



Aurizon Holdings Limited
ABN 14 146 335 622

ASX Market Announcements
ASX Limited
20 Bridge Street
Sydney NSW 2000

BY ELECTRONIC LODGEMENT

13 February 2017

Aurizon Network Pty Ltd Half Year Report

Please find attached for release a copy of the Aurizon Network Pty Ltd's Half Year Report for the period ended 31 December 2016, being filed with the Singapore Stock Exchange.

Kind regards

A handwritten signature in black ink, appearing to read "D. Smith", with a horizontal line underneath the first part of the signature.

Dominic D Smith
VP & Company Secretary

Aurizon Network Pty Ltd

ABN 78 132 181 116

Interim Financial Report for the six months ended 31 December 2016

Aurizon Network Pty Ltd ABN 78 132 181 116
Interim Financial Report - 31 December 2016

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Aurizon Network Pty Ltd is a company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Level 17
175 Eagle Street
BRISBANE QLD 4000

Aurizon Network Pty Ltd
Consolidated income statement
For the six months ended 31 December 2016

	Notes	31 December 2016 \$m	31 December 2015 \$m
Revenue from continuing operations	1	671.1	580.1
Other income		-	0.8
Employee benefits expense		(64.4)	(62.8)
Energy and fuel		(73.0)	(62.6)
Consumables		(91.4)	(66.6)
Depreciation and amortisation		(141.7)	(125.5)
Other expenses		(10.0)	(26.4)
Operating profit		290.6	237.0
Finance income		0.7	0.6
Finance expenses		(84.2)	(68.5)
Net finance costs		(83.5)	(67.9)
Profit before income tax		207.1	169.1
Income tax expense		(61.9)	(51.4)
Profit for the six months		145.2	117.7

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

Aurizon Network Pty Ltd
Consolidated statement of comprehensive income
For the six months ended 31 December 2016

	31 December 2016 \$m	31 December 2015 \$m
Profit for the six months	145.2	117.7
Other comprehensive income		
<i>Items that may be reclassified to profit or loss</i>		
Changes in the fair value of cash flow hedges recognised in equity	44.4	3.4
Income tax relating to components of other comprehensive income	(13.3)	(1.0)
Other comprehensive income for the six months, net of tax	31.1	2.4
Total comprehensive income for the six months	176.3	120.1

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

Aurizon Network Pty Ltd
Consolidated balance sheet
As at 31 December 2016

	Notes	31 December 2016 \$m	30 June 2016 \$m
ASSETS			
Current assets			
Cash and cash equivalents		27.1	3.3
Trade and other receivables		198.6	241.1
Inventories		41.8	44.2
Derivative financial instruments		0.1	-
Other assets		4.5	0.7
Total current assets		272.1	289.3
Non-current assets			
Inventories		14.0	14.4
Derivative financial instruments		68.1	76.9
Property, plant and equipment		5,416.6	5,432.1
Intangible assets		70.6	65.0
Total non-current assets		5,569.3	5,588.4
Total assets		5,841.4	5,877.7
LIABILITIES			
Current liabilities			
Trade and other payables		151.9	160.7
Derivative financial instruments		12.5	27.2
Borrowings	3	-	7.2
Provisions		40.0	20.8
Other liabilities		38.4	96.3
Total current liabilities		242.8	312.2
Non-current liabilities			
Derivative financial instruments		62.3	22.6
Provisions		3.6	2.1
Borrowings	3	2,790.2	2,995.3
Deferred tax liabilities		572.8	532.5
Other liabilities		215.9	221.1
Total non-current liabilities		3,644.8	3,773.6
Total liabilities		3,887.6	4,085.8
Net assets		1,953.8	1,791.9
EQUITY			
Contributed equity		2.6	2.5
Reserves		(2.5)	(33.6)
Convertibles notes		1,200.0	1,200.0
Retained earnings		753.7	623.0
Total equity		1,953.8	1,791.9

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

Aurizon Network Pty Ltd
Consolidated statement of changes in equity
For the six months ended 31 December 2016

Attributable to owners of Aurizon Network Pty Ltd					
Notes	Contributed equity \$m	Convertible notes \$m	Reserves \$m	Retained profits \$m	Total equity \$m
	1.9	1,200.0	(31.0)	642.3	1,813.2
Balance at 1 July 2015					
Profit for the six months	-	-	-	117.7	117.7
Other comprehensive income	-	-	2.4	-	2.4
Total comprehensive income for the six months	-	-	2.4	117.7	120.1
Transactions with owners in their capacity as owners:					
Dividends provided for or paid	-	-	-	(113.7)	(113.7)
Capital distribution to the parent for share-based payments	0.7	-	-	-	0.7
	0.7	-	-	(113.7)	(113.0)
Balance at 31 December 2015	2.6	1,200.0	(28.6)	646.3	1,820.3
	2.5	1,200.0	(33.6)	623.0	1,791.9
Balance at 1 July 2016					
Profit for the six months	-	-	-	145.2	145.2
Other comprehensive income	-	-	31.1	-	31.1
Total comprehensive income for the six months	-	-	31.1	145.2	176.3
Transactions with owners in their capacity as owners:					
Dividends provided for or paid	-	-	-	(14.5)	(14.5)
Capital contribution from the parent for share-based payments	0.1	-	-	-	0.1
	0.1	-	-	(14.5)	(14.4)
Balance at 31 December 2016	2.6	1,200.0	(2.5)	753.7	1,953.8

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

Aurizon Network Pty Ltd
Consolidated statement of cash flows
For the six months ended 31 December 2016

	31 December 2016 \$m	31 December 2015 \$m
Cash flows from operating activities		
Receipts from customers	796.5	645.5
Interest received	0.7	0.9
Payments to suppliers and employees	(364.5)	(267.6)
Income taxes received/(paid)	(73.0)	(40.9)
Net cash inflow from operating activities	359.7	337.9
Cash flows from investing activities		
Payments for property, plant and equipment	(119.0)	(211.9)
Payments for intangible assets	(8.6)	(17.8)
Interest paid for qualifying assets	(1.9)	(5.9)
Net cash (outflow) from investing activities	(129.5)	(235.6)
Cash flows from financing activities		
Proceeds from borrowings	-	-
Repayment of borrowings	(131.0)	(2.0)
Payment of transaction costs related to borrowings	(0.2)	(2.5)
Capital distribution to parent	(0.6)	(0.4)
Loans from/(to) related parties	27.0	(33.0)
Finance lease payments	(9.6)	(1.0)
Dividends paid to Company's shareholders (note 2(a))	(14.5)	(113.7)
Interest paid	(77.5)	(62.4)
Net cash (outflow) from financing activities	(206.4)	(215.0)
Net increase/(decrease) in cash and cash equivalents	23.8	(112.7)
Cash and cash equivalents at the beginning of the financial year	3.3	116.4
Cash and cash equivalents at end of the six months	27.1	3.7

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

About this report

Corporate information

The financial statements of Aurizon Network Pty Ltd ("the Company" or "Aurizon Network") for the six months ended 31 December 2016 are for the consolidated entity consisting of the Company and its subsidiaries (together referred to as "the Group").

Basis of preparation

This consolidated interim financial report for the six month reporting period ended 31 December 2016 has been prepared in accordance with Accounting Standard AASB 134 *Interim Financial Reporting*.

This consolidated interim financial report does not include all the notes of the type normally included in an annual financial report. Accordingly, this financial report is to be read in conjunction with the annual report of the Company for the year ended 30 June 2016. The annual report for the Company is available at www.aurizon.com.au.

The consolidated interim financial report is presented in Australian dollars with all values rounded to the nearest hundred thousand dollars, unless otherwise stated, in accordance with ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191.

Key Events and transactions for the reporting period

The financial position and performance of the Group was particularly affected by the following events and transactions during the reporting period:

Access undertaking (UT4)

The QCA approved the amended Draft Access Undertaking (DAU) on 11 October 2016 (approved UT4 Undertaking) with a Maximum Allowable Revenue (MAR) of \$1,172 million for the year ending 30 June 2017, which includes true-ups of \$89 million related to regulatory access revenue for years ended 30 June 2014 and 30 June 2015 (net of revenue cap of \$32 million relating to the year ended 30 June 2015). Revenue recognised for the six months ended 31 December 2016 is based on the approved UT4 Undertaking tariffs, applied to actual volumes railed and includes \$45 million prior year true-ups.

For the six months ended 31 December 2015, regulated access revenue was recognised as half of the MAR for the year ended 30 June 2016 in the Consolidated Draft Decision released on 16 December 2015.

Included within consumables costs for December 2016 is \$13 million of corporate costs, being one half of the full year true-up of \$26 million from the alignment of the corporate cost allocation to the UT4 Final Decision for the years ended 30 June 2014 and 30 June 2015. Corporate costs for the year ended 30 June 2016 were aligned to the UT4 Final Decision.

Comparative Period

Key events and transactions affecting the performance of the Group in the comparative period are disclosed within the Financial Report for the year ended 30 June 2016.

Results for the six months

In this section ...

Results for the six months provides a breakdown of individual line items in the consolidated income statement that the directors consider most relevant.

1 Revenue 11

1 Revenue

The Company recognises revenue from the provision of access to the Central Queensland Coal Network (CQCN) and other incidental services. Revenue is derived from the following major sources:

- Track access revenue comprises: Provision of access to, and operation and management of the CQCN.
- Other revenue comprises: Revenue from minor operations including access facilitation charges, revenue from telecommunications and items of a corporate nature.

	31 December	31 December
	2016	2015
	\$m	\$m
<hr/>		
Revenue from continuing operations		
Services revenue		
Track access	628.5	559.7
Other revenue	42.6	20.4
	<hr/> 671.1 <hr/>	<hr/> 580.1 <hr/>

Capital management

In this section ...

Capital management provides information about the capital management practices of the Group and shareholder returns for the six months and the Group's fair value disclosure for financial instruments.

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2 Dividends

(a) Ordinary shares

	31 December 2016 \$m	31 December 2015 \$m
Final dividend for the year ended 30 June 2016 of \$145,000 (2015: \$470,000) per share, paid September 2015 (unfranked)	14.5	47.0
Interim dividend for the year ended 30 June 2016 of \$667,000 per share, paid October 2015 (unfranked)	-	66.7
	14.5	113.7

(b) Dividends not recognised at the end of the reporting period

	31 December 2016 \$m	31 December 2015 \$m
Since 31 December 2016, the directors have recommended the payment of a final dividend of \$964,000 (2015: \$439,000) per fully paid ordinary share, unfranked. The aggregate amount of the proposed dividend expected to be paid on 23 March 2017 out of retained earnings, but not recognised as a liability at 31 December 2016:	96.4	43.9

3 Borrowings

	31 December 2016 \$m	30 June 2016 \$m
Current		
<i>Secured</i>		
Finance lease liabilities	-	1.2
<i>Unsecured</i>		
Working capital facility	-	6.0
Total current borrowings	-	7.2
Non-current		
<i>Secured</i>		
Finance lease liabilities	-	8.2
<i>Unsecured</i>		
Medium-term notes	2,010.9	2,085.9
Syndicated facilities	790.0	915.0
Capitalised borrowing costs	(10.7)	(13.8)
Total non-current borrowings	2,790.2	2,995.3
Total borrowings	2,790.2	3,002.5

The non-current unsecured borrowings impose certain covenants on the Company to ensure that certain financial ratios are met and restrict the amount of security that the Company can provide over its assets in certain circumstances.

4 Fair value disclosure for financial instruments

Fair values of financial instruments

The carrying amounts and fair values of all of the Group's financial instruments which are not carried at an amount which approximates their fair value at 31 December 2016 and 30 June 2016 are shown in the following table.

The fair value of borrowings is estimated by discounting the future contractual cash flows at the current market interest rates that are available to Aurizon for similar financial instruments. For the period ended 31 December 2016, the borrowing rates were determined to be between 2.9% and 5.3% depending on the type of borrowing (30 June 2016 – 2.8% to 5.8%).

	31 December 2016		30 June 2016	
	Carrying value \$m	Fair value \$m	Carrying value \$m	Fair value \$m
Borrowings	2,790.2	2,898.3	3,002.5	2,998.6
	2,790.2	2,898.3	3,002.5	2,998.6

Valuation hierarchy of financial instruments carried at fair value on a recurring basis

The Group measures and recognises the following assets and liabilities at fair value on a recurring basis:

- Forward exchange contracts
- Interest rate swaps (including cross currency interest rate swaps)

(a) Fair value hierarchy

Financial instruments carried at fair value may be grouped into three valuation categories:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: 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); and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

(i) Recognised fair value measurements

All of the Group's financial instruments measured at fair value are categorised as Level 2. There were no transfers between Levels 1, 2 and 3 fair value hierarchies during the current or prior six month period.

(b) Valuation techniques used to derive fair values

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) are determined using valuation techniques. These valuation techniques maximise the use of observable market data where available and rely as little as possible on entity specific estimates. If all significant inputs required to determine the fair value of an instrument are observable, the instrument is included in Level 2.

The fair value of forward exchange contracts has been determined as the unrealised gain / loss at balance date by reference to market rates.

The fair value of interest rate swaps has been determined as the net present value of contracted cash flows. These values have been adjusted to reflect the credit risk of the Group and relevant counterparties, depending on whether the instrument is a financial asset or a financial liability. The existing exposure method, which discounts estimated future cash flows to present value using credit adjusted discount factors after counterparty netting arrangements, has been adopted.

The fair value of cross currency interest rate swaps has been determined as the net present value of contracted cash flows. The future probable exposure method is applied to the estimated future cash flows to reflect the credit risk of the Group and relevant counterparties.

Other information

In this section ...

Other information provides information on other items which require disclosure to comply with Australian Accounting Standards and other regulatory pronouncements.

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5 Summary of significant accounting policies

Except as noted below, the principal accounting policies adopted in the preparation of these consolidated interim financial statements are consistent with those of the previous financial year. These policies have been consistently applied to both periods presented, unless otherwise stated. Where necessary, comparative information has been restated to conform with changes in presentation in the current year.

(i) New and revised accounting standards and interpretations

None of the new standards and amendments to standards that are mandatory for the first time for the financial year beginning 1 July 2016 affect any of the amounts recognised in the current period or any prior period and are not likely to affect future periods. The Group has not early-adopted any amendments, standards or interpretations that have been issued but are not yet effective with the exception of AASB 9 *Financial Instruments* which was adopted from 1 July 2014.

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2017 reporting periods and have not been early-adopted by the Group.

AASB 16 *Leases* addresses the recognition, measurement, presentation and disclosures of leases. This standard provides a single lessee accounting model, requiring lessees to recognise assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, AASB 117. This standard applies to annual reporting periods beginning on or after 1 January 2019. The Group is in the process of assessing the impact for the Group of this new standard.

AASB 15 *Revenue from Contracts with Customers* outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. It supersedes current revenue recognition guidance including AASB 118 *Revenues*, AASB 111 *Construction Contracts* and related interpretations. The core principle is that an entity recognises revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This standard also allows costs associated with obtaining a contract to be capitalised and amortised over the life of the new contract. The Group is in the process of assessing the impact for the Group of this new standard.

6 Critical accounting estimates and judgements

A number of critical accounting estimates and judgements were disclosed in the 30 June 2016 financial report, and continue to be relevant to these financial statements.

Unrecognised items

In this section ...

Unrecognised items provide information about items that are not recognised in the financial statements but could potentially have a significant impact on the Group's financial position and performance.

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7 Contingencies

Issues relating to common law claims and product warranties are dealt with as they arise. There have been no material changes in contingent assets or liabilities since 30 June 2016.

8 Events occurring after the reporting period

There have been no matters or circumstances occurring subsequent to the reporting period that have significantly affected, or may significantly affect, the operations of the Group, the results of those operations or the state of affairs of the Group.

**Aurizon Network Pty Ltd
Directors' declaration**

In accordance with a resolution of the directors of the Company, I state that:

In the opinion of the directors of the Company:

- (a) the financial statements and notes set out on pages 3 to 18
 - (i) comply with Accounting Standards; and
 - (ii) give a true and fair view of the consolidated entity's financial position as at 31 December 2016 and of its performance for the six months ended on that date, 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.



M Fraser
Chairman

Brisbane QLD
13 February 2017



Independent auditor's review report to the members of Aurizon Network Pty Ltd

Report on the Half-Year Financial Report

We have reviewed the accompanying half-year financial report of Aurizon Network Pty Ltd (the company), which comprises the consolidated balance sheet as at 31 December 2016, the consolidated income statement and consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the half-year ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration for Aurizon Network Pty Ltd (the consolidated entity). The consolidated entity comprises the company and the entities it controlled during that half-year.

Directors' responsibility for the half-year financial report

The directors of the company are responsible for the preparation and fair presentation of the half-year financial report in accordance with the accounting policies as described in the Notes to the consolidated financial statements and have determined that the accounting policies in the Notes, which form part of the half-year financial report, are appropriate to meet the needs of the members. The directors' are also responsible for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that is free from material misstatement whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Australian Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, anything has come to our attention that causes us to believe that the half-year financial report is not presented fairly, in all material respects, in accordance with the accounting policies as described in the Notes to the financial statements. As the auditor of Aurizon Network Pty Ltd, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

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

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Conclusion

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the half-year financial report of Aurizon Network Pty Ltd does not present fairly, in all material respects, the consolidated entity's financial position as at 31 December 2016 and its performance for the half-year ended on that date, in accordance with the accounting policies as described in the Notes to the financial statements.

A handwritten signature in blue ink, appearing to read 'PricewaterhouseCoopers', written in a cursive style.

PricewaterhouseCoopers

A handwritten signature in blue ink, appearing to read 'S Neill', written in a cursive style.

Simon Neill
Partner

Brisbane
13 February 2017