liabilities	5	18,562	-
Total liabilities		23,384	786
Net assets		322,234	221,183
Equity			
Contributed equity	12	301,126	235,987
Retained (losses)	13	(78,457)	(78,457)
Profit reserve	14	99,565	63,653
Total equity		322,234	221,183

The Statement of Financial Position is presented on a liquidity basis and should be read in conjunction with the accompanying Notes.

# **Statement of Changes in Equity**

For the year ended 30 June 2015

	Note	Contributed Equity \$'000	Accumulated Profits/(Losses) \$'000	Total \$'000
Balance as at 1 July 2013		245,243	(43,321)	201,922
Profit for the year	_	-	39,815	39,815
Total comprehensive income for the year	_	-	39,815	39,815
Transactions with owners in their capacity as owners:				
Contributed equity	12	772	-	772
Shares bought back	12	(10,028)	-	(10,028)
Dividends paid	15	-	(11,298)	(11,298)
Balance as at 30 June 2014		235,987	(14,804)	221,183
Balance as at 1 July 2014		235,987	(14,804)	221,183
Profit for the year		-	51,185	51,185
Total comprehensive income for the year	_	-	51,185	51,185
Transactions with owners in their capacity as owners:				
Contributed equity	12	66,141	-	66,141
Transaction costs	12	(1,002)	-	(1,002)
Dividends paid	15	-	(15,273)	(15,273)
Balance as at 30 June 2015		301,126	21,108	322,234

The Statement of Changes in Equity should be read in conjunction with the accompanying Notes.

# **Statement of Cash Flows**

For the year ended 30 June 2015

	Note	30 June 2015 \$'000	30 June 2014 \$'000
Cash flows from operating activities		<b>,</b>	<u> </u>
Interest received		140	140
Dividends received		4,576	4,020
Sundry receipts		63	34
Management and performance fees paid		(4,317)	(3,033)
Payment to suppliers		(1,065)	(750)
Net cash (outflow)/inflow from operating activities	16	(603)	411
Cash flows from investing activities			
Investments purchased		(278,420)	(162,355)
Proceeds from investments sold		227,746	204,938
Net cash (outflow)/inflow from investing activities		(50,674)	42,583
Cash flows from financing activities			
Proceeds from issuance of shares		63,536	-
Payments for share buybacks		-	(10,028)
Dividends paid		(14,099)	(10,526)
Net cash inflow/(outflow) from financing activities		49,437	(20,554)
Net (decrease)/increase in cash and cash equivalents held		(1,840)	22,440
Cash and cash equivalents at beginning of year		34,538	12,778
Effect of foreign currency translations		366	(680)
Cash and cash equivalents at end of year	7	33,064	34,538

The Statement of Cash Flows should be read in conjunction with the accompanying Notes.

# Note 1: Statement of Significant Accounting Policies

The general purpose financial statements of the Company have been prepared in accordance with the requirements of the Corporations Act 2001, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. Compliance with Australian Accounting Standards results in full compliance with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). The Company is a for-profit entity for the purpose of preparing the financial report.

The Company is a listed public company, incorporated and domiciled in Australia.

The Company's financial statements for the year ended 30 June 2015 were approved and authorised for issue by the Board of Directors on 26 August 2015.

The financial report has been prepared on an accruals basis and is based on historical costs and does not take into account changing money values or, except where stated, current valuations of non-current assets. Cost is based on the fair values of the consideration given in exchange for assets.

## Summary of Significant Accounting Policies

The following is a summary of the material accounting policies adopted by the Company in the preparation of the financial report. They have been consistently applied unless otherwise stated.

#### a. Revenue and other income

Dividend income is recognised on a receivable basis on the date shares are quoted ex-dividend.

Distribution income is recognised on a receivable basis as of the date the unit value is quoted ex-distribution.

Interest from fixed interest and discount securities is recognised as income on the basis of the accumulated entitlement that would be received on the disposal of the security according to the trading practices accepted by the market for the relevant security. Interest on cash on deposit is recognised in accordance with the terms and conditions which apply to the deposit. All revenue is stated net of the amount of Goods and Services Tax (GST).

#### b. Cash and cash equivalents

Cash and cash equivalents include cash on hand and in banks, and money market investments readily convertible to cash within two working days.

For the purpose of the Statement of Cash Flows, cash includes cash on hand and at call deposits with banks or financial institutions.

#### c. Fair values of financial assets and liabilities

#### Recognition and initial measurement

Financial assets and liabilities are recognised when the Company becomes a party to the binding contractual provisions to the instrument. For financial assets this is equivalent to the date that the Company commits itself to either the purchase or sale of the asset (i.e. trade date accounting is adopted).

Financial assets and liabilities are valued at fair value. Financial instruments are classified into the following categories and fair values of financial instruments are determined on the following basis:

#### i. Investments

All investments are initially recognised at cost, being the fair value of the consideration given including acquisition charges associated with the investment. After initial recognition, investments have been classified as designated "fair value through profit or loss". Gains and losses on investments are recognised in the Statement of Profit or Loss and Other Comprehensive Income. Investment performance is measured and evaluated by Key Management Personnel on the basis of fair value movement and managed in accordance with the documented investment strategy.

Investments traded in an organised financial market (traded securities) are valued at current quoted market bid price for an asset. Quoted market prices are available for listed shares, options, debentures and other equity and debt securities.

Year ended 30 June 2015

Investments not traded in an organised market rely on management's assumptions using inputs for which there is no observable market data and are currently based on Net Tangible Assets and a discount to a series A funding valuation.

ii. Monetary financial assets and liabilities not traded in an organised financial market

Financial assets and liabilities related to trade debtors, trade accounts payable, accruals and dividends payable are valued on a cost basis carrying amount (which approximates fair value).

#### iii. Receivables

Receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost. Receivables are included in current assets, except for those which are not expected to mature within 12 months following the end of the reporting period.

#### iv. Financial liabilities

Non-derivative financial liabilities are subsequently measured at amortised cost and can include trade accounts payable and accrued expense provisions.

#### d. Foreign currency translation

Transactions denominated in foreign currencies are translated into Australian Dollars at the rates of exchange ruling on the date of the transaction. All realised exchange gains and losses are taken to account in the period in which they arise.

Foreign currency monetary assets and liabilities existing at reporting date are revalued at the rates of foreign exchange at reporting date. The resulting unrealised exchange differences are brought to account in determining the profit or loss for the year.

#### e. Derivative financial instruments

The Company uses derivative financial instruments such as foreign currency contracts to hedge its risks associated with foreign currency fluctuations. Such derivative financial instruments are stated at fair value.

The fair value of forward contracts is calculated by reference to current forward exchange rates for contracts with similar maturity profiles.

Gains and losses arising from changes in fair value are taken directly to the Statement of Profit or Loss and Other Comprehensive Income.

### f. Income Tax

The income tax expense/(revenue) for the year comprises current income tax expense/(revenue) and deferred tax expense/ (revenue).

The Company adopts the liability method of tax-effect accounting whereby 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 Statement of Profit or Loss and Other Comprehensive Income 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.

Year ended 30 June 2015 continued

#### 1: Statement of Significant Accounting Policies continued

#### g. Goods and Services Tax

Revenue, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or is expensed. Receivables and payables in the Statement of Financial Position are shown inclusive of GST. Cash flows are presented in the Statement of Cash Flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

#### h. Trade and Other Payables

Trade and other payables represent the liability outstanding at the end of the reporting period for goods and services received by the Company during the reporting period which remains unpaid. The balance is recognised as a current liability with the amount being normally paid within 30 days of recognition of the liability.

### i. Critical accounting estimates and judgements

The Directors evaluate estimates and judgements incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Company.

#### Key estimates - recognition of Deferred Tax Asset

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised based upon the likely timing and the level of future taxable profits. The Company has tax losses carried forward amounting to \$12.829m (2014: \$58.285m). These relate mainly to realised losses on the investment portfolio of the Company and subject to satisfying the specific income tax rules regarding the carry forward and utilisation of tax losses, do not expire regardless of their recognition in the financial statements. The Company expects to be able to meet the income tax rules for utilisation of carried forward losses in future.

### Key estimates - impairment

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

No impairment has been recognised in respect of any assets for the year ended 30 June 2015.

#### j. Rounding of amounts

Unless otherwise shown in the financial statements, amounts have been rounded to the nearest thousand dollars and are shown in A\$'000. Hunter Hall Global Value Limited is a company of the kind referred to in the Australian Securities and Investments Commission Class Order 98/100 issued 10 July 1998.

#### k. New and amended standards adopted by the Company

The Company has applied the following new and revised accounting standards which became effective for the annual reporting period commencing on 1 July 2014:

#### i. AASB 2013-5 Amendments to Australian Accounting Standards - Investment Entities

The amendments made by AASB 2013-5 introduce an exception from the consolidation requirements for investment entities. The amendment provides relief from the requirement to consolidate any investment in subsidiaries. The Company meets the definition of an investment entity under the standard. Therefore, any investment in subsidiaries (other than those subsidiaries that provide investment related services) must be measured at fair value through profit or loss. The adoption of the amendment has no impact as the Company does not have investments in subsidiaries.

Year ended 30 June 2015

ii. AASB 2014-1 Amendments to Australian Accounting Standards (Part A: Annual Improvements 2010-2012 and 2011-2013 Cycles)

Part A of AASB 2014-1 makes amendments to various Australian Accounting Standards arising from the issuance by the IASB of International Financial Reporting Standards Annual Improvements to IFRSs 2010-2012 Cycle and Annual Improvements to IFRSs 2011-2013 Cycle.

Among other improvements, the amendments arising from Annual Improvements to IFRSs 2010-2012 Cycle:

- clarify that the definition of a 'related party' includes a management entity that provides key management personnel services to the reporting entity (either directly or through a group entity)
- amend AASB 8 Operating Segments to explicitly require the disclosure of judgements made by management in applying the aggregation criteria.
- iii. AASB 2013-4 Amendments to Australian Accounting Standards Novation of Derivatives and Continuation of Hedge Accounting
  The adoption of AASB 2013-4 did not have any impact on the current period or any prior period and is not likely to
  affect future periods.

There are no other standards, interpretations or amendments to existing standards that are effective for the first time for the financial year beginning 1 July 2014 that have a material impact on the Company.

#### 1. New standards and interpretations not yet adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2015 reporting period and have not been early adopted by the Company. The Company's assessment of the impact of these new standards (to the extent relevant to the Company) and interpretations is set out below:

- AASB 9 Financial Instruments (2009 or 2010 version), AASB 2009-11 Amendments to Australian Accounting Standards arising from AASB 9, AASB 2010-7 Amendments to Australian Accounting Standards arising from AASB 9 (December 2010), AASB 2012-6 Amendments to Australian Accounting Standards – Mandatory Effective Date of AASB 9 and Transition Disclosures and AASB 2013-9 Amendments to Australian Accounting Standards – Conceptual Framework, Materiality and Financial Instruments (effective from 1 January 2018)
  - AASB 9 Financial Instruments addresses the classification, measurement and derecognition of financial assets and financial liabilities. It has now also introduced revised rules around hedge accounting. The standard is not applicable until 1 January 2018 but is available for early adoption. The Directors do not expect this to have a significant impact on the recognition and measurement of the Company's financial instruments as they are carried at fair value through profit or loss. The derecognition rules have not been changed from the previous requirements, and the Company does not apply hedge accounting. AASB 9 introduces a new impairment model. However, as the Company's investments are all held at fair value through profit or loss, the change in impairment rules will not impact the Company. The Company has not yet decided when to adopt AASB 9.
- ii. AASB 15 Revenue from Contracts with Customers (effective from 1 January 2017)
  - AASB 15 will replace AASB 118 Revenue which covers contracts for goods and services and AASB 111 Construction Contracts which covers construction contracts. AASB 15 is based on the principle that revenue is recognised when control of a good or service transfers to a customer so the notion of control replaces the existing notion of risks and rewards.
  - The Company's main sources of income are interest, dividends and distributions and gains on financial instruments held at fair value. All of these are outside the scope of the new revenue standard. As a consequence, the Directors do not expect the adoption of AASB 15 to have a significant impact on the Company's accounting policies or the amounts recognised in the financial statements. The Company has not yet decided when to adopt AASB 15.
- iii. AASB 2015-1 Amendments to Australian Accounting Standards Annual Improvements to Australian Accounting Standards 2012-2014 Cycle

These amendments arise from the issuance of Annual Improvements to IFRSs 2012-2014 Cycle in September 2014 by the IASB.

Year ended 30 June 2015 continued

- 1: Statement of Significant Accounting Policies continued
- 1. New standards and interpretations not yet adopted continued

Among other improvements, the amendments clarify that when an entity reclassifies an asset (or disposal group) directly from being held for sale to being held for distribution (or vice-versa), the accounting guidance in paragraphs 27-29 of AASB 5 Non-current Assets Held for Sale and Discontinued Operations does not apply. The amendments also state that when an entity determines that the asset (or disposal group) is no longer available for immediate distribution or that the distribution is no longer highly probable, it should cease held-for-distribution accounting and apply the guidance in paragraphs 27-29 of AASB 5.

When these amendments are first adopted for the year ending 30 June 2017, there will be no material impact on the financial statements.

iv. AASB 2015-2 Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 101

The amendments:

- clarify the materiality requirements in AASB 101, including an emphasis on the potentially detrimental effect of obscuring useful information with immaterial information.
- clarify that AASB 101's specified line items in the statement(s) of profit or loss and other comprehensive income and the statement of financial position can be disaggregated.
- add requirements for how an entity should present subtotals in the statement(s) of profit or loss and other comprehensive income and the statement of financial position.
- clarify that entities have flexibility as to the order in which they present the notes, but also emphasise that understandability and comparability should be considered by an entity when deciding that order.
- remove potentially unhelpful guidance in IAS 1 for identifying a significant accounting policy.

When these amendments are first adopted for the year ending 30 June 2017, there will be no material impact on the financial statements.

v. AASB 2015-3 Amendments to Australian Accounting Standards arising from the Withdrawal of AASB 1031 Materiality

The Standard completes the AASB's project to remove Australian guidance on materiality from Australian Accounting Standards. When this Standard is first adopted for the year ending 30 June 2016, there will be no impact on the financial statements.

There are no other standards that are not yet effective and that are expected to have a material impact on the Company in the current or future reporting periods and on foreseeable future transactions.

# Note 2: Changes in Fair Value of Investments

Net changes in fair value of investments	65,921	39,326
Net unrealised gains on investments	16,928	26,371
Unrealised gains/(losses) on foreign exchange	366	(679)
Unrealised (losses)/gains on forward contracts	(706)	2,649
Unrealised gains on investments designated at fair value through profit or loss	17,268	24,401
Net realised gains on investments	48,993	12,955
Realised gains/(losses) on foreign exchange	2,607	(902)
Realised losses on forward contracts	(349)	(3,410)
Realised gains on investments designated at fair value through profit or loss	46,735	17,267
	\$'000	\$'000
	2015	2014

# Note 3: Expenses

## a. Management Fees

In accordance with the Investment Management Agreement (outlined in the Shareholder Information section of this Annual Report), the Investment Manager is entitled to a management fee of 1.5% per annum of the gross value of the investment portfolio, payable on a monthly basis.

The Investment Manager is also entitled to a performance fee when the Company outperforms the MSCI Total Return Index, Net Dividends Reinvested in Australian dollars. The method of calculating the fee is detailed in the Investment Management Agreement. No performance fee was paid in 2015 or 2014.

The amounts paid and payable to the Investment Manager in accordance with the Investment Management Agreement were:

	2015	2014
	\$'000	\$'000
Management fees	4,186	3,344
	4,186	3,344
b. Performance Fees		
b. Terrormance Tees	2015	2014
	\$	\$
Performance fee deficit	(8,868)	(10,365)
	(8,868)	(10,365)
c. Auditor's Remuneration		
	2015	2014
	\$	\$
Remuneration of the Auditor of the Company for:		
Audit of year end Financial Report	40,500	43,750
Review of half year Financial Report	24,400	23,700
	64,900	67,450

# Note 4: Income Tax Expense

1		
	2015	2014
	\$'000	\$'000
The components of tax expense comprise:		
Deferred tax liability on unrealised movements	5,212	-
Tax losses utilised	13,723	-
Accruals	(2)	-
Prior year deferred tax asset not previously recognised	(4,139)	-
	14,794	-
The prima facie tax on profit before tax is reconciled to the income tax benefit		
provided in the financial report follows:		
Prima facie tax payable on profit before income tax of 30%	19,794	11,945
Less tax effect of:		
Foreign withholding tax	(460)	(252)
Franking credits	(771)	(971)
Add tax effect of:		
Foreign withholding tax	138	76
Franking credits	232	291
Recognition of prior years' deferred tax liabilities	13,351	-
Utilisation of tax assets previously not recognised	(17,490)	(11,089)
Income tax attributable to entity	14,794	-
Applicable weighted average effective tax rates1:	22%	0%
Tax losses not brought to account	-	(17,490)

<sup>1.</sup> The effective tax rate in the prior year was nil due to utilisation of previous off balance sheet tax losses brought forward. For the current period the tax rate is lower than the company tax rate of 30% due to the utilisation of tax losses.

# Note 5: Tax

# a. Deferred Tax Asset

	2015	2014
	\$'000	\$'000
The components of deferred tax assets comprise:		
Tax losses	3,849	-
Accruals	5	-
Capital raising costs	344	-
Total tax assets	4,198	-
	2015	2014
Movements	\$'000	\$'000
Opening deferred tax asset	-	-
Charged to the statement of profit or loss and other comprehensive income:		
Recognition of prior years' deferred tax assets	17,490	20,810
Tax losses utilised	(13,723)	(3,324)
Deferred tax on capital raising costs	429	-
Accruals	2	4
Derecognition of tax balances	-	(17,490)
Closing deferred tax asset	4,198	-
b. Deferred Tax Liabilities		
	2015	2014
	\$'000	\$'000
The components of deferred tax assets comprise:		
Current year fair value adjustments	5,212	-
Prior year fair value adjustments	13,350	-
Total tax liabilities	18,562	-
	2015	2014
Movements	\$'000	\$'000
Opening deferred tax liabilities	-	-
Charged to the statement of profit or loss and other comprehensive income:		
Recognition of prior years' deferred tax liabilities	13,350	-
Unrealised movements in investments	4,970	(13,350)
Accrued income	242	-
Derecognition of tax balances	-	13,350
Closing deferred tax liabilities	18,562	-

# Note 6: Earnings Per Share (EPS)

	2015	2014
	\$'000	\$'000
Profit used in the calculation of both basic and dilutive EPS	51,185	39,815
	2015	2014
	No.	No.
Weighted average number of ordinary shares outstanding during the year used in calculation of basic EPS	202,570,969	189,550,007
Weighted average number of ordinary shares and potential ordinary shares outstanding during the		
year used in calculation of EPS	202,570,969	189,550,007

Both the basic and diluted earnings per share have been calculated using the profit attributable to the shareholders of the Company as the numerator.

# Note 7: Cash and Cash Equivalents

•	2015 \$'000	2014 \$'000
Cash at bank	33,064	34,538
	33,064	34,538
Note 8: Trade and other Receivables		
	2015	2014

2010	2017
\$'000	\$'000
748	302
6	13
151	53
49	45
6,853	773
7,807	1,186
	\$'000 748 6 151 49 6,853

There are no past due or impaired receivables at reporting date.

# Note 9: Financial Assets

	300,549	186,245
Equity securities at fair value	300,549	186,245
	\$'000	\$'000
	2015	2014

## Details of the Company's largest 10 investments as at 30 June 2015 are as follows:

Name of investment	Principal activities	Total value of net assets %	Carrying value \$'000
Sirtex Medical Ltd	liver cancer treatments	16%	50,579
M2 Group Ltd	telecommunications	5%	15,410
St Barbara Ltd	gold explorer and producer	4%	13,058
Citigroup Inc	financial services	4%	11,787
JDS Uniphase Corp	optical components	3%	11,117
Take-Two Interactive Software Inc.	interactive entertainment	3%	10,969
Greenlight Capital Re Ltd	reinsurance	3%	10,051
Yahoo! Inc	digital content	3%	9,937
Seven West Media Ltd	diversified media	3%	8,901
Bank of New York Mellon Corp	financial services	3%	8,270

## Details of the Company's largest 10 investments as at 30 June 2014 are as follows:

Name of investment	Principal activities	Total value of net assets %	Carrying value \$'000
Sirtex Medical Ltd	liver cancer treatments	19%	41,152
M2 Group Ltd	telecommunications	5%	10,319
Danelli & Co - RNC	metal processing machinery	3%	7,487
Take-Two Interactive Software Inc.	interactive entertainment	2%	5,365
Bank of New York Mellon Corp	financial services	2%	5,273
Apple Inc	consumer electronics	2%	4,607
Leopalace21 Corp	apartment construction and management	2%	4,587
GT Advanced Technologies Inc	solar and LED servicer	2%	4,543
Citigroup Inc	bank	2%	4,514
JDS Uniphase Corp	optical components	2%	4,154

Note 10: T	rade and	other	payables
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I /		
	2015	2014
	\$'000	\$'000
Amounts owing on investments purchased	3,644	187
Sundry accruals	12	7
Payable to related parties:		
Manager's account	453	579
	4,109	773
Note 11: Financial Liabilities		
	2015	2014
	\$'000	\$'000
Financial liabilities (foreign currency forward contracts)	713	13
	713	13
Note 12 : Contributed Equity	2015	2014
	No. shares	No. shares
Issued ordinary shares at the beginning of the reporting period	188,474,762	198,522,203
Share buy backs Dividends reinvested (DRP)	1,003,278	(10,796,953) 749,512
Rights issue	23,261,142	749,512
Placement	28,300,000	_
Issued ordinary shares at reporting date	241,039,182	188,474,762
	2015	2014
	No. shares	No. shares
Issued ordinary shares at the beginning of the reporting period	235,987	245,243
Share buy backs	-	(10,028)
Dividends reinvested (DRP)	1,174	772
Rights issue	29,309	-
Placement	35,658	-

On 2 March 2015 the Company successfully completed a placement of 28,300,000 fully paid ordinary shares in HHV (Placement Shares) to certain investors raising gross proceeds of \$35.7m at \$1.26 per share (Placement).

On 2 March 2015 the Company announced a 1-for-5 rights issue at a subscription price of \$1.26 per share. The offer closed on 8 April 2015 and the Company received subscriptions for 23,261,142 shares which were allotted on 15 April 2015 raising gross proceeds of \$29.3m. The after tax transaction costs associated with the capital raising amounted to \$1.0m.

(1,002)

235,987

301,126

## Capital Management

Issued ordinary shares at cost at reporting date

Transaction costs

The Company manages its capital to ensure that it is able to continue as a going concern while maximising the return to shareholders and benefits for other stakeholders. The Board also aims to maintain a capital structure that ensures the lowest cost of capital available to the entity.

On 27 November 2014, the Company announced an on-market share buy-back of 18,000,000 shares, representing a maximum of approximately 10% of the Company's issued ordinary shares. On 2 March 2015 the share buy-back was terminated as the Company's shares had been trading on ASX at a reduced discount to its NTA and in light of the capital raising detailed above.

For the year ended 30 June 2015, the Company paid dividends of \$15,273,375 (2014: \$11,298,490).

In line with the Company's dividend policy, on 26 August 2015 the Directors proposed an unfranked final dividend of 4.0 cents per share, relating to the 2015 financial year, to be paid on 18 September 2015. In addition owing to the Company's strong profit performance and the fact that net profit after tax included a significant component of realised profits the Directors also announced a special unfranked dividend of 4.0 cents per share to be paid on 18 September 2015.

The Company's overall strategy remains unchanged from 2014.

The capital structure of the Company consists of cash and cash equivalents and equity attributable to equity holders, comprising issued capital, reserves and retained earnings as disclosed in the Statement of Changes of Equity.

The Company is not subject to externally imposed capital requirements.

## Note 13: Accumulated Losses

Balance at end of period	(78,457)	(78,457)
Transfer to Profit Reserve	(51,185)	(39,815)
Current period profit	51,185	39,815
Balance at beginning of period	(78,457)	(78,457)
	\$'000	\$'000
	2015	2014

## Note 14: Profit Reserve

Balance at end of period	99,565	63,653
Interim dividend paid	(9,619)	(6,570)
Final dividend paid	(5,654)	(4,728)
Transfer from retained earnings	51,185	39,815
Balance at beginning of period	63,653	35,136
	2015 \$'000	2014 \$'000

The profit reserve consists of amounts allocated from retained earnings that are preserved for future dividend payments.

# Note 15: Dividends

	2015 \$'000	2014 \$'000
Partially franked final ordinary dividend of 3.0 cents per share (2014: 2.5 cents)	5,654	4,728
Partially franked interim ordinary dividend of 4.0 cents per share (2014: 3.5 cents per share)	9,619	6,570
	15,273	11,298
The amount of franking credits available for subsequent reporting periods are:		
Balance at the end of the reporting period	2	565
Franking credits that will arise from the payment of the amount of provision for income tax	-	-
Franking debits that will arise from the payment of dividends recognised as a liability at the		
end of the reporting period	-	-
Franking credits that will arise from the receipt of dividends recognised as receivables at the		
end of the reporting period	-	
The amount of franking credits available for future reporting periods due to the dividends		
declared after the end of the reporting period	2	565

# Note 16: Cash Flow information

	2015	2014
	\$'000	\$'000
Reconciliation of net cash (outflow)/inflow from operating activities to net profit after income tax:		
Net profit after income tax	51,185	39,815
Changes in fair value of investments	(65,921)	(39,326)
Net change in working capital:		
Change in trade and other receivables	(537)	(101)
Change in trade and other payables	(122)	68
Change in prepayments	(4)	(45)
Change in deferred tax asset	86	-
Change in deferred tax liability	18,849	-
Recognition of prior year deferred tax asset	(4,139)	
Net cash (outflow)/inflow from operating activities	(603)	411

# Note 17: Financial Risk Management

The Company's financial instruments consist mainly of deposits with banks, investments, accounts receivable and payable, and derivatives. Derivatives are used by the Company for economic hedging purposes. Such instruments include forward exchange contracts. The Company does not speculate in the trading of derivative instruments.

The sensitivity analysis shown below is based on changes that are considered to be reasonably possible based on current market conditions.

The Company holds the following financial instruments:

	2015	2014
	\$'000	\$'000
Financial Assets		
Cash and cash equivalents	33,064	34,538
Trade and other receivables	7,807	1,186
Investments at fair value	300,549	186,245
	345,618	221,969
Financial Liabilities		
Trade and other payables	4,109	773
Foreign currency forward contracts	713	13
Deferred tax liabilities	18,562	-
	23,384	786

## Financial Risk Exposures and Management

The main risks the Company is exposed to through its financial instruments are foreign exchange risk, price risk, interest rate risk, credit risk and liquidity risk.

### a. Market Risk

### i. Foreign exchange risk

With approximately 41.5% (2014: 60.4%) of the Company's portfolio held in foreign equities, cash and forward contract hedging there is a risk associated with movements in foreign exchange rates. The Australian Dollar weighting of the Company's portfolio is mainly comprised of Australian Dollar cash, Australian equities, and forward contracts hedging foreign currency exposures back into Australian Dollars.

During the year the Investment Manager significantly decreased its exposure to the Hong Kong Dollar, the Japanese Yen and the United States Dollar using forward contracts.

The use of forward contracts resulted in a realised loss of \$349,071 in the year to 30 June 2015 (2014: loss of \$3,437,815).

In absolute terms the Company is a net investor in foreign currency assets including cash and to a varying degree benefits from any weakening in the Australian Dollar against those currencies to which it is exposed. The accounting policy in regard to forward exchange contracts is detailed in Note 1e.

# Notes to the Financial Statements

Year ended 30 June 2015 continued

NOTE 17: Financial Risk Management continued

 $a.\ Market\ Risk\ continued$ 

The Company's total net exposure to fluctuations in foreign currency exchange rates at the reporting date was as follows:

		_		_	-	
	Cash	Investments	Forwards	Other	Total	Total
2015	\$'000	\$'000	\$'000	\$'000	\$'000	%
Assets						
Australian Dollar	4,235	102,727	87,828	6,885	201,675	58.4%
Euro	3	12,042	130	930	13,105	3.8%
British Pound	-	3,493	-	(8)	3,485	1.0%
Hong Kong Dollar	-	31,114	(19,115)	708	12,707	3.7%
Japanese Yen	-	23,803	(21,913)	2,046	3,936	1.1%
New Zealand Dollar	-	3,084	-	-	3,084	0.9%
Norwegian Kroner	3	5,106	-	-	5,109	1.5%
Korean Won	-	6,574	280	1	6,855	2.0%
Taiwanese Dollar	91	-	-	-	91	0.0%
United States Dollar	28,732	112,607	(47,210)	1,443	95,571	27.7%
	33,064	300,550	-	12,005	345,618	100.0%
Liabilities						
Australian Dollar	-	-	-	21,949	21,949	93.9%
British Pound	-	-	-	346	346	1.5%
Euro	-	-	130	-	130	0.6%
Hong Kong Dollar	-	-	85	126	211	0.9%
Japanese Yen	-	-	298	250	548	2.3%
Korean Won	-	-	280	-	280	1.2%
United States Dollar	-	-	(80)	-	(80)	(0.3%)
	-	-	713	22,671	23,384	100.0%

 $i.\ For eign\ exchange\ risk\ {\it continued}$ 

The Company's total net exposure to fluctuations in foreign currency exchange rates at the comparative reporting date was as follows:

	Cash	Investments	Forwards	Other	Total	Total
2014	\$'000	\$'000	\$'000	\$'000	\$'000	%
Assets						
Australian Dollar	17,499	70,394	2,716	773	91,382	41.2%
Euro	3	8,405	-	-	8,408	3.8%
British Pound	-	3,695	-	5	3,700	1.7%
Hong Kong Dollar	-	9,511	-	270	9,781	4.4%
Japanese Yen	-	17,849	-	111	17,960	8.1%
New Zealand Dollar	-	2,915	-	-	2,915	1.3%
Norwegian Kroner	4	-	-	-	4	0.0%
Korean Won	-	8,105	(2,716)	-	5,389	2.4%
Swedish Kroner	-	1,495	-	-	1,495	0.7%
Swiss Francs	-	2,986	-	-	2,986	1.3%
Taiwanese Dollar	76	-	-	-	76	0.0%
United States Dollar	16,956	60,217	-	27	77,200	34.8%
Israeli Shekel		673	-	-	673	0.3%
	34,538	186,245	-	1,186	221,969	100.0%
Liabilities						
Australian Dollar	-	-	-	586	586	74.5%
Japanese Yen	-	-	-	79	79	10.1%
Korean Won	-	-	13	-	13	1.7%
United States Dollar	-	-	-	108	108	13.7%
	-	-	13	773	786	100.0%

### Sensitivity analysis

At reporting date a 10% strengthening/weakening of the Australian Dollar at 30 June 2015 would have (decreased)/ increased profit or loss before income tax by \$15,975,752 (2014:\$13,310,131). The analysis assumes that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis as for 2014.

### ii. Price risk

The Company is exposed to equity securities price risk. This arises from investments held by the Company and classified on the Statement of Financial Position as fair value through profit or loss.

To manage its price risk arising from investments in equity securities, the Company diversifies its portfolio. The majority of the Company's equity investments are publicly traded.

### Sensitivity analysis

At reporting date, if the equity prices had been 10% lower or higher profit or loss before income tax of the Company would have (decreased)/increased by \$30,054,977 (2014: \$18,624,428). The analysis assumes that all other variables remain constant. The analysis is performed on the same basis as for 2014.

The sensitivity to equity prices has not changed significantly from the prior year.

## Notes to the Financial Statements

Year ended 30 June 2015 continued

NOTE 17: Financial Risk Management continued

a. Market Risk continued

#### iii. Interest rate risk

The majority of the Company's financial assets are non-interest bearing. The main interest rate risk for the Company arises from its cash holdings. Cash is held for both liquidity and foreign currency hedging purposes. The Company's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of change in market interest rates and the effective weighted average interest rates on classes of financial assets and financial liabilities are as follows:

	2015	2014
	\$'000	\$'000
Cash balance subject to floating interest rate	33,065	34,538
	2015	2014
	%	%
Weighted average effective interest rate	0.39	0.64

### Sensitivity analysis

At reporting date, if the interest rates had been 10% lower or higher profit or loss before income taxes of the Company would have (decreased)/increased by \$12,956 (2014: \$22,100).

### b. Credit risk

Credit risk arises from cash and cash equivalents, derivative financial instruments and deposits with banks and financial institutions, as well as outstanding receivables. The Company minimises concentrations of credit risk by undertaking transactions with a number of customers and counterparties on recognised and reputable exchanges. The Company is not materially exposed to any individual counterparty.

The maximum exposure to credit risk, excluding the value of any collateral or other security, at reporting date in respect of recognised financial assets is the carrying amount, net of any provisions for doubtful debts of those assets, as disclosed in the Statement of Financial Position and Notes to the Financial Statements.

The Company's management considers that all the above financial assets that are not impaired or past due for each of the reporting dates under review are of good credit quality. As disclosed in Note 7 there were no past due or impaired receivables at reporting date.

With 100% of cash balances held under custody with JP Morgan Chase Bank, the Company has a concentration of credit risk. However the risk is considered negligible as JP Morgan is a reputable bank with a high external credit rating.

## c. Liquidity risk

The Company manages liquidity risk by monitoring forecast cash flows and ensuring that adequate uninvested cash levels are maintained.

Maturities of financial liabilities

Financial liabilities held by the Company include management fees payable to the Investment Manager, unsettled trades and other sundry accruals. The below table shows the maturities of financial liabilities held by the Company. The Company holds short term forward contracts which are also included below where any liability existed at reporting date. Further information on these instruments is in Note 17e.

Total	773	13	-	-	786
Other payables and accrued expenses	586	-	-	-	586
Foreign currency forward contracts	-	13	-	-	13
Due to brokers	187	-	-	-	187
Financial Liabilities	\$'000	\$'000	\$'000	\$'000	\$'000
2014	1 month	months	months	months	Total
	Less than	1 to 3	3 to 6	6 to 12	
Total	4,109	713	-	-	4,822
Other payables and accrued expenses	465	-	-	-	465
Foreign currency forward contracts	-	713	-	-	713
Due to brokers	3,644	-	-	-	3,644
Financial Liabilities	\$'000	\$'000	\$'000	\$'000	\$'000
2015	1 month	months	months	months	Total
	Less than	1 to 3	3 to 6	6 to 12	

### d. Net fair values

The following table provides an analysis of financial instruments as at reporting date that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurement are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair value of financial assets that are traded in active markets are based on quoted prices or dealer price quotations. For other Level 1 financial instruments the Company determines fair values using broker quoted bid prices and unit trust prices.

Fair value of foreign currency contracts are calculated by reference to current forward exchange rates for contracts with similar maturity profiles.

Fair value of financial assets not traded in an organised market rely on management's assumptions using inputs for which there is no observable market data and are currently based on Net Tangible Assets and a discount to a series A funding valuation.

## Notes to the Financial Statements

Year ended 30 June 2015 continued

NOTE 17: Financial Risk Management continued

### d. Net fair values continued

Financial assets at fair value	Level 1	Level 2	Level 3	Total
through profit or loss	\$'000	\$'000	\$'000	\$'000
Listed investments at fair value	300,531	-	-	300,531
Unlisted investments at fair value	-	-	18	18
Total	300,531	-	18	300,549
Financial liabilities at fair value	Level 1	Level 2	Level 3	Total
through profit or loss	\$'000	\$'000	\$'000	\$'000
Foreign currency forward contracts	-	713	-	713
Total	-	713	-	713
2014				
Financial assets at fair value	Level 1	Level 2	Level 3	Total
through profit or loss	\$'000	\$'000	\$'000	\$'000
Listed investments at fair value	186,245	-	-	186,245
Total	186,245	-	-	186,245
Financial liabilities at fair value	Level 1	Level 2	Level 3	Tota
through profit or loss	\$'000	\$'000	\$'000	\$'000
Foreign currency forward contracts	-	13	-	13
Total	-	13		13

# e. Specific instruments

### Derivative financial instruments

A derivative is a financial contract the value of which depends on or is derived from the value of underlying assets, liabilities or indices. Derivative transactions include a wide assortment of instruments, such as forwards, futures, options and swaps. Derivatives are considered to be part of the investment process. The use of derivatives is an essential part of the Company's portfolio management. In particular the Company utilises short term forward contracts to manage its risk associated with movements in foreign exchange rates.

For details of forward exchange contracts outstanding at the reporting date refer to Note 11.

## Note 18: Related Party Transactions

		2015	2014
		\$	\$
Tra	nsactions between related parties are on normal commercial terms and conditions no more		
fav	ourable than those available to other parties unless otherwise stated.		
a.	Hunter Hall International Ltd		
	Expense reimbursements paid in relation to cost incurred on behalf of the Company	(963,826)	(531,192)
b.	Hunter Hall Investment Management Ltd		
	Pursuant to the Investment Management Agreement:		
	Performance fees paid and payable	-	-
	Management fees paid and payable	(4,186,181)	(3,344,415)
	Pursuant to a securities sale deed with Rushcutter Investments Pty Limited, a wholly		
	owned subsidiary of Hunter Hall International Limited:		
	Sale of securities	1	-
C.	Macpherson & Kelley Lawyers		
	Legal fees paid	(60,923)	(8,175)

### d. JP Morgan

JP Morgan, custodian of the Company's' assets, provides certain corporate benefits to Philip Clark including a serviced office and car parking.

#### e. Bell Potter Securities Ltd

Payment of brokerage commissions for trade execution at normal market rates to Bell Potter Securities Ltd, employer of Julian Constable.

# Note 19: Statement of Operations by Segment

The Company has identified its operating segments based on the internal reports that are reviewed and used by the Chief Investment Officer of the Investment Management company in assessing and determining the allocation of resources.

The Company operates in one business segment, being investment in securities. The Company operates from Australia only and therefore has only one geographical segment.

# Note 20: Subsequent Events

There were no other events subsequent to year end that require disclosure other than those matters referred to elsewhere in this report. Since 30 June 2015 the Company's portfolio has decreased in value by 3.4% up to 21 August 2015.

In line with the Company's dividend policy, on 26 August 2015 the Directors proposed an unfranked final dividend of 4.0 cents per share, relating to the 2015 financial year, to be paid on 18 September 2015. In addition owing to the Company's strong profit performance and the fact that net profit after tax included a significant component of realised profits the Directors also announced a special unfranked dividend of 4.0 cents per share to be paid on 18 September 2015.

The Annual Report was authorised for issue on 26 August 2015 by the Board of Directors.

# Note 21: Contingent Liabilities

There were no contingent liabilities at  $30 \, \mathrm{June} \, 2015$  and  $30 \, \mathrm{June} \, 2014$  that require disclosure.

# **Directors' Declaration**

Year ended 30 June 2015

- 1. In the opinion of the directors of the Company:
  - a. the financial statements and notes of the Company are in accordance with the Corporations Act 2001, including
    - i. giving a true and fair view of its financial position as at 30 June 2015 and of its performance for the financial year ended on that date; and
    - ii. complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and
  - b. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
- 2. The directors have been given the declarations required by Section 295A of the Corporations Act 2001 from the Chief Executive Officer and Chief Financial Officer for the financial year ended 30 June 2015.
- 3. The financial statements comply with International Financial Reporting Standards as stated in Note 1.

Signed in accordance with a resolution of the directors of the Company.

Philip Marcus Clark AM

F. Men Chil

Director

Sydney

Dated this 26th day of August 2015



Level 17, 383 Kent Street Sydney NSW 2000

Correspondence to: Locked Bag Q800 QVB Post Office Sydney NSW 1230

T +61 2 8297 2400 F +61 2 9299 4445 E info.nsw@au.gt.com W www.grantthornton.com.au

# Auditor's Independence Declaration To the Directors of Hunter Hall Global Value Limited

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the audit of Hunter Hall Global Value Limited for the year ended 30 June 2015, I declare that, to the best of my knowledge and belief, there have been:

- a no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- b no contraventions of any applicable code of professional conduct in relation to the audit.

GRANT THORNTON AUDIT PTY LTD

**Chartered Accountants** 

G S Layland

Director - Audit & Assurance

Sydney, 26 August 2015

Grant Thornton Audit Pty Ltd ABN 94 269 609 023 ACN 130 913 594

a subsidiary or related entity of Grant Thornton Australia Ltd ABN 41 127 556 389

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Independent Auditor's Report

To the Members of Hunter Hall Global Value Limited

### Report on the financial report

We have audited the accompanying financial report of Hunter Hall Global Value Limited (the "Company"), which comprises the statement of financial position as at 30 June 2015, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information and the directors' declaration of the company.

### Directors' responsibility for the financial report

The Directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001. The Directors' responsibility also includes such internal control as the Directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. The Directors also state, in the notes to the financial report, in accordance with Accounting Standard AASB 101 Presentation of Financial Statements, the financial statements comply 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. Those standards require us to 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 judgement, 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 Company's preparation of the financial report that gives a true and fair view 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 Company'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.

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### 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 Hunter Hall Global Value Limited is in accordance with the Corporations Act 2001, including:
  - i giving a true and fair view of the Company's financial position as at 30 June 2015 and of its performance for the year ended on that date; and
  - ii complying with Australian Accounting Standards and the Corporations Regulations 2001; and
- b the financial report also complies with International Financial Reporting Standards as disclosed in the notes to the financial statements.

### Report on the remuneration report

We have audited the remuneration report included in pages 11 to 14 of the directors' report for the year ended 30 June 2015. 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 on the remuneration report

In our opinion, the remuneration report of Hunter Hall Global Value Limited for the year ended 30 June 2015, complies with section 300A of the Corporations Act 2001.

GRANT THORNTON AUDIT PTY LTD

**Chartered Accountants** 

G S Layland

Director - Audit & Assurance

Sydney, 26 August 2015

Grant Thornton Audit Pty Ltd ABN 94 269 609 023

ACN 130 913 594

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As at 21 August 2015 there were 6,852 shareholders.

## Distribution of Shareholders

Category (size of Holding)	Number of shareholders	Number of ordinary shares
1 – 1,000	367	132,267
1,001 – 5,000	1,132	3,913,916
5,001 - 10,000	1,336	10,924,342
10,001 – 100,000	3,732	116,241,089
100,001 – and over	285	109,827,568
TOTAL	6,852	241,039,182

The number of shareholders holding less than a marketable parcel is 217.

## **Substantial Shareholders**

As at 21 August 2015 the following shareholders have notified the Company that they are the substantial shareholders:

	Number of	% of total issued
	ordinary shares	ordinary shares
Wilson Asset Management Group	27,304,056	11.35

# 20 Largest Shareholders – Ordinary Shares (as at 21 August 2015)

Name	Number of ordinary shares	% of total issued ordinary shares
RBC Investor Services Australia Nominees P/L <wam account=""></wam>	28,930,798	12.00
2. UBS Wealth Management Australia Nominees Pty Ltd	5,157,187	2.14
3. Forsyth Barr Custodians Ltd <forsyth a="" barr="" c="" ltd-nominee=""></forsyth>	4,148,023	1.72
4. BNP Paribas Noms Pty Ltd <drp></drp>	3,098,411	1.29
5. Australian Executor Trustees Limited <no 1="" account=""></no>	2,298,583	0.95
6. Citicorp Nominees Pty Limited	2,038,481	0.85
7. HSBC Custody Nominees (Australia) Limited	1,858,707	0.77
8. Nulis Nominees (Australia) Limited <navigator a="" c<="" mast="" plan="" sett="" td=""><td>1,579,272</td><td>0.66</td></navigator>	1,579,272	0.66
9. Hunter Hall International Limited	1,489,380	0.62
10. Navigator Australia Ltd <mlc a="" c="" investment="" sett=""></mlc>	1,235,254	0.51
11. VBS Investments Pty Ltd	1,059,178	0.44
12. Green Super Pty Ltd <ross a="" c="" fund="" knowles="" super=""></ross>	832,956	0.35
13. Warbont Nominees Pty Ltd <unpaid a="" c="" entrepot=""></unpaid>	809,945	0.34
14. Mr James Fisher Mcdonald	800,000	0.33
15. Mr Victor John Plummer	800,000	0.33
16. HSBC Custody Nominees (Australia) Limited - A/C 3	740,331	0.31
17. Tree Pot Pty Ltd <tree a="" c="" pot=""></tree>	736,000	0.31
18. Netwealth Investments Limited <super a="" c="" services=""></super>	649,881	0.27
19. Mrs Jean Thyne Hadges	643,095	0.27
20. J P Morgan Nominees Australia Limited	635,903	0.26

# **Voting Rights**

Subject to the Company's Constitution:

- At meetings of shareholders, each shareholder is entitled to vote in person, by proxy, by attorney or by representative;
- . On a show of hands, each shareholder present in person, by proxy, by attorney or by representative is entitled to one vote
- On a poll, each shareholder present in person, by proxy, by attorney or by representative is entitled to one vote for every share held by the shareholder

In the case of joint holdings, only one joint holder may vote.

# Voting by Proxy

Shareholders may appoint a proxy or attorney to represent them at a shareholder meeting. If a proxy is appointed and the shareholder attends the meeting then that proxy is automatically revoked.

A corporate shareholder may appoint a proxy, an attorney or a corporate representative.

# **Dividend Payments**

The Company offers shareholders the following choices of how dividend entitlements can be received:

- Cash a cheque is mailed to the shareholder's registered address
- Direct Credit Deposit the dividend is paid directly to the nominated bank account. Direct credits avoid delay in postal delivery and the possibility of lost cheques and are therefore a preferred option.
- Dividend Reinvestment Plan (DRP) the Shareholders can elect that all or part of their dividends be used to apply for fully paid ordinary shares in the Company. Copies of the Dividend Reinvestment Plan (DRP) and the DRP Election forms may be obtained by contacting the share registry.

## Transactions in Securities

	30 June 2015	30 June 2014
Total number of transactions in securities during the year	1,258	1,490
Total brokerage paid or accrued during the year	917,160	579,112

# Principal Registered Address of the Company

The principal registered office is Level 2, 56 Pitt St, Sydney NSW 2000. Telephone (02) 8224 0300.

# Registry

Computershare Investor Services Pty Limited, Level 3, 60 Carrington Street, Sydney NSW 2000. Investor Enquiries 02 8216 5700.

# **Stock Exchange Listing**

Quotation has been granted for all the ordinary shares of the Company on all Member Exchanges of the Australian Securities Exchange Limited ("ASX"). The company shares are traded under the symbol HHV. Details of trading activity are published in most daily newspapers and also obtainable from the ASX website: www.asx.com.au.

# Investments held at Balance Date

Company	Main Business	Country
Sirtex Medical	liver cancer treatments	Australia
M2 Telecommunications	telecommunications	Australia
St Barbara	gold explorer and producer	Australia
Seven West Media	diversified media	Australia
Retail Cube	consumer discretionary	Australia
Slater & Gordon	insurance law	Australia
Maca Limited	engineering services	Australia
SRG Ltd	engineering services	Australia
AMP Capital China Growth Fund	listed investment company	Australia
Seeing Machines	safety equipment	Australia
Avita Medical Ltd	medical equipment	Australia
Po Valley	gas producer	Australia
Greenbox	industrials	Australia
ICBC	financial services	China
China Communications Services Corp	infrastructure construction	China
China Construction Bank	financial services	China
Zhaopin	online recruitment services	China
Shanda Games	internet-based games	China
Nanobiotix	biotech	France
Adidas	sports apparel	Germany
Volkswagen	automobiles	Germany
G-Resources	precious metal mining	Hong Kong
China Mobile	telecommunications	Hong Kong
Dickson Concepts	retail	Hong Kong
Sodastream	carbonated beverage systems	Israel
Perion Network	digital media	Israel
Amiad Water Systems	water filters	Israel
Prada	high-end fashion	Italy
Piaggio	scooters	Italy
LeoPalace21	property	Japan
Toho Pharmaceutical	medical device wholesaler	Japan
Sumitomo Electric	electric wire manufacturer	Japan
Gungho	application software	Japan
Usen	entertainment content	Japan
Toshiba Tec	electronics	Japan
Broadleaf	application software	Japan
Nakanishi	medical equipment	Japan
Samsung Electronics	consumer electronics	Korea
Hyundai Home Shopping	consumer discretionary	Korea
Mighty River Power	electricity	New Zealand
Heartland	financial services	New Zealand
Rex Bionics	robotic exoskeletons	New Zealand
Photocure	pharmaceuticals	Norway
HSBC	financial services	UK
Colefax	furnishing fabrics	UK
Citigroup	financial services	USA
JDS	optical components	USA
Take Two Interactive	interactive entertainment	USA

Company	Main Business	Country
Greenlight Re	reinsurance	USA
Yahoo	digital content	USA
Bank of New York Mellon	financial services	USA
JP Morgan	financial services	USA
Apple	consumer electronics	USA
Urban Outfitters	specialty apparel	USA
Tribune Media	media	USA
IBM	IT services	USA
Harman International	auto parts	USA
Titan International	tire and wheel systems	USA
Marvell	semiconductors	USA
GI Dynamics	weight control devices	USA
Regis Corp	hair salons	USA
Oracle	software	USA

# **Investment Management Agreement**

The Company has appointed Hunter Hall Investment Management Limited (the Manager), under an Investment Management Agreement dated 29 January 2004, to manage the investment portfolio of the Company. The Manager manages and supervises all investments of the Company, including providing monthly valuations, for the term of the contract.

### Term

The Investment Management Agreement is for an initial period of 25 years commencing on the date the Company listed on the ASX, unless terminated earlier in accordance with terms of the Investment Management Agreement.

## Powers of the Manager

For the purpose of carrying out its functions and duties under the Investment Management Agreement, the Manager has the powers of a natural person and absolute and unfettered discretion to manage the investment portfolio and to do all things and execute all documents necessary for the purpose of managing the investment portfolio.

## Management Fee

In return for the performance of its duties as Manager of the Company's investment portfolio, the Manager is entitled to be paid a monthly management fee equal to 0.125% of the gross value of the investment portfolio calculated on the last day of the month (equivalent to a fee of 1.5% per annum of the average value of the investment portfolio).

### Performance Fee

The Manager is also entitled to a Performance Fee, equal to 15% of any out-performance of the investment portfolio compared to its benchmark the MSCI World Accumulation Net Return Index in Australian Dollars. The fee is aggregated daily and paid annually, subject to the following:

- i. if the aggregate Performance Fee for a Financial Year (including any amounts accrued from a previous year) is a positive amount but the Investment Return of the investment portfolio is not greater than zero, then that Performance Fee shall be carried forward (as an accrual) to the following Financial Year,
- ii. if the aggregate Performance Fee for a Financial Year (including any positive or negative amount carried forward from the previous year) is a positive amount but the payment of the accrued Performance Fee would cause the adjusted Investment Return of the investment portfolio for the year to be negative, that portion of the Performance Fee that would cause the Investment Return of the investment portfolio to be negative shall be carried forward (as an accrual) to

# **Shareholder Information**

continued

- the following Financial Year,
- iii. if the aggregate Performance Fee for a Financial Year is a negative amount, no Performance Fees shall be payable to the Manager in respect of that Financial Year, and the negative amount shall be added to the Performance Fee of the succeeding year.

## Reimbursement of Expenses

The Company must reimburse to the Manager, in addition to its remuneration and rights of indemnification or reimbursement conferred under any other provision of the Investment Management Agreement or by law, all charges and expenses reasonably and properly incurred by the Manager in respect of the Company.

## Principal and Registered Office

Hunter Hall Global Value Limited Level 2, 56 Pitt Street Sydney NSW 2000 Australia

Telephone: (61 2) 8224 0300 Facsimile: (61 2) 8224 0333

Email: invest@hunterhall.com.au

Website: www.hunterhallglobalvalue.com.au

## **Directors**

Philip Marcus Clark AM Non-executive Chairman

Julian Constable Non-executive Director

Alex Koroknay Non-executive Director

# **Company Secretary**

Christina Seppelt

### Auditor

Grant Thornton Audit Pty Ltd Level 17, 383 Kent Street Sydney NSW 2000 Australia

## **Share Registry**

Computershare Investor Services Pty Limited Level 4, 60 Carrington Street Sydney NSW 2000 Australia



Hunter Hall Investment Management Limited

Investor Relations 1800 651 674 www.hunterhall.com.au