ORH Limited
and Controlled Entities
ABN 57 077 398 826

Annual Financial Report

FOR THE YEAR ENDED 30 JUNE 2017

Date: **14 August 2018**

Contents

Corporate Directory....3

Directors' Report.... 4

Auditor's Independence Declaration....15

Independent Auditor's Report....16

Directors' Declaration 19

Consolidated Statement of Profit or Loss and Other Comprehensive Income 20

Consolidated Statement of Financial Position 21

Consolidated Statement of Changes in Equity 22

Consolidated Statement of Cash Flows 23

Notes to the Financial Statements 24

Corporate Governance Statement....47

ASX Additional Information....56

Corporate Directory

Directors

Domenic Martino	- Non-Executive Chairman
Boelio Muliadi	- Non-Executive Director
Jamie Detata	- Executive Director
Jackob Tsaban	- Executive Director

Company Secretary
Louisa Youens

Home Stock Exchange
Australian Securities Exchange
Level 40, Central Park
152-158 St George's Terrace
Perth WA 6000

ASX Code
ORH

Website
www.orh.net.au

Registered Office
Level 5
56 Pitt Street
Sydney NSW 2000
T: +61 2 8823 3179
F: +61 2 8823 3188

Principal Place of Business
1 Central Avenue
Hazelmere WA 6055
T: +61 8 9250 2250

Share Registry
Advanced Share Registry Services Pty Ltd
110 Stirling Highway
Nedlands Western Australia 6009
Telephone: +618 9389 8033
Facsimile: +618 9262 3723

Auditors
BDO East Coast Partnership
Level 11, 1 Margaret Street
Sydney NSW 2000

Directors' Report

The directors present their report, together with the financial statements on the consolidated entity consisting of ORH Limited (herein referred to as the "Company", "ORH" or "the parent entity") and the entities it controlled (the "Group") for the year ended 30 June 2017.

Directors

The following persons were directors of the Company during the financial year and until the date of this report:

Name	Date of Appointment
Domenic Martino	7 May 2009
Jamie Detata	25 March 2010
Jackob Tsaban	19 December 2013
Boelio Muliadi	23 April 2015

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

Meetings of Directors

The number of directors' meetings during the financial year and the number of meetings attended by each director during the financial year are:

	Board Meetings	
Director	Number eligible to attend	Number attended
Domenic Martino	2	2
Jamie Detata	2	2
Jackob Tsaban	2	2
Boelio Muliadi	2	-

Information on Directors

Details of the qualifications and experience of the directors of the Company at the date of this report are set out below:

Mr Domenic Martino - Non-Executive Director

Mr Martino is a Chartered Accountant and an experienced director of ASX listed companies. Previously CEO of Deloitte Touch Tohmatsu in Australia, he has significant experience in the development of "micro-cap" companies.

Mr Martino is a key player in the re-birth of a broad Grouping of ASX companies including Cokal Limited, Pan Asia Corporation Limited, Clean Global Energy Limited (renamed Citation Resources Ltd) and NuEnergy Capital Limited. He has a strong reputation in China, with a lengthy track record of operating in Papua New Guinea (PNG) and Indonesia, where he has successfully closed key energy and resources deals with key local players. He has a proven track record in capital raisings across a range of markets.

Mr Martino was a recipient of the Centenary Medal 2003 for his service to Australian society through business and the arts.

During the past three years Mr Martino held the following directorships in other ASX listed companies:
Australasian Resources Ltd (27 November 2003-Current), Citation Resources Ltd (9 October 2009-13 December 2012), Cokal Ltd (24 December 2010-Current), South Pacific Resources Limited (3 August 2012-Current), MUI Corporation Limited (19 December 2013 – Current), Pan Asia Corporation Ltd (24 December 2010-Current) and Synergy Plus Limited (7 July 2006-Current).

Directors' Report (Continued)

Information on Directors (continued)

Mr Jamie Detata - Executive Director

Mr Detata has had extensive senior management experience in the earthmoving and mining sector over the past 25 years and is employed as the General Manager of ORH's operating subsidiaries ORH Trucks Solutions Pty Ltd and ORH Distribution Pty Ltd.

Mr Jackob Tsaban - Executive Director

Mr Tsaban is a qualified chartered accountant. He moved from Israel to Australia in 2007 and was appointed as the Chief Financial Officer for the ORH Group on 18 November 2011.

During the past three years Mr Tsaban held the following directorships in other ASX listed companies:
Non-Executive Director of South East Asia Resources Limited (18 October 2013 – 28 December 2017).

Mr Boelio Muliadi - Non-Executive Director (Appointed 23 April 2015)

Mr. Muliadi is a resident of Indonesia and has a degree in Business Administration and Finance from the University of Washington, Seattle USA. Mr. Muliadi has had a diverse career, which has included businesses in the property development, retail chain, manufacturing, food and beverage, aircraft leasing, agricultural and healthcare industries.

Mr. Muliadi is a Director of Indonesia Stock Exchange listed Company PT. Cakra Mineral Tbk. PT Cakra Mineral Tbk is a manufacturer and exporter of iron ore and metal zircon sand. The Company has integrated mining business segments ranging from exploration, mining and processing to marketing.

Mr Muliadi has extensive experience and business contacts in China and has engineered a number of commercial joint ventures with Chinese enterprises on behalf of PT. Cakra Mineral Tbk. He will bring the benefit of these relationships to ORH and assist with ORH's expansion of its product line and customer base.

Louisa Youens - Company Secretary

Ms Youens provides Company secretarial and accounting services through Transaction Services Pty Ltd. Prior to this she was the Chief Financial Officer of a private Company during its stage of seeking investor financing.

Ms Youens previously worked for a corporate finance Company, assisting with Company compliance (ASIC and ASX) and capital raisings. She also has experience working for a government organisation in its Business Development division where she performed reviews of business opportunities and prepared business case documents seeking Government funding.

Ms Youens previously worked for a major accounting firm in Perth, London and Sydney where she provided corporate advisory services, predominantly on IPOs and mergers and acquisitions and also performed due diligence reviews. She has a Bachelor of Commerce from the University of Western Australia, is a member of Chartered Accountants Australia and New Zealand and a member of the Financial Services Institute of Australasia (FINSIA).

Directors' Report (Continued)

Directors' Equity Holdings

As at 30 June 2015, the interests of the Directors in the equity of the Company are as follows:

Name	Opening Balance 1 July 2015	Acquired during the period	Disposed of during the period	Closing Balance 30 June 2016
DV Martino [1]				
Ordinary Shares	37,620,385	-	-	37,620,385
JL Detata [2]				
Ordinary Shares	25,180,456	-	-	25,180,456
J Tsaban				
Ordinary Shares	-	-	-	-
B Muliadi [3]				
Ordinary Shares	87,500,000	-	-	87,500,000
Total Ordinary Shares	150,300,841	-	-	150,300,841

Notes to Table

The information below reflects the indirect and direct holdings of the directors of ORH Limited as at 30 June 2016.

1. Mr Martino holds 412,501 securities directly as at 30 June 2017. Mr Martino has indirect interests in shares of the Company via Indian West Pty Ltd, a Company of which Mr Martino is the sole director and shareholder, which holds 6,033,188 Fully Paid Ordinary Shares (3,016,594 of which are held on trust for the Sydney Investment Trust), Impact Nominees Pty Ltd, a Company controlled by Mr Martino, which holds 28,873,338 Fully Paid Ordinary Shares, Domenal Enterprises Pty Ltd, a Company controlled by Mr Martino, which holds 540,000 Fully Paid Ordinary Shares and Fanucci Pty Ltd as trustee for the Fanucci Trust, of which Mr Martino's wife is a beneficiary, which holds 1,761,358 Fully Paid Ordinary Shares.

2. Mr Detata holds 24,186,667 Fully Paid Ordinary Shares in the Company. He is a director and shareholder of Blazeway Holdings which holds a total of 993,789 ordinary shares in the Company.

3. Mr Muliadi was appointed on 23 April 2015 and consequently his opening balance of Fully Paid Ordinary Shares held is as at that date. Mr Muliadi holds 62,500,000 shares through his Company Lanesborough Investment Pte Ltd and 25,000,000 shares through Aspire Horizon Limited.

Principal Activities

The Group includes an industrial services Company that provides design and manufacturing of service trucks, water carts, tipper trucks and other trucks per customers' requirements for the mining and construction and waste management industries and a dealership for used trucks sales.

No significant change in the nature of these activities occurred during the financial year.

Directors' Report (Continued)

Review of Operations

The Group focuses on the design and manufacture of specialised vehicles, particularly for the mining and construction industries. The Group generates revenue from:

- Designing, manufacturing and selling trucks, carts and specialised vehicles;
- Selling spare parts.
- Servicing and refurbishment of vehicles; and
- Sale of used trucks.

The consolidated loss of the Group for the financial year, after providing for income tax, amounted to $1,419,082 (2016: loss $1,059,347).

The financial year EBITDA is a loss of $1,164,689 compared to a loss of EBITDA $1,048,892 in the prior year. The increase in revenues for the year is a result of improved trading and market conditions compared with 2016 and this has resulted in a significant improvement in gross on the sale of products which increased from 17.7% in 2016 to 25.6% in 2017. The increase in the corporate administration costs from $4,363,486 in 2015 to $5,072,702 in 2016, is a result of the increase in revenues.

If we look at results from ongoing business, excluding gain from de-recognition of liabilities and research and development incentive, the results are according to the below table:

	2017	**2016**
	$	**$**
Sales revenue	11,835,801	7,236,638
Gross margin	3,035,301	1,279,899
EBITDA	(1,164,689)	(1,048,892)
Loss before income tax	(1,419,082)	(1,059,347)

The Group's financial position has deteriorated during the current financial year, with total net liabilities of $5,128,414 (2016: net liabilities of $3,709,333).

Dividends

No dividends were paid or declared for payment during the financial year.

Significant Changes in State of Affairs

After the Group's re-structure in 2016, ORH has focused on its core business; being a leading manufacturer of industrial equipment including water carts, service trucks, tippers, tilt tray trucks, and general trailers. The Group has also sought to expand its product lines with the addition of concrete mixer trucks, skip lifters, rear loaders and front loaders, which have all been designed and built in-house. This has enabled the business to diversify from being predominantly mining industry focused, to also include the waste management, transport and construction industries. It is worth noting that the new waste management and servicing components of the Group's operations provide regular and diversified revenue in addition to truck sales, particularly the Group's new bins' fabrication and maintenance business.

Incorporating the above changes into the Group's business strategy has resulted in a strong order book and the Group continues to employ approximately 40 staff.

Apart from the above mentioned, no matter or circumstance has arisen since 30 June 2017 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Directors' Report (Continued)

Events Subsequent to Reporting Date

On 29 May 2018 the Company extended its lease for the fabrication premises at 72 Kewdale Road, Welshpool WA 6106 until 30 November 2018.

On 14 August 2018 the Company announced the it has signed a Memorandum of Understanding for strategic funding with Changyuan Tiandi Zhizhong New Energy Vehicle Co., Ltd ("Changyuan"), an investment Company with (to include details about Changyuan.

Changyuan and ORH agreed that Changyuan will invest AUD3,000,000 into ORH for a 70% interest in the Company. ORH will issue 153,875,705 ordinary fully paid shares in the Company at AUD0.02 per share (Offer Shares). Changyuan acknowledges that the shares will not be cleansed and cannot be traded on ASX upon re-listing for 12 months or unless cleansed.

The funding is to be received as follows (Proposed Investment):

1) AUD500,000 to be deposited before 31 August 2018 subject to the acceptance of the MOU; and
2) The remainder of the AUD2,500,000 to be paid upon receiving unconditional shareholder approval.

At the date of this report, AUD100,000 were received and the balance of AUD400,000 is expected no later than 31 August 2018. Once the funds have been received in full, the Company will seek to re-list on ASX.

Changyuan may appoint up to 2 directors to the ORH Board with effect from ORH receiving unconditional shareholder approval. ("Completion"). There will be a maximum of 5 directors on the board of ORH immediately following Completion.

Apart from the above mentioned, no matter or circumstance has arisen since 30 June 2016 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Likely Developments and Expected Results

Disclosure of information regarding likely developments in the operations of the Group in future financial years and the expected results of those operations is likely to result in unreasonable prejudice to the Group. Therefore, this information should be treated as expectation only.

The Group constantly works to enhance its offering to its customers by launching new products into the market, which complies with changes in standards and demand by customers. The Group is also continually developing arrangements with suppliers or supplementing its product lines. Diversifying the Group's product line provides additional sources of revenue and profitability. In addition, sales of the Group's products result in follow-on sales opportunities, by servicing the trucks sold, refurbishing old trucks and replacing trucks.

During the next and coming financial years, the Group will be focusing on the following plans:

- Expanding its product portfolio offering to the existing industries it is working with, in order to increase its market share and penetration, relying on its high quality products.
- Expand its market to other industries that might have the need for the Group's products.
- Explore entering into new business niches that are related to its core activity of trucks manufacturing.
- Explore entering into distributing new product lines in Australia.
- Increase its market share in the used trucks sales segment.

Environmental Regulation

The consolidated entity is not subject to any significant environmental registration under Australian Commonwealth or State law.

Directors' Report (Continued)

Indemnifying Officers or Auditor

The Company has indemnified the directors and executives of the Company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Company paid a premium in respect of a contract to insure the directors and executives of the Company against a liability to the extent permitted by the *Corporations Act 2001*. The contract of insurance prohibits disclosure of the nature of liability and the amount of the premium.

The Company has not, during or since the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the Company, or to 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 part of those proceedings.

Corporate Governance

The directors support the adoption of appropriate corporate governance policies and a summary of the Company's corporate governance policies is set out separately and forms part of these financial statements (refer to page 47 in the annual report).

Directors' Report (Continued)

Remuneration Report (audited)

This report details the nature and amount of remuneration for directors and executives of ORH Limited.

The remuneration report is set out under the following main headings:

A. Principles used to determine the nature and amount of remuneration
B. Share-based payments
C. Details of remuneration
D. Additional information

A. Principles Used to Determine the Nature and Amount of Remuneration

Key management personnel have authority and responsibility for planning, directing and controlling the activities of the Group. Key management personnel comprise the directors of the Company. The performance of the Group depends upon the quality of its key management personnel. To prosper the Group must attract, motivate and retain appropriately skilled directors and executives.

The Company's broad remuneration policy is to ensure the remuneration package properly reflects the person's duties and responsibilities and that remuneration is competitive in attracting, retaining and motivating people of the highest quality.

During the year the small size of the Company required that the Board determined and implemented the remuneration policy for directors and executives having regard to individual performance, relevant comparative information, and if thought appropriate, independent expert advice. A remuneration consultant has not been employed by the Company to provide recommendations in respect of remuneration, given the size of the Group and its structure.

As well as base salary, remuneration may include retirement and termination entitlements and fringe benefits. The Board sets quantitative and qualitative objectives to be achieved by the Executive Director. These objectives will be linked to and be consistent with the Company's strategic objectives and will be tied to the "at-risk" component of the executives' remuneration.

Remuneration of non-executive directors is recommended by the Board within the limits approved by the shareholders from time to time.

The Executive Director and Chief Financial Officer may be invited to attend meetings of the Board when discussing remuneration from time to time but neither may take part in any discussions regarding their own remuneration.

Remuneration Structure

In accordance with best practice Corporate Governance, the structure of non-executive director and executive remuneration is separate and distinct.

There are no formal agreements with Directors. Directors are paid on a month to month basis. Mr Detata and Mr Tsaban are paid via director-related entities. Mr Martino is paid directly and their remuneration includes superannuation.

Executive Director Remuneration

Remuneration of the executive directors consists of fixed remuneration and variable remuneration (comprising short-term and long-term incentive schemes).

<u>Fixed remuneration</u>

Fixed remuneration is reviewed annually by the Board. The process consists of a review of relevant comparative remuneration in the market and internally, individual performance and, where appropriate, external advice on policies and practices. The Board has access to external, independent advice where necessary.

Directors' Report (Continued)

Remuneration Report (audited) (continued)

Executive Director Remuneration (continued)

Variable remuneration

Short-Term Incentive

The objective of the short-term incentives ('STI') is to link the achievement of the Group's operational targets with the remuneration received by the executives charged with meeting those targets. These targets are reviewed annually by the Board.

Long-Term Incentive

The long-term incentives ('LTI') include long service leave and equity-based payments. Options are awarded to executives over a period of three years based on long-term incentive measures. These include increase in the volume of products sold in the market and increase in profitability. No options have been issued since the 2014 financial year.

Executive director remuneration

Mr Detata's employment with the Company is on a month to month basis at a base salary of $208,000 for the financial year (2016: $315,000). In addition, Mr Detata receives a cash bonus based on performance criteria set by the Board, which are based on achieving EBIDTA targets, with a minimum bonus of $120,000. For the financial year this cash bonus totalled $nil (2016: $nil).

Mr Tsaban is a director and Chief Financial Officer of the Company and accrues fees on a month to month basis through his personal Company at $145,000 for the financial year (2016: $185,000).

Non-Executive Director Remuneration

The Board seeks to set non-executive director aggregate remuneration at a level that provides the Company with the ability to attract and retain directors of the highest calibre, whilst incurring a cost that is acceptable to shareholders.

The ASX Listing Rules specify that the aggregate remuneration of non-executive directors shall be determined from time to time by a general meeting. The latest determination was at the Annual General Meeting held on 28 November 2013 when shareholder approved an aggregate remuneration of $600,000 per year.

The Board has determined the fee structure for non-executive directors as set out below.

Position	Fee
Chairman of the Board	$120,000
Non-Executive Director	$60,000

The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst the directors is reviewed annually. The Board considers advice from external advisors (if required) as well as the fees paid to non-executive directors of comparable companies when undertaking the annual review process.

Mr Martino accrues fees on a month to month basis at $120,000 plus superannuation for the financial year (2016: $120,000).

Mr Muliadi was appointed on 23 April 2015. His director fees and their commencement has not been resolved by the board up to the date of this report.

There are currently no senior executives employed by the Company.

B. Share-Based Payments

No shares were issued on the exercise of compensation options during the financial year (2016: Nil).

Directors' Report (Continued)

Remuneration Report (audited) (continued)

C. Details of Remuneration

Details of Remuneration for the year ended 30 June 2017 (audited)

	Short-Term		Post-Employment	Share-Based Payments	
	Cash Salary & Fees	Cash Bonus	Super-annuation	Equity-settled	Total
	$	$	$	$	$
Non-Executive Directors:					
Domenic Martino	120,000	-	11,400	-	131,400
Boelio Muliadi	-	-	-	-	-
Executive Directors:					
Jamie Detata[1]	208,000	-	-	-	208,000
Kobi Tsaban[1]	145,000	-	-	-	145,000
	473,000	**-**	**11,400**	**-**	**484,400**

[1]Payments to Mr Detata and Mr Tsaban paid to their related entities, Blazeway Holdings Pty Ltd and Jackori Consulting

Details of Remuneration for the year ended 30 June 2016 (audited)

	Short-Term		Post-Employment	Share-Based Payments	
	Cash Salary & Fees	Cash Bonus	Super-annuation	Equity-settled	Total
	$	$	$	$	$
Non-Executive Directors:					
Domenic Martino	120,000	-	11,400	-	131,400
Boelio Muliadi	-	-	-	-	-
Executive Directors:					
Jamie Detata[1]	315,000	-	-	-	315,000
Kobi Tsaban[1]	185,000	-	-	-	185,000
	620,000	**-**	**11,400**	**-**	**631,400**

[1]Payments to Mr Detata and Mr Tsaban paid to their related entities, Blazeway Holdings Pty Ltd and Jackori Consulting

Directors' Report (Continued)

Remuneration Report (audited) (continued)

C. Details of Remuneration (continued)

The proportion of remuneration linked to performance and the fixed proportion are as follows:

	Fixed remuneration		At risk - STI		At risk - LTI	
	2017	2016	2017	2016	2017	2016
Non-Executive Directors:						
Domenic Martino	100%	100%	- %	- %	- %	- %
Boelio Muliadi	100%	n/a	- %	n/a	- %	n/a
Kevin Dundo	n/a	100%'	n/a	- %	n/a	- %
Executive Directors:						
Jamie Detata	63%	72%	37%	28%	-%	- %
Kobi Tsaban	100%	100%	-%	-%	-%	- %

The proportion of the cash bonus paid/payable or forfeited is as follows:

	Cash bonus paid/payable		Cash bonus forfeited	
	2017	2016	2017	2016
Executive Directors:				
Jamie Detata	-%	-%	100%	100%

D. Additional Information

	2017 $	2016 $
Sales revenue	11,835,801	7,236,638
EBITDA	(1,164,689)	(1,048,892)
Profit / (Loss) after income tax	(1,419,082)	(1,059,347)

	2017	2016
Share price at financial year end ($A)	-	-
Total dividends declared (cents per share)	-	-
Basic earnings per share (cents per share)	(0.11)	(0.08)

No comments were received on the remuneration report at the 2016 AGM and the remuneration report was adopted by way of show of hands.

This concludes the remuneration report, which has been audited.

Directors' Report (Continued)

Non-Audit Services

Details for the amounts paid or payable to the auditor are outlined in note 19 to the financial statements. There were no non-audit services provided by auditor during the year ended 30 June 2017.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under Section 307C of the *Corporations Act 2001* is included in the financial statements.

Auditor

BDO East Coast Partnership continues in office in accordance with section 327 of the *Corporations Act 2001*.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the *Corporations Act 2001*.

On behalf of the directors

D Martino
Chairman

Perth, Western Australia, 14 August 2018

Tel: +61 2 9251 4100
Fax: +61 2 9240 9821
www.bdo.com.au

Level 11, 1 Margaret St
Sydney NSW 2000
Australia

DECLARATION OF INDEPENDENCE BY IAN HOOPER TO THE DIRECTORS OF ORH LIMITED

As lead auditor of ORH Limited for the year ended 30 June 2017, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of ORH Limited and the entities it controlled during the period.

Ian Hooper
Partner

BDO East Coast Partnership

Sydney, 14 August 2018

Tel: +61 2 9251 4100
Fax: +61 2 9240 9821
www.bdo.com.au

Level 11, 1 Margaret St
Sydney NSW 2000
Australia

INDEPENDENT AUDITOR'S REPORT

To the members of ORH Limited

Report on the Audit of the Financial Report

Qualified opinion

We have audited the financial report of ORH Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2017, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, including a summary of significant accounting policies and the directors' declaration.

In our opinion, except for the effects of the matter described in the *Basis for qualified opinion* section of our report, the accompanying financial report of the Group, is in accordance with the *Corporations Act 2001*, including:

(i) Giving a true and fair view of the Group's financial position as at 30 June 2017 and of its financial performance for the year ended on that date; and

(ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for qualified opinion

Following the sale of the Company's engineering business to a new wholly owned subsidiary, ORH Engineering (Aust.) Pty Ltd was put into voluntary administration on 29 April 2016 and a deed of company arrangement was executed on 23 June 2016. As a result, we were not actively engaged until after 30 June 2017 and thus did not observe the counting of physical inventories at the beginning and end of the year. We were unable to satisfy ourselves by alternative means concerning the inventory quantities held at 30 June 2016 and 30 June 2017, which are stated in the statement of financial position as $757,213 and $1,240,820 respectively. Our audit report for the period ended 30 June 2016 was modified accordingly. Our opinion on the current period's financial report is also modified because of the possible effects of this matter on the comparability of the current period's figures and the corresponding figures.

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report. We are independent of the Group in accordance with the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Emphasis of matter – Material uncertainty relating to going concern

We draw attention to Note 1 in the financial report, which indicates that the ability of the Group to continue as a going concern is dependent upon the future successful raising of necessary funding through equity. These conditions, along with other matters set out in Note 1, indicate the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern and, therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Basis for qualified opinion* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Revenue recognition

Key audit matter	*How the matter was addressed in our audit*
Revenue is a key driver to the Group. Sales revenue is generated from the manufacturing and sales of trucks, carts and specialised vehicles. The Group's management focuses on revenue as a key driver by which the performance of the Group is measured. This area is a key audit matter due to the volume of high value transactions, the volume of testing performed on those transactions and the total balance of revenue.	Our audit procedures included: • Assessing the Group's revenue recognition policy's for compliance with Australian Accounting Standards; • Selecting a sample of services rendered, and sale of goods recognised as revenue in the general ledger and agreeing to supporting invoices, signed customer contracts and proof of delivery; • Obtaining and evaluating credit notes issued post year end and performing cut-off testing to ensure revenue transactions around year end have been recorded in the correct reporting period; • Analytical review procedures on all significant revenue streams focusing on the consistency of margins throughout the period against expectations; and • Assessing the adequacy of the Group's disclosures within the financial statements.

Other information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report including the Directors' Report (excluding the Remuneration Report), Corporate Governance Statement and ASX Additional Information, for the year ended 30 June 2017, but does not include the financial report and the auditor's report thereon. Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors 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* and for 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.

In preparing the financial report, the directors are responsible for assessing the ability of the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (http://www.auasb.gov.au/Home.aspx) at: http://www.auasb.gov.au/auditors_responsibilities/ar1.pdf

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2017. In our opinion, the Remuneration Report of ORH Limited, for the year ended 30 June 2017, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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.

BDO East Coast Partnership

BDO

Ian Hooper
Partner

Sydney, 14 August 2018

Directors' Declaration

In the directors' opinion:

- the attached financial statements and notes thereto comply with the *Corporations Act 2001*, Australian Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes thereto comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;
- the attached financial statements and notes thereto give a true and fair view of the consolidated entity's financial position as at 30 June 2017 and of its performance for the financial year ended on that date;
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and

The directors have been given the declarations required by section 295A of the *Corporations Act 2001*.

Signed in accordance with a resolution of directors made pursuant to section 295(5) of the *Corporations Act 2001*.

On behalf of the directors

Domenic Martino
Chairman

14 August 2018

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2017

	Note	2017 $	2016 $
Revenue and Other Income			
Revenue from sale of products		11,831,513	7,094,588
Revenue from hire of goods		4,288	142,050
Net gain from Deed of Company Arrangement	2	-	1,553,943
Research and development incentive		620,842	485,136
Other income	2	477	977
Expenses			
Cost of sales		(8,800,500)	(5,956,739)
Employee benefits expense		(2,661,787)	(2,164,443)
Finance costs	3	(195,049)	-
Consulting fees		(462,980)	(609,980)
Rental expenses	3	(658,769)	(584,613)
Depreciation	3	(59,344)	(10,455)
Other administrative expenses		(1,037,773)	(1,009,811)
Loss before income tax expense		(1,419,082)	(1,059,347)
Income tax expense	4	-	-
Loss after income tax expense for the year		(1,419,082)	(1,059,347)
Other comprehensive income			
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income attributable to members of ORH Limited		(1,419,082)	(1,059,347)
Earnings per share for profit/(loss)attributable to members of ORH Limited			
Basic earnings/ (losses) per share (cents)	5	(0.11)	(0.08)
Diluted earnings/ (losses) per share (cents)	5	(0.11)	(0.08)

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

Consolidated Statement of Financial Position
As at 30 June 2017

	Note	2017 $	2016 $
Assets			
Current Assets			
Cash and cash equivalents	6	377,968	432,993
Trade and other receivables	7	1,272,150	874,693
Inventories	8	1,240,820	757,213
Other assets	9	95,848	95,762
Total Current Assets		2,986,786	2,160,661
Non-Current Assets			
Other assets	9	172,920	-
Plant and equipment	10	245,024	250,195
Total Non-Current Assets		417,944	250,195
Total Assets		3,404,730	2,410,856
Current Liabilities			
Trade and other payables	11	5,917,771	4,242,210
Borrowings	12	2,523,613	1,819,603
Total Current Liabilities		8,441,384	6,061,813
Non Current Liabilities			
Trade and other payables	11	91,760	58,376
Total Non Current Liabilities		91,760	58,376
Total Liabilities		8,533,144	6,120,189
Net Assets/ (Liabilities)		(5,128,414)	(3,709,333)
Equity			
Issued capital	13	44,096,158	44,096,158
Reserves	14	104,314	104,314
Accumulated losses		(49,328,886)	(47,909,805)
Total Equity		(5,128,414)	(3,709,333)

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity
For the year ended 30 June 2017

	Note	Issued Capital $	Reserves $	Accumulated Losses $	Total $
Balance at 1 July 2015		44,102,750	104,314	(46,850,458)	(2,643,394)
Loss after income tax expense for the year		-	-	(1,059,347)	(1,059,347)
Other comprehensive income for the year, net of tax		-	-	-	-
Total comprehensive income for the year		-	-	(1,059,347)	(1,059,347)
Shares issued (net of transaction costs)	13	(6,592)	-	-	(6,592)
Balance at 30 June 2016		44,096,158	104,314	(47,909,805)	(3,709,333)
Balance at 1 July 2016		44,096,158	104,314	(47,909,805)	(3,709,333)
Loss after income tax expense for the year		-	-	(1,419,082)	(1,419,082)
Other comprehensive income for the year, net of tax		-	-	-	-
Total comprehensive income for the year		-	-	(1,419,082)	(1,419,082)
Balance at 30 June 2017		44,096,158	104,314	(49,328,886)	(5,128,414)

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows
For the year ended 30 June 2017

	Note	2017 $	2016 $
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		12,725,927	8,432,219
Payment to suppliers and employees (inclusive of GST)		(13,721,353)	(8,806,523)
		(995,426)	(374,304)
Receipt of Research and Development incentive		485,136	-
Interest received		477	977
Interest paid		(195,049)	-
Net cash used in operating activities	24	(704,862)	(373,327)
Cash flows from investing activities			
Payment for purchase of plant and equipment		(54,173)	-
Net cash flows used in investing activities		(54,173)	-
Cash flows from financing activities			
Proceeds from issue of shares	13	-	(6,592)
Proceeds from borrowings		1,115,092	1,167,442
Repayment of borrowings		(411,081)	(408,495)
Net cash flows from financing activities		704,010	752,355
Net (decrease)/increase in cash and cash equivalents		(55,025)	379,028
Cash and cash equivalents at the beginning of the financial year	6	432,993	53,965
Cash and cash equivalents at the end of the financial year	6	377,968	432,993

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

Note 1. Significant Accounting Policies

The Consolidated financial report covers the consolidated entity of ORH Limited ("the Company" or "ORH") and its controlled entities ("Consolidated Entity" or "Group"). ORH Limited is a listed public Company, incorporated and domiciled in Australia.

The separate financial statements of the parent entity, ORH Limited, have not been presented within this consolidated financial report as permitted by the Corporations Act 2001.

The consolidated financial report was authorised for issue on 14 August 2018 by the Board of Directors.

Basis of Preparation

These general purpose consolidated financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for profit oriented entities. These consolidated financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention
The consolidated financial statements have been prepared under the historical cost convention.

Critical accounting estimates
The preparation of the consolidated financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Consolidated Entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed below.

Going concern

As disclosed in the consolidated financial statements, the Consolidated Entity generated a loss after tax of $1,419,082 for the year ended 30 June 2017 (2016: $1,059,347). As at that date the Consolidated Entity had net current liabilities of $5,454,598 (2016: $3,901,152) and net liabilities of $5,128,414 (2016: $3,709,333).

As announced on 14 August 2018, the Company has finalised a plan for strategic funding with Changyuan Tiandi Zhizhong New Energy Vehicle Co., Ltd (Changyuan), an investment Company that specialises in areas such as logistics, manufacturing of new energy vehicles, vehicle parts, sales, services, financial services and new technologies in agriculture.

Changyuan and ORH continue to work together on the strategic funding, which is anticipated to total AUD$3,000,000, with the funding received as follows (Proposed Investment):

1) A deposit of AUD500,000; and
2) The remaining balance of AUD2,500,000 upon unconditional shareholder approval.

The above factors, and the Consolidated Entities dependency on the proposed strategic funding to continue as a going concern, results in a material uncertainty as at 30 June 2017 as to whether the Consolidated Entity will continue as a going concern and therefore whether they will realise their assets and extinguish their liabilities in the normal course of business and at the amounts stated in the consolidated financial report.

The Directors believe that there are reasonable grounds to believe that the Consolidated Entity will be able to continue as going concern, after consideration of the following factors:

- The Consolidated Entity has continued to trade since balance date until the date of signing of this financial report;
- The remaining balance of the borrowings and trade and other payables, owed to related parties and related party creditors, are repayable subject to the Consolidated Entities cash flow availability;
- The forecast cashflows and budget for the Group for the next 12 months indicate an improvement in operating cash flows that will be supported by the proposed investment; and
- The Consolidated Entity has received AUD100,000 of the strategic funding deposit to the date of this report.

Accordingly, the Directors believe that the Consolidated Entity will be able to continue as going concern and that it is appropriate to adopt the going concern basis in the preparation of the consolidated financial report.

The consolidated financial report does not include any adjustments relating to the amounts or classification of recorded assets or liabilities that might be necessary if the Consolidated Entity does continue as a going concern.

Note 1. Significant Accounting Policies (continued)

Principles of Consolidation

A controlled entity is any entity that ORH Limited has the power to control the financial and operating policies so as to obtain benefits from its activities.

A list of controlled entities is contained in Note 22 to the consolidated financial statements. All controlled entities have a June financial year-end.

All inter-Company balances and transactions between entities in the Consolidated Entity, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistencies with those policies applied by the parent entity. Where controlled entities have entered or left the Consolidated Entity during the year, their operating results have been included/excluded from the date control was obtained or until the date control ceased.

Income Tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Tax Consolidation

ORH Limited and its wholly-owned Australian controlled entities have implemented the tax consolidation legislation.

The head entity, ORH Limited, and the controlled entities in the tax consolidated Group account for their own current and deferred tax amounts. These tax amounts are measured as if each entity in the tax consolidated Group continues to be a stand-alone taxpayer in its own right.

Note 1. Significant Accounting Policies (continued)

Revenue and other income

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates and amounts collected on behalf of third parties.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below.

Revenue is recognised for the major business activities as follows:

(i) Sale of goods
The Group manufactures and sells Water Trucks and Service Trucks to the Mining and Construction Industries. Sales of goods are recognised when a Group entity has delivered products to the customer.

(ii) Hire of goods
The Group hires equipment to the Mining Industry. Revenue from the rendering of this service is recognised over the term of the lease.

(iii) Interest income
Interest income is recognised on a time proportion basis using the effective interest method.

(iv) Research and development incentive
Research and development incentives are recognised when there is reasonable assurance that the entity will comply with the conditions attaching to them and the rebates will become receivable.

All revenue is stated net of the amount of goods and services tax (GST).

Foreign currency translation

(i) Functional and presentation currency

Items included in the consolidated financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Group consolidated financial statements are presented in Australian dollars, which is ORH Limited's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

Leases

The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

A distinction is made between finance leases, which effectively transfer from the lessor to the lessee substantially all the risks and benefits incidental to ownership of leased assets, and operating leases, under which the lessor effectively retains substantially all such risks and benefits.

Finance leases are capitalised. A lease asset and liability are established at the fair value of the leased assets, or if lower, the present value of minimum lease payments. Lease payments are allocated between the principal component of the lease liability and the finance costs, so as to achieve a constant rate of interest on the remaining balance of the liability.

Leased assets acquired under a finance lease are depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Consolidated Entity will obtain ownership at the end of the lease term.

Note 1. Significant Accounting Policies (continued)

Operating lease payments, net of any incentives received from the lessor, are charged to profit or loss on a straight-line basis over the term of the lease.

Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense.

Receivables and payables in the consolidated statement of financial position are shown inclusive of GST. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented in the consolidated 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.

Cash and cash equivalents

Cash include cash on hand, deposits held at call with financial institutions and other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and are subject to insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities on the statement of financial position.

Trade and other receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. Trade receivables are generally due for settlement within 30 days.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectable are written off by reducing the carrying amount directly. An allowance account (provision for impairment of trade receivables) is used when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

The amount of the impairment loss is recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income within other expenses. When a trade receivable for which an impairment allowance had been recognised becomes uncollectible in a subsequent period, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against other expenses in the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

Inventories

Raw materials, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials. Costs are assigned to individual items of inventory on basis of weighted average costs. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Plant and equipment

Plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset as appropriate only when it is probable that future economic benefits associated with the item will flow to the Consolidated Entity and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is de-recognised when replaced. All other repairs and maintenance are charged to the Consolidated Statement of Profit or Loss and Other Comprehensive Income during the reporting period in which they are incurred.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Note 1. Significant Accounting Policies (continued)

Plant and equipment (continued)

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Consolidated Statement of Profit or Loss and Other Comprehensive Income. When revalued assets are sold, it is Group policy to transfer any amounts included in other reserves in respect of those assets to retained earnings.

Depreciation

The depreciable amount of all fixed assets including capitalised leased assets, is depreciated on a straight line value basis over their useful lives to the Consolidated Entity commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate
Plant and equipment	10% - 33%
Motor vehicles	20%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each financial report date.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Consolidated Entity prior to the end of the financial year which are unpaid. The amounts are generally paid within 60 days of recognition of the liability.

Borrowings

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Where there is an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, the loans or borrowings are classified as non-current.

Provisions

Provisions are recognised when the Consolidated Entity has a present obligation, legal or constructive, as a result of past event and it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably measured.

Employee benefits

(i) Wages and salaries, annual leave and sick leave
Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sickleave expected to be settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.

(ii) Long service leave
The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

(iii) Retirement benefit obligations

Contributions are made by the Group to employee nominated superannuation funds and are charged as expenses when incurred.

Note 1. Significant Accounting Policies (continued)

Financial instruments

Classification

The Group classifies its financial assets in the following categories: financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments and available-for-sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and, in the case of assets classified as held-to-maturity, re-evaluates this designation at each reporting date.

Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities greater than 12 months after the reporting date which are classified as non-current assets. Loans and receivables are included in trade and other receivables (note 7) and other financial assets (note 9) in the statement of financial position.

Impairment

The Consolidated Entity assesses at the end of each reporting period whether there is any objective evidence that a financial asset or Group of financial assets is impaired. Objective evidence includes significant financial difficulty of the issuer or obligor; a breach of contract such as default or delinquency in payments; the lender granting to a borrower concessions due to economic or legal reasons that the lender would not otherwise do; it becomes probable that the borrower will enter bankruptcy or other financial reorganisation; the disappearance of an active market for the financial asset; or observable data indicating that there is a measurable decrease in estimated future cash flows.

The amount of the impairment allowance for financial assets carried at cost is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the current market rate of return for similar financial assets

If there is evidence of impairment for any of the Group's financial assets carried at amortised cost, the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, excluding future credit losses that have not been incurred. The cash flows are discounted at the financial asset's original effective interest rate. The loss is recognised in the statement of profit and lose.

Contributed equity

Ordinary shares are classified as equity. Issued and paid up capital is recognised at the fair value of the consideration received. Any transactions costs arising on the issue of ordinary shares are fully recognised directly in equity as a reduction of the proceeds received.

Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Consolidated Entity, adjusted to exclude costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share

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

New, revised or amending Accounting Standards and Interpretations adopted

The consolidated entity has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the consolidated entity.

Note 1. Significant Accounting Policies (continued)

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2016. The consolidated entity's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the consolidated entity, are set out below.

AASB 9 Financial Instruments

This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard replaces all previous versions of AASB 9 and completes the project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. AASB 9 introduces new classification and measurement models for financial assets. A financial asset shall be measured at amortised cost, if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows, which arise on specified dates and solely principal and interest. All other financial instrument assets are to be classified and measured at fair value through profit or loss unless the entity makes an irrevocable election on initial recognition to present gains and losses on equity instruments (that are not held-for-trading) in other comprehensive income ('OCI'). For financial liabilities, the standard requires the portion of the change in fair value that relates to the entity's own credit risk to be presented in OCI (unless it would create an accounting mismatch). New simpler hedge accounting requirements are intended to more closely align the accounting treatment with the risk management activities of the entity. New impairment requirements will use an 'expected credit loss' ('ECL') model to
recognise an allowance. Impairment will be measured under a 12-month ECL method unless the credit risk on a financial instrument has increased significantly since initial recognition in which case the lifetime ECL method is adopted. The standard introduces additional new disclosures. The consolidated entity will adopt this standard from 1 July 2018 but the impact of its adoption is yet to be assessed by the consolidated entity.

AASB 15 Revenue from Contracts with Customers

This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard provides a single standard for revenue recognition. The core principle of the standard is that an entity will recognise revenue to depict the transfer of promised 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. The standard will require: contracts (either written, verbal or implied) to be identified, together with the separate performance obligations within the contract; determine the transaction price, adjusted for the time value of money excluding credit risk; allocation of the transaction price to the separate performance obligations on a basis of relative stand-alone selling price of each distinct good or service, or estimation approach if no distinct observable prices exist; and recognition of revenue when each performance obligation is satisfied. Credit risk will be presented separately as an expense rather than adjusted to revenue. For goods, the performance obligation would be satisfied when the customer obtains control of the goods. For services, the performance obligation is satisfied when the service has been provided, typically for promises to transfer services to customers. For performance obligations satisfied over time, an entity would select an appropriate measure of progress to determine how much revenue should be recognised as the performance obligation is satisfied. Contracts with customers will be presented in an entity's statement of financial position as a contract liability, a contract asset, or a receivable, depending on the relationship between the entity's performance and the customer's payment. Sufficient quantitative and qualitative disclosure is required to enable users to understand the contracts with customers; the significant judgments made in applying the guidance to those contracts; and any assets recognised from the costs to obtain or fulfil a contract with a customer. The consolidated entity will adopt this standard from 1 July 2018 but the impact of its adoption is yet to be assessed by the consolidated entity.

AASB 16 Leases
This standard is applicable to annual reporting periods beginning on or after 1 January 2019. When effective, this Standard will replace the current accounting requirements applicable to leases in AASB 117: Leases and related Interpretations. AASB 16 introduces a single lessee accounting model that eliminates the requirement for leases to be classified as operating or finance leases. The main changes introduced by the new Standard include recognition of a right-to-use asset and liability for all leases (excluding short-term leases with less than 12 months of tenure and leases relating to low-value assets); depreciation of right-to-use assets in line with AASB 116: Property, Plant and Equipment in profit or loss and unwinding of the liability in principal and interest components; variable lease payments that depend on an index or a rate are included in the initial measurement of the lease liability using the index or rate at the commencement date; by applying a practical expedient, a lessee is permitted to elect not to separate non-lease components and instead account for all components as a lease; and additional disclosure requirements. The transitional provisions of AASB 16 allow a lessee to either retrospectively apply the Standard to comparatives in line with AASB 108 or recognise the cumulative effect of retrospective application as an adjustment to opening equity on the date of initial application. The consolidated entity will adopt this standard from 1 July 2019. On adoption, the consolidated entity will be required to capitalise operating lease commitments on the balance sheet.

This will result in a non-current asset representing the right-of-use asset inherent in the lease, and the related current and non-current

Note 1. Significant Accounting Policies (continued)

New Accounting Standards and Interpretations not yet mandatory or early adopted (continued)

liability associated with the future lease payments. The asset will be valued at the present value of future minimum lease payments and depreciated over the term of the lease.

Critical accounting estimates and judgments

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the consolidated financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Provision for impairment of receivables
The provision for impairment of receivables assessment requires a degree of estimation and judgement. The level of provision is assessed by taking into account the recent sales experience, the ageing of receivables, historical collection rates and specific knowledge of the individual debtors financial position.

Impairment
The Consolidated Entity assesses impairment at each reporting date by evaluating conditions specific to the consolidated entity that may lead to impairment of assets. Where 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.

Inventory net realisable values and impairment assessments
Inventory is valued at the lower of cost or net realisable value. Assessments are performed annually and are based on management's estimates of future market conditions. The provision for impairment of inventories assessment requires a degree of estimation and judgement. The level of the provision is assessed by taking into account the recent sales experience, the ageing of inventories and other factors that affect inventory obsolescence.

Income tax
The Consolidated Entity is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Consolidated Entity recognises liabilities for anticipated tax audit issues based on the Consolidated Entity's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

Recovery of deferred tax assets
Deferred tax assets are recognised for deductible temporary differences only if the consolidated entity considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Long service leave provision
The liability for long service leave is recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

Research and development incentive
The income from Research and development incentive is recognised and measured at the present value of the Research and development incentive claim lodged with the Department of Industry Innovation and Science. In determining the present value of the income, estimates of costs related to research and development have been taken into account.

Note 2 – Net gain from Deed of Company Arrangement and other income

	2017 $	2016 $
Net gain from Deed of Company Arrangement		
De-recognition of liabilities as a result of the DOCA	1,853,943	-
Less: amount owing to administrators deed fund	(300,000)	-
	1,553,943	-

On 29 April 2016, ORH Engineering (Aust.) Pty Ltd, a wholly owned subsidiary, was put into voluntary administration. A Deed of Company Arrangement (DOCA) was executed on 23 June 2016, which lead to an improvement of $1,553,943 in the Group's net liabilities, and a resulting gain in other income, during the year ended 30 June 2016. The Deed required a contribution, payable in equal monthly instalments from 1 July 2016, of $300,000 which has been recorded in the statement of profit or loss and other comprehensive income for the year ended 30 June 2016.

Interest income	477	977

Note 3 – Expenses

	2017 $	2016 $
Loss before income tax includes the following specific expenses:		
Depreciation		
Plant and equipment	44,439	6,652
Motor vehicles	14,905	3,803
Total depreciation	59,344	10,455
Rental expense relating to operating leases		
Minimum lease payments	658,769	584,613
Superannuation expense		
Defined contribution superannuation expense	226,907	187,539
Finance costs		
Interest on borrowings	195,049	-

Note 4 - Income Tax

	2017 $	2016 $
(a) Income tax expenses		
Current tax	-	-
Deferred tax	-	-
Over provision for prior year	-	-
Aggregate income tax expense	-	-
(b) Numerical reconciliation of income tax expense to prima facie tax payable		
Tax at the Australian tax rate of 30% (2016: 30%)	(425,725)	(317,728)
Add: Tax effect of Non-deductible expenditure		
- Net gain from Deed of Company Arrangement	-	(466,183)
- Tax effect of research and development incentive	(186,253)	(145,541)
- Sundry assessable /non-deductible amounts	312,992	217,446
Current tax losses not recognised	298,986	712,006
Income tax expense	-	-
(c) Tax losses		
Unused tax losses for which no deferred tax has been recognised	17,294,329	16,297,706
Potential tax benefit @ 30%	5,188,229	4,889,312

Unused tax losses for which no deferred tax asset has been recognised are estimated and subject to final submission of income tax returns for preceding financial years.

Note 5 - Earnings Per Share

	2017 $	2016 $
Basic		
Profit/ (loss) per share for loss from continuing operations attributable to the ordinary holders of the Company	(1,419,082)	(1,059,347)
Weighted average number of ordinary shares outstanding during the year used in the calculation of basic and dilutive loss per share	1,318,934,612	1,317,330,768
Earnings/ (loss) per share for losses attributable to the ordinary holders of the Company (cents per share)	(0.11)	(0.08)

Note 6 – Cash and Cash Equivalents

	2017 $	2016 $
Cash at bank and on hand	377,968	432,993

Note 7 - Trade and Other Receivables

	2017 $	2016 $
Current		
Trade receivables	683,011	389,557
Less: provision for impairment of receivables	(31,703)	-
	651,308	389,557
Research and development Incentive	620,842	485,136
	1,272,150	874,693

Impairment of receivables

An impairment loss of $31,703 has been recognised (2016: Nil) in the profit or loss in respect of impairment of receivables for the year ended 30 June 2017. This impairment relates to balances past due greater than 90 days below.

The ageing of receivables is as follows:

	2017 $	2016 $
Current	231,349	279,732
31-60 days overdue	258,101	72,795
61-90 days overdue	44,406	11,330
Greater than 90 days overdue	149,155	25,700
	683,011	389,557

Movements in the provision for impairment of receivables are as follows:

	2017 $	2016 $
Balance at beginning of year	-	132,447
Amounts written off during the year	-	(132,447)
Provision created during the year	31,703	-
Balance at end of year	31,703	-

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivables mentioned above. The consolidated entity does not hold any collateral as security. Refer to note 23 for more information on risk management, foreign currency risk and interest rate risk.

Note 8 - Inventories

	2017 $	2016 $
Raw materials	41,800	42,856
Work in progress	1,041,747	627,993
Used trucks	157,273	86,364
	1,240,820	757,213

Note 9 - Other Assets

	2017 $	2016 $
Current		
Prepayments	95,848	95,762
Deposit for import of goods[1]	1,500,000	1,500,000
Provision for impairment[1]	(1,500,000)	(1,500,000)
	-	-
	95,848	95,762
Non-current		
Lease deposits	172,920	-

[1] On 24 October 2014 the Company signed a contract with Delli Aliance, an Indonesian Company, to import and distribute cement mixers and tanks, manufactured in Indonesia and paid a deposit of $1,500,000. To the date of this report, the Company did not receive the goods. While the Company believes the goods will be provided or funds will be repaid, a provision was made for the deposit amount.

Note 10 - Plant and Equipment

	2017 $	2016 $
Plant and equipment		
At cost	769,210	715,038
Accumulated depreciation	(469,903)	(425,465)
Impairment [1]	(144,475)	(144,475)
	154,832	145,098
Motor vehicles		
At cost	326,248	326,248
Accumulated depreciation	(127,681)	(112,775)
Impairment [1]	(108,376)	(108,376)
	90,192	105,097
Total plant and equipment	245,024	250,195

[1] On 19 April 2016, the engineering business was sold to a new wholly owned subsidiary in the Group, ORH Trucks Solutions Pty Ltd, due to the need to restructure the Group to facilitate the substantial new investment being negotiated with Chinese parties. As part of the sale process, the business assets was assessed at fair value of $260,650 and as a result, the carrying value of Plant and Equipment were impaired as at 30 June 2015, as noted above.

Movement in the carrying amounts for each class of plant and equipment between the beginning and the end of the financial year are set out below:

	Plant and equipment		Motor Vehicles	
	2017 $	2016 $	2017 $	2016 $
Balance at beginning of the year	145,098	151,750	105,097	108,900
Additions	54,173	-	-	-
Depreciation for year	(44,439)	(6,652)	(14,905)	(3,803)
Balance at end of the year	154,832	145,098	90,192	105,097

Note 11 - Trade and Other Payables

	2017 $	2016 $
Trade payables	1,568,385	1,378,760
Other payables	771,819	325,453
Trade and other payables – related parties	1,912,622	1,373,078
Customer deposits	1,305,858	701,627
Amounts payable to the administrator of ORH Engineering (Aust) Pty Ltd	229,044	349,044
Employee Benefits Provision - Current	130,043	114,248
Total current trade and other payables	5,917,771	4,242,210
Employee Benefits Provision – Non Current	91,760	58,376
	6,009,531	4,300,586

All amounts included in the current employee benefits provision are expected to be settled within the next 12 months

Note 12 – Borrowings

	2017 $	2016 $
Current		
Loan – J Detata	781,326	1,059,429
Loan – K Tsaban	16,000	30,000
Loan – Minimum Risk Pty Ltd	192,986	192,986
Loan – Orient Finance Australia Pty Limited	90,000	90,000
Total borrowings from related parties	1,080,312	1,372,415
Loan – Filmrim Pty Ltd	48,428	59,906
Loan - Graceview Pty Ltd	199,098	199,098
Loan - Chaleyer Holding Pty Ltd	188,184	188,184
Loan – Axsess Today	200,000	-
Debtor factoring facility – AFC	807,591	-
	2,523,613	1,819,603

Repayment terms and conditions

The loan from Chaleyer Holdings Pty Limited bears interest at 20% and is unsecured and repayable on demand. Interest for 2017 was waived. Details of related party loans (J Detata, K Tsaban, Orient Finance Australia Pty Limited) terms and conditions are contained in Note 20 – Related Parties. The loan from Axsess Today was repayable at 31 December 2017 and incurred interest at 14% and has been fully repaid subsequent to year end. The debtor factoring facility with AFC attracts a debtor finance fee of 3.5% and is on end of month plus 60 days repayment terms. Remaining loans bear interest at market rates, are unsecured, and repayable on demand. Interest for remaining loans was waived in 2017.

Note 13 - Issued Capital

		Parent Entity			
		2017		2016	
		Number of Shares	$	Number of Shares	$
(a)	**Ordinary Shares**				
	At the beginning of the year	1,318,934,612	44,096,158	1,310,197,254	44,102,750
	Issued to shareholders, net of transaction costs	-	-	8,737,358	(6,592)
	At end of year	1,318,934,612	44,096,158	1,318,934,612	44,096,158

At the shareholders' meeting, each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands. Ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

(b) Options

On 9 August 2013, shareholders approved the granting of a long-term incentive of 85,000,000 options to Mr Detata under the Employee Share Option Plan, subject to vesting conditions. On 5 November 2013, 30,000,000 of the 85,000,000 options vested. These options have an exercise price of $0.01 per share and an expiry date of 5 November 2018 and remain unissued. The remaining 55,000,000 of the 85,000,000 options have been cancelled, as vesting conditions have not been met at 30 June 2014 and 30 June 2015.

At a general meeting held on 9 August 2013, shareholders resolved to grant 12,000,000 options to Mr Tsaban which have an exercise price of $0.01 and an expiry date of 5 November 2018. These options have vested and remain unissued.

Share buy-back
There is no current on-market share buy-back.

Capital risk management
The consolidated entity's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the consolidated entity may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The consolidated entity would look to raise capital when an opportunity to invest in a business or Company was seen as value adding relative to the current parent entity's share price at the time of the investment. The consolidated entity is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

The consolidated entity is subject to certain financing arrangements covenants and meeting these are given priority in all capital risk management decisions. There have been no events of default on the financing arrangements during the financial year.

The capital risk management policy remains unchanged from the 30 June 2016 Annual Report.

Note 14 - Reserves

The options reserve arises through the recognition of expenses relating to the issue of share options.

	2017 $	2016 $
Share based payment reserve	104,314	104,314
	104,314	104,314

	Number of options	$
Balance 1 July 2015	42,000,000	104,314
Cancelled during the year	-	-
Balance 30 June 2016	42,000,000	104,314

The option reserve is used to recognise:

- the grant date fair value of options issued to employees but not exercised;
- the grant date fair value of options issued as share based payments

Fair value of options granted

Fair values at grant date are independently determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option.

The model inputs for options granted during the year ended 30 June 2014 included:
- Options are granted for no consideration;
- Exercise price of $0.01;
- Grant date of 5 November 2013;
- Expiry date of 5 November 2018;
- Vesting period of 5 years;
- Share price valued at grant date of $0.07;
- Expected volatility of the Company's shares 40.0%
- Expected dividend yield 0.0%; and
- Risk free rate 3.5%

Expected volatility is based on the implied volatility of publically traded options over the Company's share and the historic volatility of the market price and the Company's share price. Each of these assumptions has been based on two years' historic volatility data. The valuation per option has been determined at $0.0185 per option. The dividend rate is based on the past Company practice and the Risk free rate is determined with reference to medium term government bonds.

Note 15 - Dividends

No dividends have been declared or paid during the year ended 30 June 2017, nor in the prior period, and the Directors do not recommend the payment of a dividend in respect of the year ended 30 June 2017.

Note 16 - Commitments

Lease commitments

The Company has entered into operating lease agreements with the property owners of the premises at 1 Central Avenue, Hazelemere ("Hazelmere lease") and 72 Kewdale Road, Welshpool ("Welshpool lease"). The lease for 225 Great Eastern Highway, Belmont ("Belmont lease") was terminated on 31 October 2016. The Welshpool lease expires at 23 May 2018. The Hazelmere lease expires on 31 October 2018.

Note 16 - Commitments (continued)

	2017 $	2016 $
Lease commitments - operating		
Committed at the reporting date but not recognised as liabilities, payable:		
Within one year	510,537	283,556
One to five years	115,818	173,250
	626,355	456,806

Note 17 - Contingent Liabilities

To the date of the financial report, apart from what have been disclosed in the financial statements, there are no contingent liabilities to the consolidated entity.

Note 18 - Segment Reporting

Identification of reportable segments

The Group has identified its operating segments based on the internal reports that are reviewed and used by the management team (chief operating decision makers) in assessing performance and determining the allocation of resources. For management purposes, the Group is organised in two different businesses:

- Engineering services - provides design and manufacturing of service trucks, water carts, tipper trucks and other trucks per customers' requirements for the mining and construction and waste management industries.
- Distribution services - a dealership for used trucks sales.

According to AASB 8 *Segment reporting,* an operating segment is a component of an entity:

(a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity);

(b) whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance; and

(c) for which discrete financial information is available.

An operating segment may engage in business activities for which it has yet to earn revenues, for example, start-up operations may be operating segments before earning revenues."

While in previous year's, the Group reported each subsidiary as an operating segment, in current year, the Group reported only one business segment. which is the Engineering business.

Business segment

For management purposes the Group is organised into two major strategic units, being Engineering services and Distribution.

The operating segment analysis presented in these financial statements reflects the operation analysis by business. It best describes the way the Group is managed and provides a meaningful insight into the business activities of the Group. The following tables present details of revenue and operating profit by operating segment as well as a reconciliation between the information disclosed for reportable segments and the aggregated information in the financial statements. The information disclosed in the tables below is derived directly from the internal financial reporting system used by corporate management to monitor and evaluate the performance of its operating segments separately.

Segment assets

Where an asset is used across multiple segments, the asset is allocated to that segment that receives majority economic value from that asset. Segment assets if clearly identifiable to a particular segment on the basis of their nature are allocated directly. Segment assets include trade receivables and intangible assets which are allocated based on segments' overall proportion of revenue generation within the Group.

Note 18 - Segment Reporting (continued)

Segment liabilities

Liabilities are allocated to segments where there is a direct nexus between the incurrence of the liability and the operations of the segment. Borrowings and tax liabilities are generally considered to relate to the Group as a whole and are not allocated. Segment liabilities include trade and other payables and provision of staff benefits which are allocated based on segments' overall proportion of revenue generation within the Group.

	Engineering $	Distribution $	Total $
2017			
For the year ended 30 June 2017			
Revenues from external customers	9,047,134	2,788,667	11,835,501
Reportable segment profit/ (loss) before income tax	(1,699,860)	259,346	(1,440,514)
Reportable segment assets at 30 June 2017	2,584,608	197,862	2,782,471
Reportable segment liabilities at 30 June 2017	5,846,632	342,504	6,189,136
2016			
For the year ended 30 June 2016			
Revenues from external customers	5,074,432	2,162,206	7,236,638
Reportable segment profit/ (loss) before income tax	(1,342,411)	282,722	(1,059,689)
Reportable segment assets at 30 June 2016	1,838,155	86,811	1,924,966
Reportable segment liabilities at 30 June 2016	3,913,306	134,436	4,047,742

	2017 $	2016 $
Reconciliation of reportable segment profit or loss		
Total profit/ (loss) for reportable segments	(1,440,514)	(1,059,689)
Research and development incentive	620,842	485,136
Unallocated overheads	(579,880)	(484,794)
Unallocated finance expenses	(19,530)	-
Loss from continuing operations before tax	(1,419,082)	(1,059,347)
Reconciliation of reportable segment assets		
Reportable segment assets	2,782,471	1,924,966
Unallocated assets	622,259	485,890
Total assets	3,404,730	2,410,856
Reconciliation of reportable segment liabilities		
Reportable segment liabilities	6,189,136	4,047,742
Unallocated borrowings	2,344,008	2,072,447
Total liabilities	8,533,144	6,120,189

Geographic Segment

The consolidated entity's operations are based solely in Australia.

Note 19 – Auditor's Remuneration

During the financial year the following fees were paid or payable for services provided by BDO East Coast Partnership, the auditor of the Company, its network firms and unrelated firms:

	2017 $	2016 $
Audit services – BDO East Coast Partnership		
Audit or review of the financial statements	100,000	100,000
	100,000	100,000

Note 20 - Related Party Transactions

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated. Transactions with related parties:

(a) Ultimate parent Company

ORH Limited is the ultimate Australian parent Company.

(b) Controlled entities

Interests in controlled entities are set out in Note 23.

During the year, funds have been advanced between entities within the Consolidated Entity for the purposes of working capital requirements only. All loans between entities are interest free and have no fixed repayment date.

(c) Transactions with Director related parties

The following transactions occurred with related parties:

	2017 $	2016 $
Payment for goods and services:		
Payment for Company secretarial services - Transaction Services Pty Limited, a Company related to Domenic Martino	60,000	60,000
Transactions with Blazeway Holdings, a Company controlled by Jamie Detata. - Consultancy fees including performance related payments	208,000	315,000
Transactions with Cooper Cove, a Company controlled by Jamie Detata. - Paint of trucks and trucks bodies	540,008	395,249
Transactions with Jackori Consulting, a Company controlled by Jackob Tsaban. - Consultancy fees	145,000	185,000

Note 20 - Related Party Transactions (continued)

(d) Receivable from and payable to related parties

The following balances are outstanding at the reporting date in relation to transactions with related parties:

	2017 $	2016 $
Current payables:		
Blazeway Holdings	449,951	368,151
Jackori Consulting	276,600	221,600
Transaction Services Pty Ltd	38,500	38,500
Indian Ocean	100,000	-
Domenic Martino	434,000	402,000
Cooper Cove	605,471	337,427
DVM	8,100	5,400
	1,912,622	1,373,078

(e) Loans to/from related parties

The following loans from related parties exist at current and previous reporting date:

	2017 $	2016 $
Jamie Detata	781,326	1,059,429
Jackob Tsaban	16,000	30,000
Orient Finance Australia Pty Ltd	90,000	90,000
Minimum Risk Pty Ltd	192,986	192,686
	1,080,312	1,372,115

Of the above liabilities, loans from J Detata, J Tsaban and Orient Finance Australia Pty Limited are related party loans and are unsecured, bear interest at 20% (loans from J Detata and J Tsaban) and 12% (loan from Orient Finance Australia Pty Limited) and are repayable on demand. No interest was charged for this financial year.

Key management personnel

Compensation

The aggregate compensation made to directors and other members of key management personnel of the consolidated entity is set out below:

	2017 $	2016 $
Short-term employee benefits	473,000	620,000
Post-employment benefits	11,400	11,400
Long-term benefits	-	-
Share-based payments	-	-
	484,400	631,400

Note 21 - Parent Entity Information

	2017 $	2016 $
Current assets	621,530	485,163
Non-current assets	728	728
Total assets	622,259	485,891
Current liabilities	2,344,007	2,072,446
Non-current liabilities	-	-
Total liabilities	2,344,007	2,072,446
Total Net Assets/ (liabilities)	(1,721,749)	(1,586,555)
Contributed equity	44,096,158	44,087,421
Reserves	104,314	104,314
Accumulated losses	(45,922,221)	(45,778,290)
Total equity	(1,721,749)	(1,586,555)
Loss for the year	(143,931)	(473,174)
Other comprehensive income for the year	-	-
Total comprehensive income for the year	(143,931)	(473,174)

Note 22 - Controlled Entities

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy in Note 1.

	Country of Incorporation	Percentage Owned (%) 2017	Percentage Owned (%) 2016
Parent entity:			
ORH Limited	Australia		
Subsidiaries of ORH Limited:			
ORH Engineering (Aust) Pty Ltd (Subject to Deed of Company Arrangement) [1]	Australia	100%	100%
ORH Contracting Pty Ltd[1]	Australia	100%	100%
ORH Distribution Pty Ltd	Australia	100%	100%
ORH Trucks Solutions Pty Ltd	Australia	100%	100%

[1] Dormant entity

The parent and ultimate controlling party of the ORH Limited Group is ORH Limited.

The proportion of ownership interest is equal to the proportion of voting power held.

Note 23 - Financial Risk Management

The Consolidated Entity's activities might expose it to a variety of financial risks: market risk (including foreign exchange risk, cash flow and fair value interest rate risk and price risk), credit risk and liquidity risk. The Consolidated Entity's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance of the Consolidated Entity. To date, the Consolidated Entity has not used derivative financial instruments. The Consolidated Entity uses sensitivity analysis to measure interest rate and aging analysis for credit risk. Risk management is carried out by the Chief Financial Officer (CFO) under policies approved by the Board of Directors. The CFO identifies, evaluates and mitigates financial risks in close cooperation with senior management.

Note 23 - Financial Risk Management (continued)

(a) Market risk

(i) Foreign exchange risk

Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities that are denominated in a currency that is not the Consolidated Entity's functional currency. As at 30 June 2017, the Group had no exposure to foreign exchange risk.

(ii) Price risk

The Group's exposure to commodity and equity security price risk is minimal.

(iii) Cash flow and fair value interest rate risk

The Group's exposure to market interest rates relates primarily to the Group's short term deposits held.
The effect of volatility of interest rates within expected reasonable possible movements would not be material. The Group's fixed rate borrowings are carried at amortised cost and are therefore not subject to interest rate risk as defined by AASB 7.

(b) Credit risk

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets is the carrying amount of those assets, net of any allowance for doubtful debts, as disclosed in the balance sheet and notes to the financial report.

At 30 June 2017, the Group's exposure to material credit risk exposures to any single receivable or Group of receivables is minimal.

In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant. There are no significant concentrations of credit risk.

Note 23 - Financial Risk Management (continued)

(c) Liquidity risk

The Group manages liquidity risk by monitoring cash flow and maturity profiles of financial assets and liabilities.

	Consolidated Entity			
	<=6 months $	6 - 12 months $	1 – 5 years $	Total $
As at 30 June 2017				
Financial assets				
Cash and cash equivalents	377,968	-	-	377,968
Trade and other receivables	1,272,150	-	-	1,272,150
Other financial assets	95,848	-	172,920	268,768
	1,745,966	-	172,920	1,918,886
Financial liabilities				
Trade and other payables	5,917,771	-	91,760	6,009,531
Borrowings [1]	907,591	1,616,022	-	2,523,613
	6,725,362	1,616,022	91,760	8,533,144
Net maturity	(4,979,396)	(1,616,022)	81,160	(6,614,258)
As at 30 June 2016				
Financial assets				
Cash and cash equivalents	432,993	-	-	432,993
Trade and other receivables	874,693	-	-	874,693
Other financial assets	95,762	-	-	95,762
	1,403,448	-	-	1,403,448
Financial liabilities				
Trade and other payables	4,242,210	-	58,376	4,300,586
Borrowings[1]	-	1,819,603	-	1,819,603
	4,242,210	1,819,603	58,376	6,120,189
Net maturity	(2,838,762)	(1,819,603)	(58,376)	(4,716,741)

[1] The remaining balance of the borrowings, owed to related parties and related parties creditors and other payables, are repayable subject to the Consolidated entities cash flow availability.

(d) Fair value risk

The following methods and assumptions are used to determine the net fair values of financial assets and financial liabilities:

Cash and cash equivalents: The carrying amount approximates fair value because of the short term to maturity.

Trade receivables and payables: The carrying amount approximates fair value because of settlement terms.

Note 23 - Financial Risk Management (continued)

Borrowings: The carrying amount approximates fair value because of the short term to maturity.

Terms, Conditions and Accounting Policies: The Company's accounting policies, including the terms and conditions of each class of financial asset, financial liability and equity instrument, both recognised and unrecognised at the balance date.

Due to their nature, the carrying amounts of current receivables, current trade and other payables and borrowings, are assumed to approximate their fair values

Note 24 - Cash Flow Information

Reconciliation of Cash Flow from Operating Activities

	2017 $	2016 $
Profit/(loss) for the year after income tax	(1,419,082)	(1,059,347)
Adjusted for:		
Non-cash flows included in loss from ordinary activities		
Gain on de-recognition of liabilities	-	(1,553,943)
Depreciation and amortisation	59,344	10,455
Movement in bad debts provision	31,703	-
Changes in assets and liabilities:		
Decrease/ (increase) in trade and other receivables and other assets	(602,166)	118,974
(Increase) in inventories	(483,607)	(123,861)
Increase in trade and other payables	1,708,946	2,234,395
Net cash flow from operating activities	(704,862)	(373,327)

Note 25 - Events Subsequent to Reporting Date

In 29 May 2018 the Company extended its lease for the fabrication premises at 72 Kewdale Road, Welshpool WA 6106 until 30 November 2018.

On 14 August 2018, the Company announced the it has signed a Memorandum of Understanding for strategic funding with Changyuan Tiandi Zhizhong New Energy Vehicle Co., Ltd ("Changyuan"), an investment Company with (to include details about Changyuan.

Changyuan and ORH agreed that Changyuan will invest AUD3,000,000 into ORH for a 70% interest in the Company. ORH will issue 153,875,705 ordinary fully paid shares in the Company at AUD0.02 per share (Offer Shares). Changyuan acknowledges that the shares will not be cleansed and cannot be traded on ASX upon re-listing for 12 months or unless cleansed.

The funding is to be received as follows (Proposed Investment):

1) AUD500,000 to be deposited before 31 August 2018 subject to the acceptance of the MOU; and
2) The remainder of the AUD2,500,000 upon receiving unconditional shareholder approval.

At the date of this report, AUD100,000 was received and the balance of AUD400,000 is expected no later than 31 August 2018. Once the funds have been received in full, the Company will seek to re-list on ASX.

Changyuan may appoint up to 2 directors to the ORH Board with effect from ORH receiving unconditional shareholder approval. ("Completion"). There will be a maximum of 5 directors on the board of ORH immediately following Completion.

Apart from the above mentioned, no matter or circumstance has arisen since 30 June 2016 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Corporate Governance Statement

In fulfilling its obligations and responsibilities to its various stakeholders, the Board is a strong advocate of corporate governance. This statement outlines the principal corporate governance procedures of the Company. The Board supports a system of corporate governance to ensure that the management of the Company is conducted to maximise shareholder wealth in a proper and ethical manner.

ASX Corporate Governance Council Recommendations

For the year ended 30 June 2016, the Board has adopted corporate governance policies and practices consistent with the *ASX Corporate Governance Council's Corporate Governance Principles and Recommendations* (3rd Edition). Such policies include, but are not limited to the Board Charter, Board Committee Charters, Code of Conduct, Security Trading, Continuous Disclosure, Shareholder Communication and Risk Management Policies. Further details in respect to the Company's corporate governance practises are summarised below and copies of Company's corporate governance policies are available of the Company's web site at www.orh.net.au.

The Corporate Governance Council's principles are summarised as follows:

Principle 1	Lay solid foundations for management and oversight
Principle 2	Structure the board to add value
Principle 3	Act ethically and responsibly
Principle 4	Safeguard integrity in corporate reporting
Principle 5	Make timely and balanced disclosure
Principle 6	Respect the rights of security holders
Principle 7	Recognise and manage risk
Principle 8	Remunerate fairly and responsibly

This statement outlines the main corporate governance practices in place during the year ended 30 June 2016, which comply with the ASX Corporate Governance Council recommendations, except where noted.

This Corporate Governance Statement is in respect of the year ended 30 June 2016. It is current as at 15 April 2018 and has been adopted by the Board.

Principle 1 Lay solid foundations for management and oversight

Roles of the Board and Management

The Board considers that the essential responsibilities of the directors are to oversee the Company's activities for the benefit of its shareholders, employees and other stakeholders and to protect and enhance shareholder value.

The Board has a charter, which clearly establishes the relationship between the Board and management and describes their functions and responsibilities.

The key responsibilities of the Board include:

- Contributing to the development of and approving corporate strategy.
- Appointing the Chair and appoint and review the performance of the managing director/ executive director.
- Ratification of the appointment and, if appropriate removal of, the Chief Financial Officer (or equivalent), the Company Secretary and / or other senior executives (if any),
- Reviewing, approving and monitoring business plans, the annual budget and financial plans including available resources and major capital expenditure initiatives.
- Arranging for effective budgeting and financial supervision.
- Ensuring that effective and appropriate reporting systems in place will, in particular, assure the board that proper financial, operational, compliance and risk management controls function adequately.
- Setting and reviewing systems of risk management and internal compliance and control, codes of conduct and legal compliance including ensuring compliance with continuous disclosure requirements.
- Reporting to shareholders.

The board delegates to the Managing Director the responsibility for managing the day to day operations of the Company. The Managing Director is also responsible for providing the board with accurate, timely and clear information to enable the board to perform its responsibilities.

The Managing Director consults with the chair in the first instance on matters which are sensitive, extraordinary or strategic in nature.

Appointment of new directors

The Board identifies potential candidates and may take advice from an external consultant. Potential new directors are subject to appropriate and prudent background and screening checks prior to appointment. Board candidates must stand for election at the next general meeting of shareholders following such appointment, where information is set out to shareholders including; biographical details, other material directorships, any material adverse information revealed by checks and details of interest, position, association or relationship that might have influence.

Letters of appointment for Directors and senior executives

The Company does not adhere to letters of appointment for directors. Their service is on a month to month basis. The Managing Director and senior executives have entered into agreements with the Company in respect of their services.

Company Secretary

The Company Secretary reports directly to the Board and supports the Board by advising on governance matters, monitoring implementation of policy and procedures, co-ordinating and timely despatch of Board papers and ensuring minutes accurately capture the business conducted at Board meetings.

Diversity

The Company continues to strive towards achieving objectives established towards increasing diversity. It does not propose to establish measurable gender diversity objectives in the future as:

- The Group's Directors and senior executives is a small, stable team of experienced personal. There is no intention to make changes in the near future; and
- The Group is committed to making all selection decisions on the basis of merit. Setting specific objectives for such a small team would potentially influence decision making to the detriment of the Group.

At the end of the reporting period (30 June 2016), the Company employed 33 staff, 5 of which are women employees. The Board of Directors consisted of four men and the Company Secretary is female.

Evaluation of the board, committees, directors and senior executives

The Chairman is responsible for the evaluation of the Board's performance, the performance of its committees and individual directors on an annual basis. The Managing Director is responsible for annual evaluations of senior executives. Evaluations of the Board and executives did not occur during the year, nor has the Company disclosed the basis of such evaluation processes adopted by the Company. The Board takes ultimate responsibility for these matters and does not consider disclosure of performance evaluation necessary at this stage.

Principle 2 Structure the board to add value

Board Structure

The composition of the Board shall be determined in accordance with the following principles and guidelines:

- The Board shall comprise at least three directors, increasing where additional expertise is considered desirable in certain areas.
- The Chairman should be non-executive.
- The Board should not comprise a majority of executive directors.
- Directors should bring characteristics that allow a mix of qualifications, skills and experience.

Board members should possess complementary business disciplines and experience aligned with the Company's objectives, with a number of directors being independent and where appropriate, major shareholders and executives are represented on the Board. Consequently, at various times there may not be a majority of directors classified as being independent, according to ASX guidelines. However, where any director has a material personal interest in a matter, the director will not be permitted to be present during discussions or to vote on the matter.

The Board has determined that its optimum composition conforms with the constitution of the Company (being not less than three nor more than nine in number), have a majority of directors as non-executive and reflect the Company's geographic operations and strategic objectives. Whilst the guidance is that the Board should not comprise a majority of executive directors (2 of the 4 directors are executive), the mix of skills and experience is appropriate for a Company of ORH's size and position in the market. Details of the members of the board, their experience, expertise, qualifications and term of office are set out in the Director's Report under the heading "Information on Directors".

Composition of the Board

The following information on each of the Directors of the Company in office at the date of this report is set below:

Name	Position	Independent	Length of Services to 30 June 2015
Domenic Martino	Chairman	Yes	7 years, 2 months
Jamie Detata	Managing Director	No	6 years, 3 months
Kobi Tsaban	Executive Director	No	3 years, 6 months
Boelio Muliadi	Non-executive Director	Yes	1 year, 2 months

Director Independence

Directors are expected to bring independent views and judgement to the Board's deliberations. In considering whether a director is independent, the Board has had regard to the independent criteria set out in ASX Principle 2 and other facts, information and circumstances that the Board considers material.

The financial materiality used in the assessment of independence is set at over 5% of annual turnover of the Company. In addition, a transaction of any amount or a relationship is deemed material if the transaction is considered to potentially impact shareholder understanding of the director's performance. In addition to the above criteria, the board determines whether a director is independent in character and judgment.

Directors have the right, in connection with their duties and responsibilities, to seek independent professional advice at the Company's expense, subject to the prior written approval of the Chairman, which shall not be unreasonably withheld. If appropriate, any advice received will be made available to all directors. This right was neither sought nor exercised during the year.

Having regard to the share ownership structure of the Company, it is considered appropriate by the Board that a major shareholder may be represented on the Board and if nominated, hold the position of Chairman. Such appointment would not be deemed to be independent under ASX guidelines. In addition, it is considered appropriate by the Board to effectively utilise the Chairman's skills and expertise to provide crucial peer review of the corporate and commercial aspects of the Company's operations.

The Chairman is expected to bring independent thought and judgement to his role in all circumstances. Where matters arise in which there is a perceived conflict of interest, the Chairman must declare his interest and abstain from any consideration or voting on the relevant matter.

Nomination Committee

The Board has not established a formal nomination committee. The full Board attends to the matters normally attended to by a nomination committee.

As part of its usual role, the full Board oversees the appointment and induction process for directors, and the selection, appointment, evaluation and succession planning process of the Company's directors and senior executives. When a vacancy exists or there is a need for a particular skill, the Board determines the selection criteria that will be applied. The Board then identifies suitable candidates, with assistance from an external consultant if required, and will interview and assess the selected candidates.

Board skills matrix

The Board uses a skills matrix to guide its assessment of the skills and experience of current Directors, and those skills that the Board considers will complement the effective functioning of the Board. Current Directors posses a range of professional skills summarised in the following table:

Industry specific knowledge and expertise	Specific experience, knowledge and expertise gained from providing industrial services across the mining and construction industries
Country specific knowledge and expertise	Specific experience, knowledge and expertise gained from regions and countries related to the Company's strategy and activities (in particular Asia Pacific)
Health, Safety and Environmental	Experience related to workplace health and safety, environmental and social responsibility
Financial acumen	Financial knowledge and experience, including an understanding of the financial statements of organisations the type and size of the Company
Strategic and commercial acumen	An ability to define strategic objectives and implement strategy using analytical and technical expertise
Risk management	An understanding of risk management, including operational, financial reporting and compliance risks
Governance and compliance	Commitment to, and knowledge of, governance (incorporating experience gained from working in publicly listed companies)

Principle 3 Act ethically and responsibly

Code of Conduct

A formal code of conduct for the Company applies to all directors and employees. The code aims to encourage the appropriate standards of conduct and behaviour of the directors, employees and contractors of the Company. All personnel are expected to act with integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

The directors, managers and employees are expected to act with the utmost integrity and objectivity, observe the highest standards of behaviour and business ethics and strive at all times to enhance the good reputation and performance of the Group by acting in the best interests of the Group, being responsible and accountable for their actions and observing the ethical principles of fairness, honesty and truthfulness, including disclosure of potential conflicts.

The Group has developed an extensive code of conduct which is encapsulated in the corporate governance policies and the Company's terms and conditions of employment. Conduct guidelines apply to all employees which address the values and vision of the Company, business ethics and protocol, policies and procedures, employee entitlements, responsibilities and expectations of both the Group and employees and compliance with relevant legal, shareholder and stakeholder obligations.

All employees have position descriptions that reinforce their duties, rights and responsibilities and all are required to participate in performance reviews to ensure the Group expectation is aligned with employee goals and key performance indicators. Actual performance is reviewed annually and, if necessary, more frequently. The Company encourages regular feedback, review and continuous improvement so as to maintain and enhance the desired corporate culture and standard of ethical behaviour.

Policy for Trading in Company Securities

Trading in the Company's securities by directors and employees is not permitted when they are in possession of unpublished price sensitive information. Any transactions undertaken must be notified to the Chairman in advance. The Company prohibits the hedging of unvested options and requires that any hedging arrangements for vested options must be disclosed to the Company.

Directors, officers and employees must not buy, sell or subscribe for securities if they are in possession of 'inside information' (information that is not generally available and, if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of securities). The Corporations Act 2001 provides that a reasonable person would be taken to expect information to have a material effect on the price or value of securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell the securities.

Subject to the insider trading restrictions above, it is the Board's policy that directors, officers and employees will not trade in the securities in the two weeks prior to, and two business days after, the release of quarterly reports, in the four weeks prior to, and two business days after, the release of half year financial results, full year financial results and any other period when in possession of unpublished price-sensitive information and/or any time required pursuant to the ASX Listing Rules.

The Board's policy also reinforces the directors' and Company's statutory obligations to notify the ASX of any dealing in the securities which results in a change in the relevant interests of a Director in the securities. As contemplated in the ASX listing rules, each director provides notice of such dealings to the Company Secretary within three business days of any such dealing to enable the Group to comply with its corresponding obligation to notify the ASX.

Subject to the insider trading restrictions above, directors, officers and employees may trade outside the specified periods after discussion with the Chairman.

Principle 4 Safeguard integrity in corporate reporting

Audit Committee

The Board is of the view that given the current size of the Company and the size and composition of the Board, that there would be no efficiencies or other benefits gained by having a separate audit committee. However, the issues relevant to the integrity of the Company's financial reporting typically dealt with by such a committee are dealt with by the full Board. The Company has as a standing agenda item at each Board meeting to deal with any audit related matters that would normally be carried out by an audit committee.

The Company will assess the need to form an audit committee on a regular basis.

As the Board has not established an audit committee, it does not have a formal audit committee charter.

The Company has appointed external auditors who have clearly demonstrated quality and independence. The performance and rotation of the external auditors is reviewed annually and applications for tender of external audit services are requested as deemed appropriate, taking into consideration assessment of performance, existing value and tender costs.

Corporate reporting

The Executive Director and Chief Financial Officer provide a certification to the Board on the integrity of the Company's external financial reports for the half-year and full year. The Executive Director and Chief Financial Officer also provide assurance to the Board that the declaration provided in accordance with 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. In addition reporting of the management of the Company's material business risks, forms part of routine management reporting to the Board.

External Auditor

The performance of the external auditor is reviewed annually. BDO East Coast Partnership were appointed as the external auditor in 2007. It is both the Company's and the auditor's policy to rotate audit engagement partners at least every five years.

The external auditor provides an annual declaration of their independence to the Board. The external auditor is requested to attend annual general meetings and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report.

Corporate Governance Statement (continued)

Principle 5 Make timely and balanced disclosure

Continuous Disclosure and Shareholder Communication

The Company has a formal written policy for the continuous disclosure of any price sensitive information concerning the Company. The Board has also adopted a formal written policy covering arrangements to promote communications with shareholders and to encourage effective participation at general meetings.

The Chairman and the Company Secretary have been nominated as the Company's primary disclosure officers.

ORH Limited is committed to providing shareholders and stakeholders with extensive, transparent, accessible and timely communications on the Company's activities, strategy and performance.

Principle 6 Respect the rights of security holders

Provide Information via website

The Company provides information about itself and its governance at its website www.orh.net.au, however the Directors will consider whether further detail is incorporated on the website taking into consideration the cost associated with updating and maintaining the website.

Investor relation program

Shareholders are encouraged to be involved in the Company. Directors are available to meet with security holders on request. The Board encourages full participation of shareholders at the Annual General Meeting, to ensure a high level of accountability and identification with the Group's strategy and goals.

The Company does not currently have the facilities to send and receive correspondence electronically with shareholders. The Directors will review this option, in light of the cost associated with maintaining the electronic system for communication.

Principle 7 Recognise and manage risk

Risk management committee

The Group is not currently considered to be of a size, nor are its affairs of such complexity to justify the establishment of a separate risk management committee. Instead, the Board, as part of its usual role and through direct involvement in the management of the Group's operations ensures risks are identified, assessed and appropriately managed. Where necessary, the Board draws on the expertise of appropriate external consultants to assist in dealing with or mitigating risk.

Overview of the risk management system

The Board adopts practices designed to identify significant areas of business risk and to effectively manage those risks in accordance with the Group's risk profile. This includes assessing, monitoring and managing operational, financial reporting and compliance risks for the Group. The Group is not of a size nor are its affairs of such complexity to justify the establishment of a formal system for reporting risk management and associated compliance and controls.

The Managing Director, in accordance with Company policy, approves all expenditure, is intimately acquainted with all operations and reports all relevant issues to the other Directors at the directors' meetings.

Before approving the Group's yearly financial statements, the Chief Financial Officer and Managing Director declare to the Board that the Company's financial reports are founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board.

Internal Audit

The Group does not have a formally established internal audit function. The Board ensures compliance with the internal controls and risk management procedures previously mentioned.

Material exposure to economic, environmental and social sustainability risks

The Group undertakes manufacturing and fabrication and, as such, faces risks inherent to its business, including economic and social sustainability risks, which may materially impact the Group's ability to create or preserve value for security holders over the short, medium or long term.

The Group views sustainable and responsible business practices as an important long term driver of performance and shareholder value and is committed to transparency, fair dealing, responsible treatment of employees and partners and positive interaction with the community.

The Group has in place policies and procedures, including a risk management framework (as described in the Company's Risk Management Policy), which is developed and updated to help manage these risks. The Risk Management Policy is located on the Company's website.

Principle 8 Remunerate fairly and responsibly

Remuneration Committee

The Board has not established a formal remuneration committee. The full Board attends to the matters normally attended to by a remuneration committee. Remuneration levels are set by the Company in accordance with industry standards to attract suitable qualified and experienced directors and senior executives.

For full discussion of the Company's remuneration philosophy and framework and the remuneration received by directors and executives in the current period, please refer to the Remuneration Report, which is contained within the Directors' Report.

Equity-based remuneration

There is no formal equity-based remuneration scheme, however shares and options can be issued as part remuneration. Securities can only be issued to Company Directors under a resolution at a general meeting of shareholders. The Directors and senior executives who participate in equity-based remuneration are prohibited from entering into transactions or arrangements that limit the economic risk of participating in unvested entitlements or entitlements subject to a holding lock.

ASX Best Practice Recommendations

The table below identifies the ASX Corporate Governance Principles and Recommendations (**Principles**) and whether or not the Company has complied with the recommendations during the reporting period:

Recommendation		Complied	Note
1.1	Establish the functions reserved to the board and those delegated to senior executives and disclose those functions	✓	
1.2	Perform appropriate checks for election as director and provide security holders with all material information	✓	
1.3	Establish written agreement with each director and senior executive	✗	Note 1
1.4	Company secretary to account directly to the board	✓	
1.5	Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measurable objectives for achieving gender diversity for the board to assess annually both the objectives and progress in achieving them.	✗	Note 2
1.6	Disclose the process for evaluating the performance of board and disclose whether a performance evaluation was undertaken	✗	Note 3
1.7	Disclose the process for evaluating the performance of senior executives and disclose whether a performance evaluation was undertaken	✗	Note 3
2.1	The board should establish a nomination committee and, if it does not, disclose the fact and the processes it employs	✓	
2.2	Companies should have and disclose a board skills matrix	✓	
2.3	Companies should disclose the names of directors considered independent and length of service	✓	

Corporate Governance Statement (continued)

Recommendation		Complied	Note
2.4	A majority of the board should be independent directors	✕	Note 4
2.5	The chair should be an independent director	✓	
2.6	Companies should have a program for inducting new directors and provide appropriate professional development.	✕	Note 5
3.1	Establish a code of conduct for its directors, senior executives and employees and disclose the code or a summary of the code.	✓	
4.1	Establish an audit committee and, if it does not, disclose the fact and the processes it employs	✓	
4.2	Receive from CEO and CFO a declaration that the financial records have been properly maintained and that the financial statements comply with the accounting standards	✕	Note 6
4.3	Ensure that external auditor attends AGM and available to answer questions	✓	
5.1	Establish and disclose written policies for complying with continuous disclosure obligations	✓	
6.1	Provide information about the Company and its governance to investors via its website	✓	
6.2	Design and implement an investor relations program	✕	Note 7
6.3	Disclose the policies and processes in place to facilitate and encourage participation at meetings of security holders	✓	
6.4	Give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically	✕	Note 7
7.1	Establish a risk committee and, if it does not, disclose the fact and the processes it employs	✓	
7.2	Review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and disclose, in relation to each reporting period, whether such a review has taken place	✕	Note 8
7.3	Disclose if the entity has an internal audit function and, if not disclose the fact and the processes it employs	✓	
7.4	Disclose whether any material exposure to economic, environmental and social sustainability risks and, if so, how the entity manages or intends to manage those risks	✓	
8.1	Establish a risk committee and, if it does not, disclose the fact and the processes it employs	✓	
8.2	Clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives	✓	
8.3	Establish and disclose a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme	✓	

Note 1: The Company does not adhere to letters of appointment for directors. Their service is on a month to month basis. The Managing Director and senior executives have entered into agreements with the Company in respect of their services.

Note 2: ORH Limited is highly aware of the positive impacts that diversity may bring to an organisation. The Company continues to assess all staff and board appointments on their merits with consideration to diversity. The Company has not established measurable objectives as:

- The Group's Directors and senior executives is a small, stable team of experienced personal. There is no intention to make changes in the near future; and
- The Group is committed to making all selection decisions on the basis of merit. Setting specific objectives for such a small team would potentially influence decision making to the detriment of the Group.

Note 3: The Chairman is responsible for the evaluation of the Board's performance and individual directors on an annual basis. The Managing Director is responsible for annual evaluations of senior executives. Evaluations of the Board and executives did not occur during the year, nor has the Company disclosed the basis of such evaluation processes adopted by the Company. The Board takes ultimate responsibility for these matters and does not consider disclosure of performance evaluation necessary at this stage.

Corporate Governance Statement (continued)

Note 4: During the reporting period 2 of the 4 directors satisfies the test of independence set out in Box 2.3 of the ASX Principles of Good Corporate Governance and Best Practice Recommendations (**Independence Test**) as follows:

- Messers Martino and Muliadi are considered independent;
- Messers Detata and Tsaban do not satisfy the Independence Test as they were employed in an executive capacity during the financial year.

The Board considers that its structure is, and will continue to be, appropriate in the context of the Company's recent history, and directors' experience and knowledge of the Company's assets. The Company considers that the non-independent directors possess the skills and experience suitable for building the Company. The Board intends to reconsider its composition as the Company's operations evolve, and may appoint additional independent directors as it deems appropriate.

Note 5: As part of its usual role, the full Board oversees the appointment and induction process for directors, and the selection, appointment, evaluation and succession planning process of the Company's directors and senior executives. When a vacancy exists or there is a need for a particular skill, the Board determines the selection criteria that will be applied. The Board then identifies suitable candidates, with assistance from an external consultant if required, and will interview and assess the selected candidates.

Note 6: The Company receives assurances from the Managing Director and CFO in respect of the yearly and half-yearly financial statements. Given the volume of accounting transaction and the size of the management team, quarterly assurances are not considered necessary

Note 7: The Company maintains a website, but is reviewing better ways to convey information to shareholders that are cost effective. The Company does not currently have the facilities to send and receive correspondence electronically with shareholders. The directors will review this option, in light of the cost associated with maintaining the electronic system for communication

Note 8: The Company has a small management team who interact with directors on a regular basis and ensures constant communication of material business risks.

ASX Additional Information

Additional information required by the ASX Limited Listing Rules not disclosed elsewhere in this Annual Report is set out below.

Issued Capital

The issued capital of the Company as at 27 July 2018 is set out below. All ordinary shares carry one vote per share.

Class	Number on Issue
Ordinary Shares	1,318,934,612

Spread

Ordinary Shares	No. of Holders	No. of Shares	%
1 – 1,000	97	34,707	0.003%
1,001 – 5,000	226	680,623	0.052%
5,001 – 10,000	158	1,369,849	0.104%
10,001 – 100,000	403	15,277,710	1.158%
100,001 and over	334	1,301,571,723	98.684%
	1,218	**1,318,934,612**	**100.00%**

Shareholders by Location	No. of Holders	No. of Shares	
Australian holders	1,193	1,176,733,315	89.218%
Overseas holders	25	142,201,297	10.782%
	1,218	**1,318,934,612**	**100.00%**

ASX Additional Information (continued)

Top 20 Shareholders as at 27 July 2018

		No. of Shares Held	% Held
1	BNP PARIBAS NOMS Pty Ltd	269,738,012	20.45%
2	Graceview Pty Ltd <Graceview Investment Trust>	112,205,883	8.51%
3	Chaleyer Holdings Pty Ltd <Rubben Family A/c>	87,388,506	6.63%
4	Lanesborough Investment PTE Ltd	62,500,000	4.74%
5	Filmrim Pty Ltd	50,716,200	3.85%
6	LJM Capital Corporation Pty Ltd	35,597,433	2.70%
7	Hui Huang	30,000,000	2.28%
8	Aspire Horizon Limited	25,000,000	1.90%
9	Impact Nominees Pty Ltd <Sydney Investment A/C>	23,373,338	1.77%
10	Cardy & Company Pty Ltd	22,567,800	1.71%
11	CD Third Nominees Pty Ltd	21,530,103	1.63%
12	Indian Ocean Capital Group Pty Ltd	21,440,855	1.63%
13	Cardy & Company Pty Ltd	19,411,765	1.47%
14	Timothy Brown	19,172,822	1.45%
15	Transocean Securities Pty Ltd	18,156,507	1.38%
16	Jamie Detata	17,133,333	1.30%
17	Skye Nominees Pty Ltd <Erwin Family A/C>	16,000,000	1.21%
18	Two Tops Pty Ltd	15,503,267	1.18%
19	JLNOG Pty Ltd	12,879,819	0.98%
20	Beverley Allmines Resources Pte Ltd	12,500,000	0.95%
		892,815,643	67.69%

Substantial Shareholders as at 27 July 2018

	Holder Name	Number of Shares Held	Percentage of Issued Shares Held (%)
1	Harun Abidin	150,000,000	11.37%
2	Chaleyer Holdings Pty Ltd	140,663,533	10.66%
3	Minimum Risk Pty Ltd	120,000,000	9.10%
4	Graceview Pty Ltd	112,205,883	8.51%
		522,869,416	**39.64%**

Restricted Securities

The Company does not have any securities subject to escrow on issue.