ensogo

Ensogo Limited

ACN 165 522 887

Annual Report - 31 December 2018

The directors present their report, together with the financial statements of Ensogo Limited (the "Company") and the entities it controlled at the end of, or during, the year ended 31 December 2018.

Directors

The following persons were directors of Ensogo Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Mark Licciardo
Dinesh Ratnam
David Nairn

Principal activities

The Company ceased its provision of e-commerce business services in all locations effective 21 June 2016 following the collective decision of the Board of Directors.

Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Review of operations

The loss for the Company after providing for income tax amounted to $958,757 (31 December 2017: $1,412,463).

Significant changes in the state of affairs

The Company lost control of its subsidiaries on 3 October 2018.

There were no significant changes in the state of affairs of the Company during the financial year.

Matters subsequent to the end of the financial year

No matter or circumstance has arisen since 31 December 2018 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

Likely developments and expected results of operations

As previously reported, liquidators or administrators have been appointed for all the Company's former operating subsidiaries and the Company no longer has any active customer facing operations.

It is the understanding of the Company that it has until 22 June 2019 to satisfy the requirements for lifting its suspension from the ASX, failing which it will be delisted.

The Board of Directors is actively evaluating various options available to the Company in relation to reinstatement of its securities to trading, including potential reverse takeover opportunities. If, and when, such an opportunity in the opinion of the Board becomes likely to proceed, an appropriate ASX announcement will be made to the market in accordance with the Company's continuous disclosure obligations. If efforts fail to produce a suitable path to reinstatement in the allotted time period, the Directors will liquidate the Company and return the remaining capital of the Company to shareholders.

Environmental regulation

The Company is not subject to any significant environmental regulation under Australian Commonwealth or State law.

Information on directors

Name:	Dinesh Ratnam
Title:	Executive Director
Qualifications:	Masters in Mechanical Engineering (MEng)
Experience and expertise:	Mr Ratnam is Director of the CEO's Office at Catcha Group. He provides critical support to the Group CEO in the evaluation of key management decisions and driving strategic execution across the Group's main priorities. Prior to Catcha Group, Dinesh had spent time in London and San Francisco as an investment banker with J.P. Morgan focusing on the Technology, Media and Telecommunications space, where he had worked on $25bn+ worth of transactions. Dinesh graduated from Imperial College London with a Masters in Mechanical Engineering.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	Member of the Audit, Business Risk and Compliance Committee and the Remuneration and Nomination Committee
Interests in shares:	None

Name:	David Nairn
Title:	Independent, non-executive Director
Qualifications:	GAICD, FCA, FCPA
Experience and expertise:	David Nairn is an experienced professional Chartered Accountant and has held senior executive and partner roles with Deloitte and HLB Mann Judd in Australia, New Zealand and Canada. He has strong expertise in financial reporting, accounting and assurance and extensive experience in governance and risk management, including conducting board performance reviews and consulting support. David has held non-executive director and audit and risk committee roles.
Other current directorships:	iflix Limited
Former directorships (last 3 years):	None
Special responsibilities:	Member of the Audit, Business Risk and Compliance Committee and the Remuneration and Nomination Committee.
Interests in shares:	None

Name:	Mark Licciardo
Title:	Independent, Non-executive Director and Company Secretary
Qualifications:	B Bus (Acc), GradDip CSP, FGIA, GAICD
Experience and expertise:	Mark Licciardo is the founder and Managing Director of Mertons Corporate Services. He has extensive experience in working with Boards of Directors of high profile ASX-listed companies in the areas of corporate governance, accounting and finance, and company secretarial practices during a 30-year corporate career in banking and finance, funds management, investment, infrastructure development and in the establishment and management of a consulting business. A former Company Secretary of Top 50 ASX listed companies Transurban Group and Australian Foundation Investment Company Limited, Mark is also the former Chairman of the Academy of Design, the Governance Institute of Australia (GIA) Victoria division and Melbourne Fringe Festival, and a current non-executive Director of a number of public and private companies, with ASX-listed directorships below.
Other current directorships:	Frontier Digital Ventures Limited, Mobilicom Limited, iflix Limited
Former directorships (last 3 years):	iCar Asia Limited
Special responsibilities:	Committee Chairman of the Audit, Business Risk and Compliance Committee and Committee Chairman of the Remuneration and Nomination Committee.
Interests in shares:	None

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

Company secretary
Mark Licciardo, of Mertons Corporate Services Pty Ltd,was appointed as Ensogo Limited’s company secretary effective 1 January 2016. Mark Licciardo's qualifications, experience and expertise are disclosed in the Information of Directors section above. Elizabeth McGregor, also of Mertons Corporate Services Pty Ltd, was appointed as Ensogo Limited’s joint company secretary effective 16 August 2018.

Name:	Elizabeth McGregor
Title:	Company Secretary
Qualification:	BA (Hons), MBA, GIA (Cert)
Experience and expertise	Elizabeth is an experienced corporate governance professional. Her career includes senior roles with listed and unlisted organisations in healthcare, mining and private equity. Elizabeth is a current Company Secretary of various public and private companies.

Meetings of directors
The number of meetings of the Company's Board of Directors ('the Board') held during the year ended 31 December 2018, and the number of meetings attended by each director were:

	Full Board		Remuneration and Nomination Committee		Audit, Business Risk and Compliance Committee	
	Attended	Held	Attended	Held	Attended	Held
Mark Licciardo	12	12	-	-	2	2
Dinesh Ratnam	10	12	-	-	2	2
David Nairn	10	12	-	-	2	2

Held: represents the number of meetings held during the time the director held office.

Remuneration Report (audited)
The remuneration report details the key management personnel remuneration arrangements for the Company, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including all directors.

The remuneration report is set out under the following main headings:
- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration
The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:
- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency
- incentive for executives

The Remuneration and Nomination Committee is responsible for determining and reviewing remuneration arrangements for its executives. The performance of the Company depends on the quality of the executive team and its ability to work together to deliver results. The remuneration philosophy is to attract, motivate and retain high performance and high quality personnel, and is structured to:
- reward capability and performance
- reflect competitive rewards for contribution to growth in shareholder wealth
- provide a clear structure for earning rewards

In accordance with best practice corporate governance, the structure of non-executive director and executive director remuneration is separate.

Non-executive directors remuneration
Under the Constitution, the directors decide the total amount paid to all directors as remuneration for their services as a director. Under the Listing Rules of the ASX, the total amount paid to all directors for their services must not exceed in aggregate in any financial year the amount fixed at an Ensogo Limited Annual General Meeting. This amount has been fixed by Ensogo at $650,000. Statutory superannuation is also payable on fees paid to directors.

Under its Charter, the Remuneration and Nomination Committee must have at least two members, all of whom must be non-executive directors; a majority of independent directors and the chairman of the committee must be independent. All board members are members of the Committee, which is now chaired by Mr Licciardo.

Executive remuneration
The Company aims to reward executives with a level and mix of remuneration based on their position and responsibility, which has both fixed and variable components.

The executive remuneration and reward framework has the following components:
- base pay and non-monetary benefits
- short-term and long term performance incentives

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Remuneration and Nomination Committee based on individual and business unit performance, the overall performance of the Company and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits (for example medical insurance paid for the Chief Executive Officer).

The short-term incentive ('STI') program is designed to align the strategic and financial goals of the business with the targets of those executives in charge of meeting the targets. STI payments are granted to executives at the discretion of the company and based on achievement of key performance indicators ('KPI's') as set from time to time by the Company. STIs are payable in cash or a mix of cash and shares.

The long-term incentive ('LTI') program is designed to retain key executives and to reward performance that enhances shareholder value and will be made using share-based payments. Shares are awarded to executives at the discretion of the Company based on long-term incentive measures. These may include increase in shareholders' value in absolute terms, relative to the entire market and the increase compared to the Company's direct competitors.

Details of remuneration

Amounts of remuneration
Details of the remuneration of key management personnel of the Company are set out in the following tables.

The key management personnel of the Company consisted of the directors of Ensogo Limited and the following persons:
- Mark Licciardo
- Dinesh Ratnam
- David Nairn

2018	Short-term benefits: Cash salary and fees $	Short-term benefits: Cash bonus $	Short-term benefits: Non-monetary $	Post-employment benefits: Super-annuation $	Long-term benefits: Long service leave $	Share-based payments: Equity-settled $	Other: Termination benefit $	Total $
Non-Executive Directors:								
Mark Licciardo	-	-	-	-	-	-	-	-
David Nairn	-	-	-	-	-	-	-	-
Executive Directors:								
Dinesh Ratnam	120,000	-	-	-	-	-	-	120,000
	120,000	-	-	-	-	-	-	120,000

Mark Licciardo is engaged as the Company secretary of Ensogo Limited through a consultancy agreement between the Company and Mertons Corporate Services Pty Ltd, of which Mr Licciardo is a director. Mertons Corporate Services Pty Ltd charges Ensogo $5,171 per month for the provision of Mr Licciardo' services plus certain amount of disbursement. Services amounting to $63,270 (2017: $62,363) were provided to the Company during the financial year.

2017	Short-term benefits: Cash salary and fees $	Short-term benefits: Cash bonus $	Short-term benefits: Equity--settled $	Post-employment benefits: Super-annuation $	Long-term benefits: Long service leave $	Share-based payments: Equity-settled $	Other: Termination benefits $	Total $
Non-Executive Directors:								
Mark Licciardo	-	-	-	-	-	-	-	-
David Nairn *	-	-	-	-	-	-	-	-
Chris Lobb **	-	-	-	-	-	-	-	-
David Gu ***	-	-	-	-	-	-	-	-
Lucas Elliott ***	-	-	-	-	-	-	-	-
Executive Directors:								
Dinesh Ratnam ****	90,000	-	-	-	-	-	-	90,000
	90,000	-	-	-	-	-	-	90,000

* Appointed 14 December 2017
** Resigned 14 December 2017
*** Resigned 30 March 2017
**** Appointed 30 March 2017

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

Name	Fixed remuneration 2018	Fixed remuneration 2017	At risk - STI 2018	At risk - STI 2017	At risk - LTI 2018	At risk - LTI 2017
Executive Directors:						
Dinesh Ratnam	100%	100%	-	-	-	-

Service agreements
There were no service agreements in place as at 31 December 2018.

Share-based compensation

Issue of shares
There were no shares issued to directors and other key management personnel as part of compensation during the year ended 31 December 2018.

Options
There were no options over ordinary shares issued to directors and other key management personnel as part of compensation that were outstanding as at 31 December 2018.

Additional disclosures relating to key management personnel
Shareholding
None of the directors owns any shares in the Company as at the reporting date.

This concludes the remuneration report, which has been audited.

Shares under option
There were no unissued ordinary shares of Ensogo Limited under option outstanding at the date of this report.

Shares issued on the exercise of options
There were no ordinary shares of Ensogo Limited issued on the exercise of options during the year ended 31 December 2018 and up to the date of this report.

Indemnity and insurance of officers
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 the liability and the amount of the premium.

Indemnity and insurance of auditor
The Company has not, during or since the end of 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.

Non-audit services
There were no non-audit services provided during the financial year by the auditor.

Officers of the Company who are former partners of ShineWing Australia Pty Ltd
There are no officers of the Company who are former partners of ShineWing Australia Pty Ltd.

Auditor's independence declaration
A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

Auditor
ShineWing Australia Pty Ltd 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

Mark Licciardo
Director

27 February 2019

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Auditor's Independence Declaration under Section 307C of the *Corporations Act 2001* to the directors of Ensogo Limited

I declare that, to the best of my knowledge and belief, during the year ended 31 December 2018 there have been:

(i) No contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit, and

(ii) No contraventions of any applicable code of professional conduct in relation to the audit.

ShineWing Australia

ShineWing Australia
Chartered Accountants

R Blayney Morgan

R Blayney Morgan
Partner

Sydney, 27 February 2019

General information

The financial statements cover Ensogo Limited (the "Company") at the end of, or during the year. The financial statements are presented in Australian dollars, which is Ensogo Limited's functional and presentation currency.

Ensogo Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

C/O Mertons Corporate Services,
Level 7, 330 Collins Street,
MELBOURNE, VIC 3000

A description of the nature of the Company's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 28 February 2019. The directors have the power to amend and reissue the financial statements.

Ensogo Limited
Statement of profit or loss and other comprehensive income
For the year ended 31 December 2018

	Note	2018 $	2017 $
Revenue			
Other income	4	40,947	14,892
Expenses			
Administration	5	(440,176)	(395,403)
Costs associated with liquidation		(559,528)	(1,031,952)
Loss before income tax expense		(958,757)	(1,412,463)
Income tax expense	6	-	-
Loss after income tax expense for the year attributable to the owners of Ensogo Limited	10	(958,757)	(1,412,463)
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year attributable to the owners of Ensogo Limited		(958,757)	(1,412,463)
		Cents	**Cents**
Basic earnings per share	20	(2.45)	(3.61)
Diluted earnings per share	20	(2.45)	(3.61)

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

	Note	2018 $	2017 $
Assets			
Current assets			
Cash and cash equivalents	7	3,021,983	4,032,023
Trade and other receivables		54,360	32,899
Total current assets		3,076,343	4,064,922
Total assets		3,076,343	4,064,922
Liabilities			
Current liabilities			
Trade and other payables	8	452,155	481,977
Total current liabilities		452,155	481,977
Total liabilities		452,155	481,977
Net assets		2,624,188	3,582,945
Equity			
Issued capital	9	163,083,293	163,083,293
Accumulated losses	10	(160,459,105)	(159,500,348)
Total equity		2,624,188	3,582,945

The above statement of financial position should be read in conjunction with the accompanying notes

Ensogo Limited
Statement of changes in equity
For the year ended 31 December 2018

	Issued capital $	Accumulated losses $	Total equity $
Balance at 1 January 2017	163,083,293	(158,087,885)	4,995,408
Loss after income tax expense for the year	-	(1,412,463)	(1,412,463)
Other comprehensive income for the year, net of tax	-	-	-
Total comprehensive income for the year	-	(1,412,463)	(1,412,463)
Balance at 31 December 2017	163,083,293	(159,500,348)	3,582,945

	Issued capital $	Accumulated losses $	Total equity $
Balance at 1 January 2018	163,083,293	(159,500,348)	3,582,945
Loss after income tax expense for the year	-	(958,757)	(958,757)
Other comprehensive income for the year, net of tax	-	-	-
Total comprehensive income for the year	-	(958,757)	(958,757)
Balance at 31 December 2018	163,083,293	(160,459,105)	2,624,188

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

Ensogo Limited
Statement of cash flows
For the year ended 31 December 2018

	Note	2018 $	2017 $
Cash flows from operating activities			
Payments to suppliers and employees		(1,050,683)	(1,226,648)
Interest received		40,643	12,071
Net cash used in operating activities	19	(1,010,040)	(1,214,577)
Cash flows from investing activities			
Net cash from investing activities		-	-
Cash flows from financing activities			
Net cash from financing activities		-	-
Net decrease in cash and cash equivalents		(1,010,040)	(1,214,577)
Cash and cash equivalents at the beginning of the financial year		4,032,023	5,246,600
Cash and cash equivalents at the end of the financial year	7	3,021,983	4,032,023

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

Note 1. Significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted
The Company has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Going concern
In the year ended 31 December 2018 the Company incurred a loss after income tax of $958,757 (2017: $1,412,463) and has net cash outflow from operations of $1,010,040 (2017: $1,214,577). Please also refer to Note 15 for the potential contingent liabilities associated with liquidation of the Company's former operating subsidiaries.

The Directors believe the preparation of the financial statements on a going concern basis remains appropriate as the Company has net current asset of $2,624,188 and cash and cash equivalents of $3,021,983. Given the withdrawal of financial support from the former operating subsidiaries and the associated loss of control, the Board believes that the remaining assets of the Company are sufficient to cover all ongoing obligations of Ensogo Limited.

As previously reported, liquidators or administrators have been appointed for all the Company's former operating subsidiaries and the Company no longer has any active customer facing operations.

It is the understanding of the Company that it has until 22 June 2019 to satisfy the requirements for lifting its suspension from the ASX, failing which it will be delisted.

The Board of Directors is actively evaluating various options available to the Company in relation to reinstatement of its securities to trading, including potential reverse takeover opportunities. If, and when, such an opportunity in the opinion of the Board becomes likely to proceed, an appropriate ASX announcement will be made to the market in accordance with the Company's continuous disclosure obligations. If efforts fail to produce a suitable path to reinstatement in the allotted time period, the Directors will liquidate the Company and return the remaining capital of the Company to shareholders.

These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern and to be able to pay its debts as and when they fall due, and therefore the Company may be unable to realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial statements.

Basis of preparation
These general purpose 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 for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention
The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

Critical accounting estimates
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

Principles of consolidation
The Company lost control of its remaining subsidiaries on 3 October 2018. As there was no assets, liabilities or trading recognised by the subsidiaries for all years presented in the financial statements, the financial statements are presented as the Company for all periods.

Note 1. Significant accounting policies (continued)

Revenue recognition
Interest
Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Income tax
The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied 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 interests in subsidiaries, associates or 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 at 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 only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Current and non-current classification
Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Company's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the Company's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Cash and cash equivalents
Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Cash and cash equivalents consist of cash and short-term deposits are net of outstanding bank overdrafts.

Trade and other payables
These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 - 60 days of recognition.

Note 1. Significant accounting policies (continued)

Employee benefits
Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liability for accumulating sick leave is recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented as payables.

The liabilities for long service leave and annual leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore 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 end of the reporting period using the projected unit credit method. Consideration is given to expect future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the end of the reporting period of government bonds with terms and currencies that match, as closely as possible, the estimated future cash outflows. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss. The obligations are presented as current liabilities in the balance sheet if the Company does not have an unconditional right to defer settlement for at least twelve months after the reporting date, regardless of when the actual settlement is expected to occur.

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

Fair value measurement
Assets and liabilities measured at fair value are classified, into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed each reporting date and transfers between levels are determined based on a reassessment of the lowest level input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

Issued capital
Ordinary shares are classified as equity issued and paid up capital is recognised at the fair value of the consideration received by the Company.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Earnings per share

Basic earnings per share
Basic earnings per share is calculated by dividing the profit attributable to the owners of Ensogo Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued 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 income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

Goods and Services Tax ('GST') and other similar taxes
Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Note 1. Significant accounting policies (continued)

Receivables and payables are stated inclusive of the amount of GST receivable or payable. 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 on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

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 Company for the annual reporting period ended 31 December 2018. The Company's assessment of the impact of these new or amended Accounting Standards and Interpretations is that there will be no impact to the Company.

Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the 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.

There is a critical judgement associated with whether any liabilities should be recognised for the former operating subsidiaries, further details are disclosed in Note 15. Other than the above, there are no critical accounting judgements, estimates and assumptions that are likely to affect the current or future financial years.

Note 3. Operating segments

Segment revenue and segment results information provided to the Board of Directors for the Ensogo segment, the one reportable segment for the year ended 31 December 2018 is contained in the statement of profit or loss and other comprehensive income.

Segment assets were $3,076,343 at 31 December 2018 compared to $4,064,922.

Segment liabilities were $452,155 at 31 December 2018 compared to $481,977.

Note 4. Other income

	2018 $	2017 $
Other income	40,947	14,892

Note 5. Expenses

	2018 $	2017 $
Loss before income tax includes the following specific expenses:		
Employment expenses		
Salaries and wages including other employment related expenses	122,526	292,674

Note 6. Income tax expense

	2018 $	2017 $
Numerical reconciliation of income tax expense and tax at the statutory rate		
Loss before income tax expense	(958,757)	(1,412,463)
Tax at the statutory tax rate of 27.5%	(263,658)	(388,427)
Current year tax losses not recognised	263,658	388,427
Income tax expense	-	-

Note 7. Current assets - cash and cash equivalents

	2018 $	2017 $
Cash at bank	472,008	1,522,549
Term deposit	2,549,975	2,509,474
	3,021,983	4,032,023

The term deposit carries an interest of 1.67% (2017: 1.52%) per annum.

Note 8. Current liabilities - trade and other payables

	2018 $	2017 $
Other payables	452,155	481,977

Refer to note 12 for further information on financial instruments.

Note 9. Equity - issued capital

	2018 Shares	2017 Shares	2018 $	2017 $
Ordinary shares - fully paid	39,128,220	39,128,220	163,083,293	163,083,293

Ordinary shares
Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

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

Note 9. Equity - issued capital (continued)

Capital risk management
The Company's objectives when managing capital is 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 Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Note 10. Equity - accumulated losses

	2018 $	2017 $
Accumulated losses at the beginning of the financial year	(159,500,348)	(158,087,885)
Loss after income tax expense for the year	(958,757)	(1,412,463)
Accumulated losses at the end of the financial year	(160,459,105)	(159,500,348)

Note 11. Equity - dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Note 12. Financial instruments

Financial risk management objectives
The Company's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Company. The Company uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks and ageing analysis for credit risk.

Risk management is carried out by senior finance executives under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the Company and appropriate procedures, controls and risk limits.

Market risk

Foreign currency risk
The Company is exposed to foreign currency risk through foreign exchange rate fluctuations where transactions are denominated in foreign currency other than the Company's functional currency. The functional currencies of the Company's subsidiaries are Hong Kong Dollars (HKD) and Singapore Dollars (SGD). As there are no material exposure to foreign currency risk within the financial assets and liabilities outside of Company's functional currency, no sensitivity analysis has been prepared.

Price risk
The Company is not exposed to any significant price risk.

Interest rate risk
As the Company does not have any long-term borrowings its exposure to interest rate risk is considered to be minimal. In addition, the interest rate on the Company's bank deposits does not have any significant impact to the Company's financial results.

Note 12. Financial instruments (continued)

Credit risk
Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The Company obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The Company does not hold any collateral.

Credit risk arises from cash and cash equivalents, deposits with banks and financial institutions.

Liquidity risk
Vigilant liquidity risk management requires the Company to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The Company manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Remaining contractual maturities
The following tables detail the Company's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

2018	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Other payables	-	452,155	-	-	-	452,155
Total non-derivatives		452,155	-	-	-	452,155

2017	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Other payables	-	481,977	-	-	-	481,977
Total non-derivatives		481,977	-	-	-	481,977

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Fair value of financial instruments
Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 13. Key management personnel disclosures

Directors
The following persons were directors of Ensogo Limited during the financial year:

Mark Licciardo	Non-Executive Director and Company Secretary
Dinesh Ratnam	Executive Director
David Nairn	Non-Executive Director

Note 13. Key management personnel disclosures (continued)

Compensation
The aggregate compensation made to directors of the Company is set out below:

	2018 $	2017 $
Short-term employee benefits	120,000	90,000

	2018 $	2017 $
Remuneration to entities related to certain key management personnel		
Mertons Corporate Services Pty Ltd for company secretarial services	63,270	62,363

Note 14. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by ShineWing, the auditor of the Company:

	2018 $	2017 $
Audit services - ShineWing		
Audit or review of the financial statements	30,000	40,000

Note 15. Contingent liabilities

The Company withdrew financial support to its former operating subsidiaries in 2016 and liquidators have been assisting to progressively liquidate these entities. There may be liabilities that are identified by the liquidators of these entities that the Company may choose to settle to facilitate an orderly liquidation process.

Note 16. Related party transactions

Parent entity
Ensogo Limited is the parent entity.

Subsidiaries
Interests in subsidiaries are set out in Note 17.

Key management personnel
Disclosures relating to key management personnel are set out in Note 13 and the remuneration report included in the directors' report.

Transactions with related parties
There were no transactions with related parties during the current and previous financial year other than as disclosed in Note 13.

Receivable from and payable to related parties
There were no trade receivables from or trade payables to related parties at the current and previous reporting date.

Loans to/from related parties
There were no loans to or from related parties at the current and previous reporting date.

Note 17. Interests in subsidiaries

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

Name	Principal place of business / Country of incorporation	Ownership interest 2018 %	2017 %
iBuy Group Pte Ltd *	Singapore	-	100.00%
Ensogo Holdings Limited *	Hong Kong	-	100.00%

* These subsidiaries were taken over by the liquidator on 3 October 2018.

Note 18. Events after the reporting period

No matter or circumstance has arisen since 31 December 2018 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

Note 19. Reconciliation of loss after income tax to net cash used in operating activities

	2018 $	2017 $
Loss after income tax expense for the year	(958,757)	(1,412,463)
Change in operating assets and liabilities:		
Increase in trade and other receivables	(21,460)	(32,899)
Increase/(decrease) in trade and other payables	(29,823)	230,785
Net cash used in operating activities	(1,010,040)	(1,214,577)

Note 20. Earnings per share

	2018 $	2017 $
Loss after income tax attributable to the owners of Ensogo Limited	(958,757)	(1,412,463)
	Number	**Number**
Weighted average number of ordinary shares used in calculating basic earnings per share	39,128,220	39,128,220
Weighted average number of ordinary shares used in calculating diluted earnings per share	39,128,220	39,128,220
	Cents	**Cents**
Basic earnings per share	(2.45)	(3.61)
Diluted earnings per share	(2.45)	(3.61)

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes 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 give a true and fair view of the Company's financial position as at 31 December 2018 and of its performance for the financial year ended on that date; and

- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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)(a) of the Corporations Act 2001.

On behalf of the directors

Mark Licciardo
Director
27 February 2019

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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ENSOGO LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Ensogo Limited (the "Company") which comprises the statement of financial position as at 31 December 2018, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial statements of the Company are in accordance with the *Corporations Act 2001*, including:

a) giving a true and fair view of the Company's financial position as at 31 December 2018 and of its financial performance for the year then ended; and

b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

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 Statements* section of our report. We are independent of the Company in accordance with the auditor independence requirements of 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 statements in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company incurred a net loss of $958,727 and had operating cash outflows of $1,010,040 for the year ended 31 December 2018. As stated in Note 1, these conditions, along with other matters as stated in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of 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 statements of the current period. These matters were addressed in the context of our audit of the financial statements 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 *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How the matter was addressed during the audit
Completeness of liabilities associated with the formerly controlled entities that are being liquidated (Note 15) There is uncertainty related to the time taken, costs to be incurred, and other potential liabilities the Company may be required to fund as the formerly controlled entities are liquidated. The Company does not believe it has any obligations to provide financial support to these formerly controlled entities. No claims, demands or requests for support have been received to date, other than those that have been voluntarily paid by the Company to facilitate the liquidation process. Accordingly, other than the fees payable to the liquidators or administrators, no provision for any potential obligations has been recognised at 31 December 2018. The completeness of these liabilities are considered a key area of audit focus as the ongoing liquidation of the formerly controlled entities has significant uncertainty as to the final outcome.	Our audit procedures included, among others: • Evaluating the completeness of the costs that have been incurred and expected to be incurred and assessing whether any other potential material liabilities may be incurred to complete the liquidation process. • Confirming with management that all liabilities associated with the formerly controlled entities that are in liquidation or administration have been recorded in the financial statements. • Assessing the current status of the liquidations of the formerly controlled entities by considering correspondence and discussing the status with the liquidators appointed to oversee the process. • Agreeing the liabilities recorded by management in the financial statements to the letter of engagement or agreements signed with the liquidators or administrators. • Sample testing the invoices received and payments made subsequent to the year-end date to ensure the corresponding payables or accruals have been recorded in the appropriate financial period. • Assessing the disclosures in the financial statements in relation to the liabilities associated with the formerly controlled entities.

Information Other than the Financial Statements and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report for the year ended 31 December 2018, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements 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 Statements

The directors of the Company are responsible for the preparation of the financial statements that give 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 statements that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the ability of the Company 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 Company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are 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 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 statements.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit.

We identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

We obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

We evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

We conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

We evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them, all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 3 to 6 of the directors' report for the year ended 31 December 2018.

In our opinion, the Remuneration Report of Ensogo Limited for the year ended 31 December 2018 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.

ShineWing Australia

ShineWing Australia
Chartered Accountants

R Blayney Morgan

R Blayney Morgan
Partner

Sydney, 27 February 2019

Ensogo Limited
Shareholder information
31 December 2018

ensogo

The shareholder information set out below was applicable as at 10 April 2019.

Distribution of equitable securities

Analysis of numbers of equity security holders by size of holding:

	Total holders of Ordinary Shares	Units
1 to 1000	447	213,720
1,001 to 5000	330	836,962
5,001 to 10,000	89	652,223
10,001 to 100,000	86	2,629,963
100,001 and over	20	34,795,352
	972	**39,128,220**
Holding less than a marketable parcel	349	123,744

Equity security holders

Twenty largest quoted equity security holders

The names of the twenty largest security holders of quoted equity securities are listed below:

	Ordinary shares	
	Number held	% of total shares issued
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	7,577,184	19.37
CITICORP NOMINEES PTY LIMITED	6,660,433	17.02
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	4,936,582	12.62
E&A BELINA INVESTMENTS LIMITED	3,806,676	9.73
REBATE NETWORKS GMBH	2,746,942	7.02
MIDDLE KINGDOM CAPITAL GROUP\C	2,544,419	6.50
CS FOURTH NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD	1,278,478	3.27
UBS NOMINEES PTY LTD	1,035,185	2.65
CS THIRD NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD	1,028,685	2.63
MORGAN STANLEY AUSTRALIA SECURITIES (NOMINEE) PTY	710,659	1.82
MONEX BOOM SECURITIES (HK) LTD <CLIENTS ACCOUNT>	706,275	1.81
BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT	399,277	1.02
ABSOLUTE INVESTMENTS AUSTRALIA PTY LTD	300,000	0.77
CROENI FOUNDATION LTD	200,000	0.51
RAFAEL DE MARCO E MELO	173,000	0.44
BRISPOT NOMINEES PTY LTD <HOUSE HEAD NOMINEE A/C>	161,923	0.41
PAKASOLUTO PTY LIMITED <BARKL FAMILY SUPER FUND A/C>	156,142	0.40
MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	125,492	0.32
CHARLES LIM CAPITAL LIMITED	125,000	0.32
TIMOTHY JAMES HITCHENS	123,000	0.31
	34,795,352	**88.93**

Substantial holders

Substantial holders in the Company are set out below:

	Number of shares at time notice was given	% of total shares at time notice was given
Catcha Media Group Pte Ltd	5,310,023	14.13%
Vipshop Holdings Limited	2,973,204	12.20%
W F Asian Reconnaissance Fund Limited	3,789,826	10.09%
FIL Limited	3,741,390	9.96%
Middle Kingdom Capital Group	2,544,419	6.77%
Rebate Networks Gmbh	2,702,081	7.33%

The Board of Directors of Ensogo Limited (or **the Company**) is responsible for the corporate governance of the Company and its subsidiaries. The Board guides and monitors the business and affairs of Ensogo on behalf of the shareholders by whom they are elected and to whom they are accountable.

The table below summarises the Company's compliance with the ASX Corporate Governance Council's Principles and Recommendations.

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

	Corporate Governance Council Recommendation	**Compliance**	**Disclosure**
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Partly Complies	The Board is responsible for the overall corporate governance of Ensogo. Following announcment of the withdrawal of financial support for, and commencement of liquidation of the Company's subsidiariary entities the Board is monitoring the activities of management as it deals with the various corporate advisors carrying out this process in each relevant jurisdiction. The Board has a Charter outlining the manner in which its constitutional powers and responsibilities will be exercised and discharged. The Charter is available on request.
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Complies	(a) The Board is responsible for ensuring it is comprised of individuals who are best able to discharge the responsibilities of directors having regard to the law and the best standards of governance. (b) This will necessarily include undertaking background and other checks before appointing a person or putting them forward to security holders as a candidate for election as a director, as well as providing all material information relevant to a decision for election as a director. The qualifications, experience and special responsibilities of the Board members are set out in the Directors' Report of the Annual Report for the year ended 31 December 2018.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Complies	The directors have received a letter agreement setting out the terms of their appointment.
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Complies	The Joint Company Secretaries are appointed by the Board and are responsible for developing and maintaining the appropriate governance systems and processes for the Board to fulfil its role and is responsible to the Board for ensuring compliance with Board procedures and governance matters. The Joint Company Secretaries are also responsible for overseeing and coordinating disclosure of information to the ASX as well as communicating with the ASX. Details of the Joint Company Secretaries are provided in the annual report.
1.5	A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and	Partly Complies	(a) The policy sets out minimum expectations to be met by the Group on workforce diversity. (b) A copy of the Policy is available on request. (c) The Board has set a number of objectives under the Policy.

	(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either: (1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or (2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.		(1) Given the Company's current circumstances the proportions of men and women in the entity is zero. (2) The Company is not a relevant employer under the Workplace Gender Equality Act.
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Partly Complies	(a) Ensogo has adopted a performance evaluation process in relation to the Board and its committees. The process is disclosed in the Board Charter which is available on request. (b) A performance evaluation was not undertaken during this reporting period.
1.7	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Complies	(a) In previous operating circumstances, senior executives have prepared strategic objectives that are reviewed and signed off by the Board. These objectives must then be met by senior executives as part of their key performance targets. The Chief Executive Officer (CEO) then reviews the performance of the senior executives against those objectives. The Board evaluates the CEO's contribution to the Company's key objectives. These reviews occur annually. (b) A performance evaluation was not undertaken during this reporting period since the Company has no employees.

PRINCIPLE 2 – STRUCTURE THE BOARD TO ADD VALUE

2.1	The board of a listed entity should: (a) have a nomination committee which: 1. has at least three members, a majority of whom are independent directors; and 2. is chaired by an independent director, and disclose the charter of the committee, the members of the committee; and	Partly Complies	(a) The Board has a Remuneration and Nomination Committee. 1. The Remuneration & Nomination Committee is comprised of three members, a majority of whom are independent directors. 2. The Remuneration & Nomination Committee is chaired by an independent director. The charter of the committee is available on request. The members of the committee are stated in the annual report. 3. The number of meetings held by the Committee is detailed in the Directors' Report

	3. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings: **OR** (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.		
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	Does Not Comply	The Company supports the appointment of Directors who bring a wide range of business and professional skills and experience. The Company does not have or disclose a formal skills matrix, however it does consider directors' attributes prior to any appointment. The qualifications, skills, experience and expertise relevant to the position of Director held by each Director in office at the date of the annual report is included in the Directors' Report.
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendations but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	Complies	a) Details of the independent directors is included in the Annual Report. The Board has adopted a definition of independence based on that set out in Principle 2 of the ASX Corporate Governance Council Principles and Recommendations. b) N/A c) The length of service is detailed in the Annual Report.
2.4	A majority of the board of a listed entity should be independent directors.	Complies	Two directors, Mark Licciardo and David Nairn are considered independent. The size of the board will be reviewed periodically and if the Company's activities increase in size, nature and scope the composition and size of the board will be reviewed.
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Complies	There is not currently an appointed Chair of the Company. There is no CEO of the Company.
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	Complies	The Board's induction program provides incoming directors with information that will enable them to carry out their duties in the best interests of the Company. This includes supporting ongoing education of Directors for the benefit of the Company. Members of the Board are able to take independent professional advice at the expense of the Company.

PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY

3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	Partly Complies	The Board has adopted a Code of Conduct. The code establishes a clear set of values which emphasise a culture encompassing strong corporate governance, sound business practices and good conduct from an ethical stand point. The code is available on request.

PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING

4.1	The board of a listed entity should: (a) have an audit committee which: 1. has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and 2. is chaired by an independent director, who is not the chair of the board; and disclose: 3. the charter of the committee; 4. the relevant qualifications and experience of the members of the committee; and (b) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; **OR** (c) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	Partly Complies	(a) The Board has established an Audit, Business Risk and Compliance Committee to focus on issues relevant to the integrity of the Company's financial reporting and provides the Board with additional assurance regarding the reliability of financial information for inclusion in the financial statements. 1. The Committee has three members, the majority of whom are independent directors. 2. The Committee meetings are chaired by an independent director. There is no chair of the Board. 3. The Board has adopted an Audit, Business Risk and Compliance Committee charter which is available on request. 4. In accordance with the information suggested in Guide to Reporting on Principle 4, the Company has disclosed full details of its Directors in the Directors' Report attached to the Annual Report including each director's qualifications, their membership of the committee, number of meetings held and attendance at Audit Business Risk and Compliance Committee meetings. (b) The number of meetings and details of member attendance at those meetings are provided in the Annual Report Statements for the year ended 31 December 2018.
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Complies	Following a recommendation by the Committee to the Board of Directors to approve the annual and half year financial accounts, the Chief Operating Officer and Chief Financial Officer (or equivalent) state in writing to the Board that the Company's Financial Reports present a true and fair view, in all material respects, of the Company's financial condition and operational results and are in accordance with relevant accounting standards; and that this statement is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board.

4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Complies	The external auditor is requested to attend the Annual General Meeting and is available to answer shareholders' questions about the conduct of the audit and preparation of the Auditor's Report.

PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	Partly Complies	(a) The Company has adopted a Communications and Continuous Disclosure policy to ensure that it complies with the continuous disclosure regime under the ASX Listing Rules and the Corporations Act 2001. (b) A summary of the Company's Communications and Continuous Disclosure policy is available on request.

PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

6.1	A listed entity should provide information about itself and its governance to investors via its website.	Does not comply	The Company does not have a website.
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Complies	The Company is committed to: • ensuring that shareholders and the financial markets are provided with full and timely information about the Company's activities in a balanced and understandable way through the annual and half yearly reports, ASX releases, general meetings and the Company's website; • complying with continuous disclosure obligations contained in the applicable ASX Listing Rules and the Corporations Act in Australia; and • encouraging shareholder participation at general meetings.
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Complies	The Board encourages full participation of shareholders at the Company's annual general meetings and any general meetings to ensure a high level of accountability and identification with the Company's strategy. The external auditor will also be invited to attend the annual general meeting of shareholders and will be available to answer any questions concerning the conduct, preparation and content of the auditor's report.
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Complies	The Company's registrar, Computershare, provides the option for shareholders to receive and send communications electronically. Shareholders are encouraged to create an online account at www-au.computershare.com/investor.

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose the charter of the committee; the members of the committee; and (3) as at the end of each reporting period, the number	Partly Complies	Ultimate responsibility for risk oversight and risk management rests with the Board and risk management issues are considered at every Board meeting. (a) The Audit, Business Risk and Compliance Committee is responsible for ensuring that risks and mitigation of these risks are identified on a timely basis and that the Group's objectives and activities are aligned with the risks and opportunities identified by the Committee and the Board of Directors. (1) The Audit, Business Risk and Compliance Committee comprises three members, the majority of whom are independent directors.

	of times the committee met throughout the period and the individual attendances of the members at those meetings; **OR** (4) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.		(2) Audit, Business Risk and Compliance Committee meetings are chaired by an independent director. A copy of the Audit, Business Risk and Compliance Committee Charter is available as on request. (3) The number of meetings and details of member attendance at those meetings are provided in the Annual Report Statements for the year ended 31 December 2018.
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	Complies	(a) The Board reviews and oversees the operation of systems of risk management at least annually to ensure that the significant risks facing the Company are identified, that appropriate control, monitoring and reporting mechanisms are in place and that risk is appropriately dealt with. The Board monitors risk management with assistance from the Audit, Business Risk and Compliance Committee. (b) During the period under review, given the Company's current circumstances, including uncertainty as to the ongoing nature of the Company's previous business activities, the previous risk management framework was not reviewed by the Board.
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; **OR** (b) if it does not have an internal audit function, that fact and the processes it employs for evaluation and continually improving the effectiveness of its risk management and internal control processes.	Complies	The Company does not have an internal audit function. The Board works closely with management to identify and manage operational, financial and compliance risks which could prevent the Company from achieving its objectives. The Audit, Business Risk and Compliance Committee actively encourages the External Auditor to raise internal control issues, and oversees management's timely remediation thereof.
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	Complies	The Company has identified key risks within the business. In the ordinary course of business, management monitor and manage these risks. Key operational and financial risks are presented to and reviewed by the Board at each Board meeting.

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and	Complies	The Board has a Remuneration and Nomination Committee as referenced in item 2.1.

	(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; **OR** (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.		
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Complies	The details of the remuneration paid to Directors and Officers is included in the Remuneration Report section of the Annual Report.
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have 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; and (b) disclose that policy or a summary of it.	Not applicable	

Unless otherwise indicated, Ensogo's corporate governance practices were in place for the financial year ended 31 December 2018 and to the date of signing the Directors' Report.