

**DONACO INTERNATIONAL LIMITED**

**ABN 28 007 424 777**

**Full Year Statutory Accounts**

**30 June 2019**

**DONACO INTERNATIONAL LIMITED**  
**ABN 28 007 424 777**  
**30 June 2019**

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**General information**

The financial statements cover Donaco International Limited as a consolidated entity consisting of Donaco International Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is Donaco International Limited's functional and presentation currency.

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

Level 18  
420 George Street  
Sydney NSW 2000  
Australia

A description of the nature of the consolidated entity'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 27 September 2019. The directors have the power to amend and reissue the financial statements.

**From the Chairman**

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Dear fellow shareholders,

We have had an extremely challenging year with significant management disruption, and the 2019 financial year results reflect that lack of hands-on management at the casino venues. As we enter the 2020 financial year, we have completed our renewal of the Board, and have in place a highly experienced executive for the role of Chief Executive Officer. Encouragingly, we are seeing the early signs of improved operational and financial performance over the first quarter of the 2020 financial year.

We have strengthened the composition of the board, with the appointment of directors with experience in gaming, regulation and management. David Green, who is very experienced in Cambodia and Vietnam, and advised the Macau SAR Government on the gaming liberalisation and regulation, joined as an independent director. Yugo Kinoshita, the Global CEO of Aruze Gaming America, a global slot machine gaming and device business, also joined the Board as an independent director. Additionally, we recently welcomed Leo Chan and Kurkye Wong of Argyle Street Management as non-executive directors, and they bring a wealth of experience in Asian investments and consulting advice.

We were also very pleased to be able to secure the services of Paul Arbuckle as the Group Chief Executive Officer. He has had 30 years of gaming experience across Australia and Asia, including holding the Chief Operating Officer role at The Star Entertainment Group, and senior roles at Resorts World Sentosa, amongst a number of other major gaming businesses where he has held senior positions. Although he has only commenced on 12 June, we are already seeing the benefits of changes he is implementing across the group, and his vision for the future of our venues.

Whilst the progress of our litigation against the vendor of Star Vegas has been slow, we have been pursuing all avenues to expedite these proceedings. In August 2019, we were frustrated with the Cambodian lease arbitration decision; however, I wish to assure investors that we have taken swift action in appealing that decision with the Phnom Penh Appeals Court, and we still fully expect that our position will be vindicated in due course. We are also progressing with the Singapore arbitration claim for US\$240 million, which is scheduled to continue in late November.

The 2019 financial year produced a disappointing result, with Donaco reporting a statutory net loss after tax of \$194.0 million for the 12 months ended 30 June 2019. This loss can be attributed to \$203.2 million of non-recurring items. This primarily comprised a non-cash impairment on the carrying value of the Star Vegas casino license of \$186.6 million, partially due to an increased risk premium applied in the valuation, and partially due to a more conservative approach applied by the new Board. In addition, the Board took the opportunity to clear the decks with a write-down of \$3.7 million with respect to the interactive casino gaming platform, a write-off of \$9.8 million for trade and other receivables associated with junket programs that are being realigned, and an additional \$2.5 million of legal costs associated with the ongoing litigation. There was also a net foreign exchange loss of \$0.6 million.

We are disappointed to present another significant loss at the statutory level as we seek to resolve the litigation issues with the vendor of Star Vegas, but we are encouraged that despite the disruption, both our venues continued to operate profitably, and produced positive cash flows. Our financial position continues to remain solid with further debt reduction, and improved terms and covenants secured for our Mega Bank debt, which has fallen to US\$22.8 million, following the most recent repayment in June 2019.

The group recorded an EBITDA of \$29.6 million for the 2019 financial year, down from \$42.4 million previously, and generated an underlying net profit after tax of \$9.2 million. Group revenues of \$86.3 million were recorded, compared to \$92.6 million previously, and the group recorded a positive operating cash flow of \$26.5 million, albeit lower than the \$34.6 million recorded last year. This performance is below last year's levels, but it has been delivered during a period where there was significant management disruption, and we lacked senior management leadership and direction for the majority of the financial year.

The Board continues to recognise that our aim is to create value for our shareholders, and that capital allocation is one of the most important areas of value creation for shareholders. We have not lost sight on the pursuit of a range of capital management initiatives, such as buy-backs and dividends, as financial performance is restored. With the appointment of Paul as the Group Chief Executive Officer, I am confident we now have the leadership and experience required to deliver significantly improved operational and financial performance at both our properties.

Despite the attention of the Board to the challenges presented to it during the 2019 financial year with the litigation, and changes to the board and senior management, we continue to value our commitment to make a positive contribution to the communities in which we operate both in Cambodia and Vietnam. During the year the Aristo sponsored local sports organisations and primary schools in Bao Thang district to buy items for pupils to study and stay at the school. At DNA Star Vegas, more than 16 community events were supported during the year, including Cambodian government flood relief projects, and other donations of cash and in kind items for the relief of poverty and the renovation of local temples.

Looking ahead for the 2020 financial year, the board's main priority will be to resolve and pursue the outstanding litigation issues, and we are now confident that our new CEO Paul Arbuckle will be able to focus on his role of improving the operational performance at our venues.

I thank our shareholders for their continuing support and I look forward to delivering significantly improved performance from both Star Vegas and the Aristo over the 2020 financial year, under Paul Arbuckle's leadership. I am informed that our legal position remains strong in the legal actions in progress involving the Star Vegas vendor, despite the initial finding in the Cambodian lease arbitration. I assure you that we will continue to aggressively pursue our legal rights and demands for compensation and will continue to keep you informed of our progress.

Stuart McGregor  
Chairman

**DONACO INTERNATIONAL LIMITED**  
**ABN 28 007 424 777**  
**30 June 2019**

Dear Shareholders,

I am pleased to have this opportunity to communicate with you as the newly appointed Chief Executive Officer of Donaco International Limited.

I have taken the role because I am excited by the quality of our gaming businesses, and the opportunity they present to deliver substantial improvements in operating performance. Pleasingly we have been able to make some initial operational improvements, which are starting to deliver improved financial performance in the first quarter of the 2020 financial year. More significant improvements will be implemented over the next two years.

In terms of my background, I have 30 years of experience in gaming and casinos, across Australia and Asian markets in major gaming businesses. Having made my initial assessment of the casino businesses, I can see the opportunities to introduce established casino practices to improve performance and management at both properties.

Despite the statutory loss recorded for the year, our financial position is sound overall, with low levels of debt. Although underperforming, both our businesses in Vietnam and Cambodia remain profitable. The businesses produced an EBITDA of \$29.6 million and positive operating cash flow of \$26.5 million in the 2019 financial year, which highlights how robust these businesses are, given the challenges faced during the financial year.

I believe Star Vegas is an exceptional business, and even with the recently increased level of competition it remains a premier venue in the Poipet strip. Despite difficulties during the year, the business still had a profitable baseline performance and I am optimistic about the improvements that can be made in the coming years.

We have straightforward opportunities to rework our gaming machine arrangements, utilise our ample space to introduce retail outlets, and to restructure our arrangements with junket operators for improved outcomes.

We have started work on these issues, with some simple early adjustments to some of our agreements with service providers in both the gaming and non-gaming operations. Early improvements include doubling the monthly rental from night club operators, more accurately allocating utilities expenses which had previously been borne by Star Vegas, and closely monitoring labour and procurement expenses. These changes are already delivering positive results in the first few months of the 2020 financial year.

We are further strengthening senior management, and at Star Vegas we are pleased with the appointment of Mr P.H. Chow as Executive General Manager of Electronic Gaming operations, who joined us in September 2019. Mr Chow has extensive experience in the Indo Chinese market, having previously held the position of Regional General Manager for Silver Heritage. He possesses very strong gaming machine product knowledge and analytical capabilities, and I look forward to a significant increase in gaming machine revenues and profitability under his leadership.

The operational and financial performance at Star Vegas for 2019 financial year reflects the lack of senior casino management oversight for much of the financial year.

The 9.9% decline in net gaming revenue to THB 1,368.5 million was compounded by a low win rate of 2.69%, compared to a relatively high 3.00% in the prior year. Slot machine revenue declined by 24.5% following the changeover to newer slot machines, and this is unacceptable. Going forward we will revisit our lease arrangements on these machines and may look at revising profit-share arrangements, or purchasing these machines outright. Non-gaming revenue was down by 19% to THB 124.2 million, and some further changes will be introduced to boost the attractiveness of the non-gaming businesses.

The EBITDA decline of 37.2% to THB 610.2 million was due to a combination of the lower win rate, higher staff count required for operation of the online gaming business, and higher marketing costs related to our events program, which drove the strong increase in visitation. We intend to look closely at the appropriateness of each these aspects of the business.

In Vietnam, the Aristo is operating at a reasonable baseline level, with strong momentum in the past two months. I can see a significant revenue and profit opportunity with the managed introduction of a revamped mix of table games and slot machines, and potentially increasing the overall slot machine numbers. The venue offers an attractive casino and entertainment destination in the north of Vietnam.

The first half of the financial year was challenging for Aristo, as it was impacted by a Chinese crime syndicate in July and August 2018, in which threatened VIP junkets and customers on the Chinese side of the border and significantly impacted results in those months. However, the second half of the year the business returned to more normal operating conditions.

Whilst net gaming revenue fell 15% over the year to RMB 60.5 million, the second half produced RMB 41.5 million in line with the RMB 41.5 million produced in the previous year. Non-gaming revenues were down 25% for the year to RMB 45.3 million, but only 8.4% down in the second half compared to last year. The second half EBITDA of RMB 38.7 million was in line with the previous year. The full year results reflect the disruptions that occurred in July and August 2018, but the operating performance has now fully recovered. This provides a good baseline for us to look to improve performance, and our license allows additional machines to be introduced. We have commenced assessing how we can take advantage of this opportunity over the next few years.

As the new Group Chief Executive Officer, I have confidence in the calibre and composition of the new Board and I know they will be working tirelessly to resolve the litigation issues against the vendor of the Star Vegas business. My role and focus is entirely on improving the operational performance of the venues, without distraction. I believe there is significant growth potential achievable at both businesses, and look forward to delivering improved performance from both properties.

I am excited by the opportunity presented in both of our businesses and look forward to introducing initiatives at both venues to extract higher returns. I expect to see significantly improved performance from both Star Vegas and the Aristo in the 2020 financial year from the changes that are currently being introduced, and look forward to presenting these results to you over the next financial year.

Paul Arbuckle  
Group Chief Executive Officer

**DONACO INTERNATIONAL LIMITED**  
**ABN 28 007 424 777**  
**30 June 2019**

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity' or 'group') consisting of Donaco International Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2019.

**Directors**

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

Stuart James McGregor - Chairman  
 Joey Lim Keong Yew (removed 18 July 2019)  
 Benedict Paul Reichel  
 Benjamin Lim Keong Hoe (removed 18 July 2019)  
 Robert Andrew Hines (resigned 31 December 2018)  
 David John Green (appointed 9 April 2019)  
 Yan Ho Leo Chan (appointed 12 August 2019)  
 Kurkye Wong (appointed 12 August 2019)  
 Yugo Kinoshita (appointed 14 August 2019)

**Principal activities**

During the financial year the principal continuing activities of the consolidated entity consisted of the operation of leisure and hospitality businesses across the Asia Pacific region, specifically:

- operation of a hotel and casino in northern Vietnam; and
- operation of a hotel and casino in Cambodia.

**Dividends**

No dividends were paid for the year ended 30 June 2019.

**Review of operations and financial results**

*Result Highlights*

Underlying net profit after tax (NPAT) of A\$9.2 million, down from A\$18.3 million in FY18. Revenue at Star Vegas continued to be significantly affected by the breaches of contract by the vendor, as well as disruptions due to ownership, management and control issues.

	<b>2019</b>	<b>2018</b>
	<b>\$ million</b>	<b>\$ million</b>
• Statutory NPAT	(194.0)	(124.2)
• Contribution of non-recurring items in NPAT result	(203.2)	(142.8)
• Underlying NPAT	9.2	18.3
• Group Revenue	86.3	92.6
- Star Vegas revenue	64.7	66.6
- Aristo revenue	21.6	26.0
• Group Earnings Before Interest, Tax, Depreciation, Amortisation and Impairment (EBITDA)	29.6	42.4
• Underlying Group EBITDA	29.6	42.4
• Strong balance sheet with		
- Cash	27.4	47.1
- Borrowings	35.9	70.4
- Net debt	8.5	23.3
- Net debt to equity ratio	4.4%	6.3%

### **Review of operations and financial results (continued)**

Reported loss after tax was A\$194.0 million, which included non-recurring items totalling negative A\$203.2 million. In contrast, the reported loss after tax in FY18 was A\$124.2 million which included non-recurring items totalling negative A\$142.8 million.

The non-recurring items in FY19 were largely due to the Star Vegas licence impairment charge of A\$186.6 million. Impairment was also recognised for interactive casino gaming platform of A\$3.7M and trade and other receivables of A\$9.8M. In addition, there were A\$2.5M of non-recurring legal fees in regard to ongoing litigation matters and a net foreign exchange loss of A\$0.6 million (vs gain of A\$0.3 in FY18).

Excluding the non-recurring items, underlying NPAT for the Group was A\$9.2 million, down from A\$18.3 million in FY18.

#### *Venue Performances*

##### Star Vegas - FY19 v FY18

- Net Gaming Revenue down 9.9% to THB 1,368.5 million
- Non-Gaming Revenue down 19.0% to THB 124.2 million
- EBITDA down 37.2% to THB 610.2 million
- Property Level NPAT down 85.6% to THB 113.3 million
- VIP Gross Win rate 2.69%

Gaming revenue at Star Vegas was affected by competition from the nearby Winsor, Paramax and the new Galaxy casinos in Poipet. VIP turnover increased by 76% due to the full year impact of junkets brought in to replace those poached by the Thai vendor in FY18, however this was offset by an increase in junket commissions and profit sharing. These junket arrangements are currently being renegotiated by new management to improve outcomes. Property level NPAT was down, reflecting higher profit-sharing commissions and lower VIP win rate (however this improved by 21% in the June half of FY19 from the December half). Operating expenses were up 26% due to replacement of staff that were poached by the Thai vendor and hiring of new staff for the online gaming platform. The VIP gross win rate fell to 2.69% from 3.00% in 2018. Overall, for the full 12 month period, the EBITDA at Star Vegas declined by 37.2% in local currency terms to THB 610.2 million.

##### Aristo International Hotel - FY19 v FY18

- Net Gaming Revenue down 15% to RMB 60.5 million
- Non-Gaming Revenue down 25% to RMB 45.3 million
- EBITDA down 27% to RMB 52.2 million
- Property Level NPAT down 46% to RMB 20.6 million
- VIP Gross Win rate 2.09%

Decline in gaming and non-gaming revenue reflects the weak start to the December 2018 half, with significant improvement to the June 2019 half. Decrease in property level EBITDA and NPAT was primarily due to lower VIP turnover and win rate. It is however noted that new management has had an immediate positive impact on results, with the Aristo recording EBITDA of USD1.6 million in June 2019, and USD1.5 million in July 2019.

#### *Capital Management*

No FY19 dividend is payable due to the impairment charge and the resulting statutory loss, as dividends are restricted to 100% of statutory net profit after tax under the Mega Bank loan facility.

Refinancing of the Mega Bank loan was completed in June 2019, with improved repayment terms and covenants relaxed.

Further capital management strategies, including dividends and buybacks, will require approval from Mega Bank while the facility remains.

### **Significant changes in the state of affairs**

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

### **Matters subsequent to the end of the financial year**

#### *Dividend*

There will be no dividend declared for FY2019.

## **Matters subsequent to the end of the financial year (continued)**

### *Sale of shares*

On 5 July 2019, ASIC appointed Morgan Stanley Wealth Management Australia to sell 80,000,000 ordinary shares in the Company, pursuant to a decision by the Takeovers Panel to vest shares in the Commonwealth for sale by ASIC. These shares, representing approximately 9.71% of the Company's issued capital, were initially acquired by OL Master (Singapore Fund 1) Pte. Limited (OCP) between 7 and 31 December 2018, at the same time that OCP was seeking to liaise with Total Alpha Investments Limited (Alpha), a related party of Mr Joey Lim, the former Managing Director and Chief Executive Officer of the Company, in respect of a potential restructure of the terms of the bonds between OCP and Alpha (OCP and companies controlled by Mr Lim, including Alpha, had entered into a secured lending arrangement in 2017). On 27 February 2019, OCP enforced its security interest after defaults by the companies controlled by Mr Lim, and acquired shares representing 27.25% of the Company. This resulted in OCP having a total of 37% voting interest in the Company.

An application was submitted on 8 April 2019 by several shareholders of the Company (some, if not all of whom were parties to the secured lending arrangement) to the Takeovers Panel (the Panel) for a declaration of unacceptable circumstances. On 7 May 2019, the Panel made a declaration of unacceptable circumstances in relation to the share acquisition by OCP and ordered that the 80,000,000 shares be vested in ASIC for sale and that the sales process was to follow the requirements specified by the Panel.

In Cambodia, there was an award made by an arbitrator on 21 August 2019 ruling that the vendor is entitled to terminate the Star Vegas lease, however this decision is not enforceable unless it is affirmed by a court, and has already been appealed.

No other matter or circumstance has arisen since 30 June 2019 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 of operations**

The company operates leisure and entertainment businesses across the Asia Pacific region.

Our largest business is the Star Vegas Resort & Club, a successful casino and hotel complex in Poipet, Cambodia, on the border with Thailand. Star Vegas was established in 1999, and is the largest and highest quality of the Poipet casino hotels. The property has more than 100 gaming tables, approximately 1,000 slot machines, and 385 hotel rooms.

Our flagship business is the Aristo International Hotel, a successful boutique casino in northern Vietnam, located on the border with Yunnan Province, China. Established in 2002, the property is now a five star resort complex with 400 hotel rooms. Donaco is a pioneer casino operator in Vietnam, and owns a 95% interest in the business, in a joint venture with the Government of Vietnam.

The operation and marketing of both of these properties will underpin our growth during the next 12 months. Our strategy is to take advantage of the demand for leisure and entertainment in the Asia Pacific region, and to leverage the experience of the Board and management in the gaming sector. This will complement the growth at the expanded casinos in both Cambodia and Vietnam, and provide for diversification.

The Company continues to rebuild and improve the business at Star Vegas, with multiple initiatives in progress. Marketing strategies for Aristo continue to be focused on increasing the number of mass market players visiting the property, while selectively allowing junket play where appropriate. The Company is also focused on growing non-gaming revenues at both Star Vegas and Aristo to diversify earnings streams.

Material risks to the Company's strategy include those affecting listed entities generally, and companies operating in Thailand, Cambodia and Vietnam generally. These risks include the possibility of adverse macroeconomic developments, such as exchange rate declines; cross-border disputes; or terrorist attacks affecting the Company's key target markets. Other material risks include the possibility of adverse regulatory change affecting casino operators, such as changes in tax rates, and the possibility of breach of licences or legislation. These risks are carefully monitored by the Board and management team.

Multiple legal actions are in progress involving the Star Vegas vendor. The Company is of the opinion that its claim against the vendor, currently the subject of arbitral proceedings in Singapore is strong. In Cambodia, there was an award made by an arbitrator on 21 August 2019 ruling that the vendor is entitled to terminate the Star Vegas lease, however this decision is not enforceable unless it is affirmed by a court, and has already been appealed. The arbitration in Singapore for the Company's USD240 million (equivalent to AUD342 million) damages claim, increased from USD190 million (equivalent to AUD271 million) after considering expert legal and financial advice, has a further hearing scheduled for one week commencing on 25 November 2019.

These key risks should not be taken as the only risks that may affect the Company's operations, and many risks are outside the control of the Board and management team.

Except as noted above, information on likely developments in the operations of the consolidated entity and the expected results of operations have not been included in this report because the directors believe it would be likely to result in unreasonable prejudice to the consolidated entity.

### **Environmental regulations**

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

**Information on directors**

Name:	Stuart James McGregor
Title:	Independent Non-Executive Chairman (appointed 19 November 2004)
Qualifications:	B.Com, LLB, MBA
Experience and expertise:	Over the last 30 years, Mr McGregor has had a wide-ranging business career with active involvement across the Australasian and Asian Region. In business, he has been Company Secretary of Carlton United Breweries, Managing Director of Cascade Brewery Company Ltd in Tasmania and Managing Director of San Miguel Brewery Hong Kong Ltd, a publicly listed Hong Kong based company with subsidiary businesses in China. In the public sector, he served as Chief of Staff to a Minister for Industry and Commerce in the Federal Government, and as Chief Executive of the Tasmanian Government's economic development agency.
Other current directorships	EBOS Group Limited (ASX:EBO) (appointed in July 2013)
Former directorships (last 3 years):	None
Special responsibilities:	Member of the Audit & Risk Management Committee and the Nominations, Remunerations & Corporate Governance Committee
Interests in shares	496,735 ordinary shares
Interests in Options	None
Name:	Joey Lim Keong Yew
Title:	Non-Executive Director (removed 18 July 2019)
Qualifications:	B. Computer Science
Experience and expertise:	Mr J Lim was the Managing Director and Chief Executive Officer of Donaco International Limited, from 1 February 2013 to 14 March 2019. He is also a director of Malahon Securities Limited, a stock brokerage company founded in 1984, and is a member and participant of the Hong Kong Exchange. He is also the principal of the Slingshot Group of Companies, which are investment companies based in Hong Kong. Relevant experience includes: working as an executive director to M3 Technologies (Asia) Bhd where he was responsible for strategic investments and corporate affairs; working at VXL Capital, China, a company whose business was focused on investing in and restructuring companies in Malaysia, Beijing, Shanghai and Hong Kong; and working as Project Manager for Glaxo Wellcome, London, UK.
Other current directorships	None
Former directorships (last 3 years):	None
Special responsibilities:	None
Interests in shares	2,343,955 ordinary shares
Interests in Options	None
Name:	Benedict Paul Reichel
Title:	Executive Director, Group General Counsel, Company Secretary (appointed 20 July 2007)
Qualifications:	BA, LLB (Hons), LLM (Hons)
Experience and expertise:	Mr Reichel is an executive and company director in the gaming, media, and technology sectors, with more than twenty years' experience in major Australian listed public companies and law firms. Mr Reichel held the position of Chief Executive Officer and Managing Director of the Company (then called Two Way Limited) from July 2007 to January 2012, and has remained on the Board since then. Previously, Mr Reichel was General Counsel of Tab Limited, a \$2 billion ASX listed company with operations in wagering, gaming and media. Prior to that, he was General Counsel of racing broadcaster Sky Channel Pty Limited, and held a number of executive positions at Publishing and Broadcasting Limited.
Other current directorships	None
Former directorships (last 3 years):	None
Special responsibilities:	None
Interests in shares	1,106,924 ordinary shares
Interests in Options	None



**Information on directors (continued)**

Name:	Benjamin Lim Keong Hoe
Title:	Non-Executive Director (removed 18 July 2019)
Qualifications:	B. International Business
Experience and expertise:	Mr B Lim was a director of Donaco Singapore Pte Ltd from 1 February 2013 to 18 July 2019, and is a major shareholder of Genting Development Sdn Bhd, a substantial property development business in Malaysia. He has a Bachelors Degree in International Business with Design Management from Regent Business School, United Kingdom.
Other current directorships	None
Former directorships (last 3 years):	None
Special responsibilities:	Member of the Audit & Risk Management Committee and the Nominations, Remuneration & Corporate Governance Committee.
Interests in shares	20,000 ordinary shares
Interests in Options	None
Name:	Robert Andrew Hines
Title:	Independent Non-Executive Director (resigned 31 December 2018)
Experience and expertise:	Mr Hines is one of Australia's leading gaming and wagering executives. As CEO of Racing Victoria Limited from 2008 to 2012, he led and managed the Victorian racing industry through a period of substantial change. Mr Hines also held CEO roles at Jupiters Limited (2000 to 2004), which was acquired by Tabcorp; and AWA Limited (1997 to 2000), which was acquired by Jupiters. From 2005 to 2008, he was CEO UK and Europe for Vecommerce Limited, a natural language speech recognition company providing services to wagering operators. Mr Hines currently holds the positions of Non-Executive Director with Sportsbet Australia Pty Ltd; Group Chairman CEO Circle; and Non-Executive Director of the Sporting Chance Cancer Foundation.
Other current directorships	None
Former directorships (last 3 years):	None
Special responsibilities:	Chair of the Audit & Risk Management Committee and the Nominations, Remuneration & Corporate Governance Committee (resigned 31 December 2018)
Interests in shares	195,321 ordinary shares
Interests in Options	None
Name:	David John Green
Title:	Non-Executive Director (appointed 10 April 2019)
Qualifications:	B.Com, LLB (Hons), LLM, MBA (Hons)
Experience and expertise:	Mr Green has extensive experience in the gaming industry, particularly in Asia, and specific experience in Cambodia and Vietnam. His experience spans both regulations and operations, as well as board positions, and he specialises in governance matters. Mr Green is both a qualified lawyer and qualified accountant and is a former partner and director of the Gaming Practice of PricewaterhouseCoopers (Macau) Limitada. He has worked with the Macau SAR Government in relation to the liberalisation and regulation of the casino industry, and also consulted the Royal Government of Cambodia on the drafting of the proposed Law on the Management of Integrated Resorts and Commercial Gaming.
Other current directorships	None
Former directorships (last 3 years):	Silver Heritage Group Limited (ASX:SVH)
Special responsibilities:	Chair of the Audit & Risk Management Committee and the Nominations, Remuneration & Corporate Governance Committee
Interests in shares	71,000 ordinary shares
Interests in Options	None

**Information on directors (continued)**

Name:	Yan Ho Leo Chan
Title:	Non-Executive Director (appointed 13 August 2019)
Experience and expertise:	Mr Chan is a representative from Argyle Street Management Limited (ASM), an institutional investor. ASM was founded in Hong Kong SAR in 2002 and currently manages approximately US\$1.7 billion. Mr Chan is an Executive Director of ASM, and has more than 13 years' experience in making and managing investments throughout Asia. He holds a Bachelor of Economics and Finance from the University of Hong Kong.
Other current directorships	None
Former directorships (last 3 years):	None
Special responsibilities:	None
Interests in shares	None
Interests in Options	None
Name:	Kurkye Wong
Title:	Non-Executive Director (appointed 13 August 2019)
Experience and expertise:	Mr Wong is a representative from Argyle Street Management Limited (ASM), an institutional investor. ASM was founded in Hong Kong SAR in 2002 and currently manages approximately US\$1.7 billion. Mr Wong is Vice President of ASM, and has previously worked at KPMG and FTI Consulting in Hong Kong. He holds a Bachelor of Business from the Queensland University of Technology, a Juris Doctor from the Chinese University of Hong Kong, and a Master's Degree in Financial Engineering from Stanford University.
Other current directorships	None
Former directorships (last 3 years):	None
Special responsibilities:	None
Interests in shares	None
Interests in Options	None
Name:	Yugo Kinoshita
Title:	Non-Executive Director (appointed 15 August 2019)
Experience and expertise:	Mr Kinoshita is the Global Chief Executive Officer of Aruze Gaming America, Inc, a global entertainment company that designs, develops, manufactures, distributes and services slot machines and other gaming devices for the world-wide casino market. Mr Kinoshita's professional experience includes senior marketing and advertising roles at Nike Japan and Dentsu Inc. in Tokyo. He holds a Masters of Business Administration from Babson College in Massachusetts, USA, and a Bachelor of Human Science from Waseda University in Tokyo, Japan.
Other current directorships	None
Former directorships (last 3 years):	None
Special responsibilities:	Member of the Audit & Risk Management Committee and the Nominations, Remunerations & Corporate Governance Committee
Interests in shares	None
Interests in Options	None

'Other current directorships' and 'Former directorships (last 3 years)' quoted above are directorships for listed entities only, and exclude directorships of all other types of entities, unless otherwise stated.

**Company secretary**

Benedict Paul Reichel is an Executive Director and the Company Secretary. His qualifications and experience are set out above under 'Information on directors'.

**Meetings of directors**

The number of meetings of the company's Board of Directors ('the Board') and of each Board committee held during the year ended 30 June 2019, and the number of meetings attended by each director were:

	Full board		Audit & Risk Management Committee		Nominations, Remuneration & Corporate Governance Committee		Strategy <sup>1</sup> Committee	
	Attended	Held	Attended	Held	Attended	Held	Attended	Held
Stuart James McGregor	15	15	3	3	5	5	2	2
Joey Lim Keong Yew	5	15	-	-	-	-	-	-
Benedict Paul Reichel	15	15	-	-	-	-	2	2
Benjamin Lim Keong Hoe	13	15	3	3	3	5	-	-
Robert Andrew Hines	5	5	2	2	3	3	-	-
David John Green	4	4	-	-	2	2	2	2

**Information on directors (continued)**

Held: represents the number of meetings held during the time the director held office or was a member of the relevant committee.

<sup>1</sup>During the year, a special committee was established on a temporary basis to manage conflicts of interest relating to strategic options for the Company.

**Remuneration report (audited)**

The remuneration report details the key management personnel remuneration arrangements for the consolidated entity, 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 entity, directly or indirectly, including all directors.

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

- Executive Summary
- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Share-based compensation
- Additional disclosures relating to key management personnel

**Executive Summary**

Donaco uses a simple framework for executive remuneration, consisting of three elements:

1. Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits (if any)
2. Short-term incentives, which are paid in cash, but only if executives satisfy applicable key performance indicators ("KPIs")
3. Long-term incentives, under which executives may receive annual grants of restricted shares purchased on market, but only if applicable KPIs are satisfied. The shares vest over a three-year period.

For short-term incentives in FY19, the following KPIs applied:

1. Achievement of the budgeted earnings before interest, tax, depreciation and amortisation (EBITDA) target for the Donaco Group (30%)
2. Achievement of the budgeted revenue target for the Star Vegas property, in Thai Baht terms (25%)
3. Achievement of the budgeted revenue target for the Aristo property, in Chinese Renminbi terms (25%)
4. Achievement of a personal KPI relating to the executive's individual areas of responsibility (20%)

The first three KPIs were not satisfied. Two executives did satisfy or partially satisfy their personal KPI, and thus are entitled to be paid up to 20% of their potential incentive. Accordingly, two executives forfeited 80% to 90%, and the others forfeited 100%, of their potential incentive.

For long-term incentives in FY19, the following KPI was required to be satisfied:

1. Achievement of the budgeted earnings before interest, tax, depreciation and amortisation (EBITDA) target for the Donaco Group

This KPI was not satisfied, and accordingly no long-term incentives were awarded.

Shareholders should note that share price movements per se are not an applicable KPI. Share prices are affected by many factors beyond the control of management. However all of the applicable KPIs should, if achieved, have a positive impact on Donaco's performance, which would normally be reflected in the share price, subject to any external factors. Accordingly, the remuneration framework focuses executives on matters that they can control, which are expected to provide benefits to shareholders through a higher share price.

In addition, the award of restricted shares under the long term incentive plan aligns the interests of executives with shareholders. Executives benefit directly if the share price increases, and also suffer directly if the share prices decreases.

## **Remuneration report (audited) (continued)**

### ***Principles used to determine the nature and amount of remuneration***

#### *Introduction*

The performance of the consolidated entity depends on the quality of its directors and executives. The remuneration philosophy is to attract and retain high quality personnel, and motivate them to achieve high performance.

The objective of the consolidated entity'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.

#### *Board Oversight*

The Board has an established Nominations, Remuneration and Corporate Governance Committee (the "Remuneration Committee"), which now consists only of independent non-executive directors. It is primarily responsible for setting the overall remuneration policy and guidelines for the Company, and its functions include:

- reviewing and recommending to the Board for approval, the Company's general approach towards remuneration, and to oversee the development and implementation of remuneration programs;
- reviewing and recommending to the Board for approval, corporate goals and objectives relevant to the remuneration of the Managing Director/Chief Executive Officer, and evaluating the performance of the Managing Director/Chief Executive Officer in light of those goals and objectives;
- reviewing and recommending to the Board for approval, remuneration programs applicable to the Company executives, and ensuring that these programs differ from the structure of remuneration for non-executive directors; and
- reviewing the remuneration of non-executive directors, and ensuring that the structure of non-executive directors' remuneration is clearly distinguished from that of executives by ensuring that non-executive directors are remunerated by way of fees, do not participate in schemes designed for the remuneration of executives, do not receive options or bonus payments, and are not provided with retirement benefits other than statutory superannuation.

#### *Remuneration Framework*

In consultation with external remuneration consultants when necessary (refer to the section 'Use of Remuneration Consultants' below), the Remuneration Committee has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the consolidated entity. The framework is designed to satisfy the following key criteria for good reward governance practices:

- aligned to shareholders' interests
- competitiveness and reasonableness
- performance linkage/alignment of executive compensation
- transparency

The remuneration framework is aligned to shareholders' interests:

- has economic profit as a core component of plan design
- focuses on sustained growth in shareholders wealth, consisting of growth in share price, as well as focusing the executive on key non-financial drivers of values
- attracts and retains high calibre executives

The remuneration framework is also aligned to program participants' interests, in that it:

- rewards capability and experience
- reflects competitive reward for contribution to growth in shareholders wealth
- provides a clear structure for earning rewards

All remuneration paid to directors and executives is valued at cost to the Company and expensed.

In accordance with best practice corporate governance, the structures of remuneration for non-executive directors and for executives are separate.

**Remuneration report (audited) (continued)**

**Principles used to determine the nature and amount of remuneration (continued)**

*Non-executive directors remuneration*

Fees and payments to non-executive directors reflect the demands which are made on, and the responsibilities of, the directors. Non-executive directors' fees and payments are reviewed annually by the Remuneration Committee. The Remuneration Committee may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market.

There are no bonuses payable to non-executive directors, and there are no termination payments for non-executive directors on retirement from office, other than statutory superannuation entitlements. Non-executive directors are not granted options or shares.

ASX Listing Rules require that the aggregate of non-executive directors' remuneration be determined periodically by a general meeting. The most recent determination was at the 2013 Annual General Meeting, where the shareholders approved a maximum aggregate remuneration of \$750,000, including statutory superannuation contributions.

*Executive remuneration*

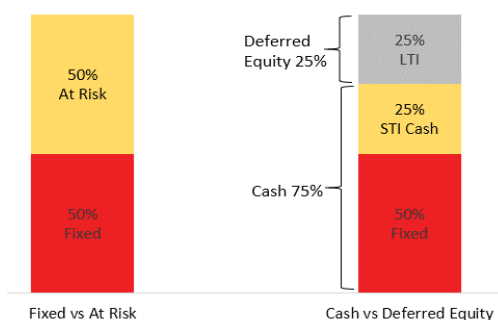
The consolidated entity's remuneration policy is to ensure that executive remuneration packages properly reflect a person's duties and responsibilities, and that remuneration is competitive in attracting, retaining and motivating executives of the highest calibre. As a result, remuneration packages for the Managing Director/Chief Executive Officer and senior executives include both fixed and performance-based remuneration.

The executive remuneration and reward framework has three components:

- fixed remuneration, consisting of base salary and non-monetary benefits, together with other statutory forms of remuneration such as superannuation and long service leave
- short-term incentives, paid in cash
- long term incentives, currently consisting of restricted shares purchased on market

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

**Senior Executives Remuneration Mix**



*Fixed remuneration*

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits (if any), is determined by considering the scope of the executive's responsibility, importance to the business, competitiveness in the market, and assessed potential. The total remuneration package for executives includes superannuation and other non-cash benefits to reflect the total employment cost to the Company, inclusive of any fringe benefits tax.

Fixed remuneration is reviewed annually by the Remuneration Committee, based on individual and business unit performance, the overall performance of the consolidated entity, and comparable market remuneration.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the consolidated entity and provides additional value to the executive.

The objective of the fixed remuneration component is to attract and retain high quality executives, and to recognise market relativities and statutory requirements.

*Short term incentives*

The short term incentive (STI) framework provides senior executives with the opportunity to earn an annual cash bonus, up to a maximum amount of 50% of base salary. Clear key performance indicators (KPIs) have been established by the Remuneration Committee. Achievement of these KPIs gives the executive an opportunity to earn a fixed percentage of their maximum STI, subject to final review and approval by the Board.

**DONACO INTERNATIONAL LIMITED**

**ABN 28 007 424 777**

**30 June 2019**

**Remuneration report (audited) (continued)**

***Principles used to determine the nature and amount of remuneration (continued)***

For FY19, the KPIs applied and the applicable percentage of STI were:

1. Achievement of the budgeted earnings before interest, tax, depreciation and amortisation (EBITDA) target for the Donaco Group. The applicable EBITDA target was AUD64.3m. (This KPI is worth 30% of the potential incentive)
2. Achievement of the budgeted revenue target for the Star Vegas property, in Thai Baht terms. The applicable revenue target was THB1.65 billion. (25%)
3. Achievement of the budgeted revenue target for the Aristo property, in Chinese Renminbi terms. The applicable revenue target was RMB136.9 million. (25%)
4. Achievement of a personal KPI relating to the executive's individual areas of responsibility. (20%)

The objective of these KPIs is clearly designed to focus on financial criteria, including top line revenue growth, while maintaining a focus on disciplined cost control, as expressed through the EBITDA target for the Group. In addition, executives also maintained a focus on key non-financial criteria, relating to the personal KPI applicable to the individual executive's area of responsibility.

During FY19, the first three KPIs were not satisfied. Two executives did satisfy or partially satisfy their personal KPI, and thus are entitled to be paid up to 20% of their potential incentive. Accordingly, two executives forfeited 80% to 90%, and the others forfeited 100%, of their potential incentive.

*Long term incentives*

The long-term incentive ('LTI') program currently consists of restricted shares purchased on market. This plan was adopted in FY17 to replace the former option plan, which was thought to be excessively complex, and could potentially result in significant dilution of shareholders.

The objective of the LTI component is to focus on sustainable shareholder value creation, as expressed through share price growth.

Under the LTI plan, the Board has actively sought to align senior executive remuneration with shareholder interests. Shares are purchased on market and held in an employee share trust (the Trust). The shares will vest to the employees over the vesting period of three years. The aim of the scheme is to ensure that executives are motivated to think like shareholders, with a focus on taking actions that will lead to sustainable increases in the share price. The structure of the scheme also ensures that there is no dilution of shareholders.

The total annual dollar value of shares to be purchased is a maximum of A\$1,000,000. The number of shares to be purchased each year will depend on the share price at the time that purchases take place.

The scheme is executed in a similar manner to an on-market buy-back, allowing the Trust to stand in the market and purchase shares at appropriate times. However, the shares will not be cancelled, but will be held in the Trust, to be distributed to employees over the vesting period of three years.

LTI awards are made on an annual basis, subject to achievement of applicable KPIs. This ensures that at any given time, the executives have at risk a number of LTI awards, with different vesting periods and amounts. This helps to smooth out both the risk and the cash flow for the Company and for executives.

The LTI scheme allows for an award of a maximum of 50% of base salary in the form of restricted shares, subject to achievement of applicable KPIs which are set annually. For FY18, the applicable KPI related to the achievement of the budgeted EBITDA target for the Group.

During FY19 the Trust did not purchase any shares on market. The applicable KPI was not satisfied, and accordingly no awards of shares were made.

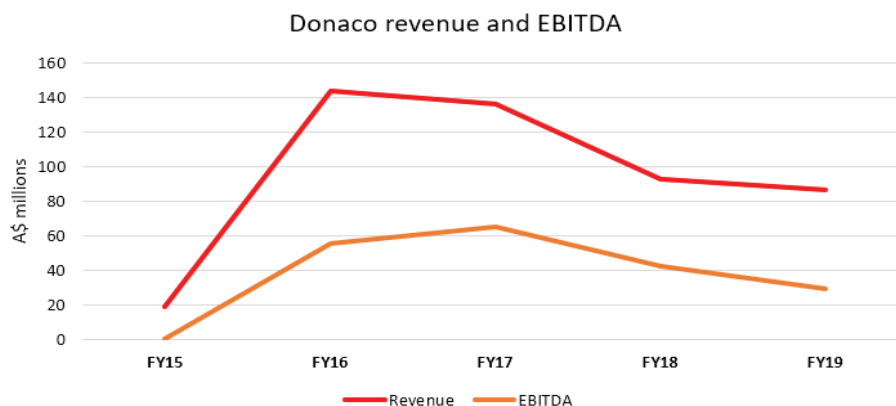
**Relationship between remuneration policy and company performance**

As detailed above, Donaco's remuneration policy is directly linked to company performance, particularly in relation to top-line revenue growth and cost control, to ultimately create long-term shareholder value. STI and LTI awards are dependent on defined KPIs being met, which are primarily financial in nature, and are at the discretion of the Remuneration Committee.

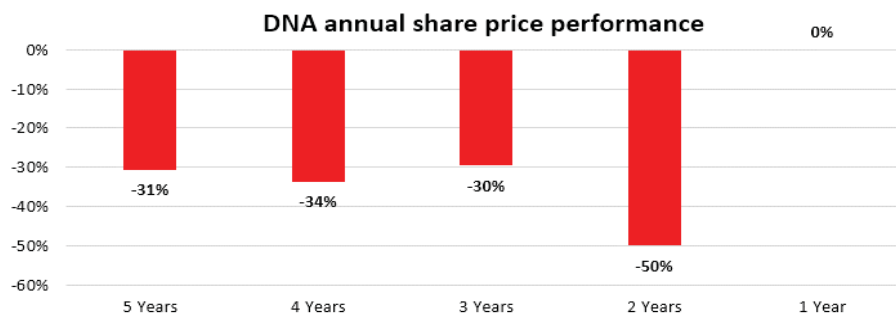
**Remuneration report (audited) (continued)**

**Principles used to determine the nature and amount of remuneration (continued)**

Over the five year period since FY15, Revenue and EBITDA have increased at an average annual growth rate of 45.80% and 170.82% respectively, driven by Star Vegas becoming part of the Group at the beginning of FY16.



Donaco’s share price was flat during FY19, but has declined in recent years, reflecting lower earnings brought on by the Star Vegas vendor’s breaches of the non-compete agreement, and market concerns over the resulting legal disputes.



The Nominations, Remuneration and Corporate Governance Committee considers that the remuneration framework has an appropriate mix of fixed and performance based remuneration. Since performance during FY19 did not meet expectations, executives forfeited all or the majority of their short term incentive, and also forfeited all of their long term incentive.

The Committee also considers that the remuneration framework in place will assist to increase shareholder wealth if maintained over the coming years, subject to any adjustments that are necessary or desirable to reflect the Company's circumstances.

*Use of remuneration consultants*

There were no remuneration consultants engaged during the financial years ended 30 June 2018 and 30 June 2019.

**Details of remuneration**

*Amounts of remuneration*

Details of the remuneration of key management personnel of the consolidated entity are set out in the following tables.

The key management personnel of the consolidated entity consisted of the following directors of Donaco International Limited:

- Stuart James McGregor - Non-Executive Director and Chairman
- Joey Lim Keong Yew - Non-Executive Director<sup>1</sup> (removed 18 July 2019)
- Benedict Paul Reichel - Executive Director, General Counsel and Company Secretary
- Benjamin Lim Keong Hoe - Non-Executive Director (removed 18 July 2019)
- Robert Andrew Hines - Non-Executive Director (resigned 31 December 2018)
- David John Green - Non-Executive Director (appointed 10 April 2019)

And the following persons:

- Paul Arbuckle - Chief Executive Officer (appointed 11 June 2019)
- Chong Kwong Yang - Chief Financial Officer

**DONACO INTERNATIONAL LIMITED**  
**ABN 28 007 424 777**  
**30 June 2019**

**Remuneration report (audited) (continued)**

	Short-term benefits		Post employment benefits	Long-term benefits	Share-based payments <sup>1</sup>	Total
	Cash salary and fees	Bonus	Super	Leave entitlements	Equity-settled	
2019	\$	\$	\$	\$	\$	\$
<i>Non-Executive Directors:</i>						
S J McGregor	162,734	-	15,460	-	-	178,194
Lim K H (removed 18 Jul 19)	233,086	-	-	-	-	233,086
R A Hines (resigned 31 Dec 18)	68,650	-	6,522	-	-	75,172
D Green (appointed 10 Apr 19)	20,282	-	1,927	-	-	22,209
<i>Executive Directors:</i>						
Lim K Y (removed 18 Jul 19)	325,007	-	-	-	86,563	411,570
B P Reichel	332,700	33,270	25,000	-	62,054	453,024
<i>Other Key Management Personnel:</i>						
P Arbuckle (appointed 11 Jun 19)	18,950	-	-	-	-	18,950
Chong K Y	252,000	25,200	23,940	-	47,002	348,142
	<u>1,413,409</u>	<u>58,470</u>	<u>72,849</u>	<u>-</u>	<u>195,619</u>	<u>1,740,347</u>

<sup>1</sup>These amounts relate to shares acquired by an employee share trust which will vest to employees over the vesting period of three years. These shares are still within the vesting period. All employee options were cancelled during the year, and employees received no benefit.

The bonuses set out above were paid during FY19, but relate to performance during FY18. The KPIs applicable were set out in the FY18 annual report.

For performance during FY19, bonuses are not payable until October 2019. The bonus amounts accrued to directors and key management personnel in FY19 for performance during FY19 are as follows:

	Total
	\$
<i>Executive Directors:</i>	
B P Reichel	33,270
<i>Other Key Management Personnel:</i>	
Chong K Y	<u>13,750</u>
	<u>47,020</u>

	Short-term benefits		Post employment benefits	Long-term benefits	Share-based payments	Total
	Cash salary and fees	Bonus	Super	Leave entitlements	Equity-settled	
2018	\$	\$	\$	\$	\$	\$
<i>Non-Executive Directors:</i>						
S J McGregor	155,606	-	14,783	-	-	170,389
Lim K H	174,110	-	-	-	-	174,110
R A Hines	137,300	-	13,044	-	-	150,344
<i>Executive Directors:</i>						
Lim K Y	581,211	326,931	-	-	122,072	1,030,214
B P Reichel	332,700	166,350	25,000	-	61,468	585,518
H T Sukjareonkraisri	32,243	-	-	-	-	32,243
<i>Other Key Management Personnel:</i>						
Goh K B (retired 31 Mar 18)	256,917	145,945	250,191	-	41,207	694,260
Chong K Y	252,000	126,000	23,940	-	34,769	436,709
A Asavanund	56,747	-	-	-	-	56,747
	<u>1,978,834</u>	<u>765,226</u>	<u>326,958</u>	<u>-</u>	<u>259,516</u>	<u>3,330,534</u>



**Remuneration report (audited) (continued)**

**Details of remuneration (continued)**

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

Name	Fixed remuneration		At risk - STI		At risk - LTI	
	2019	2018	2019	2018	2019	2018
<i>Non-Executive Directors:</i>						
S J McGregor	100%	100%	0%	0%	0%	0%
Lim K H	100%	100%	0%	0%	0%	0%
R A Hines	100%	100%	0%	0%	0%	0%
D Green	100%	n/a	0%	n/a	0%	n/a
<i>Executive Directors:</i>						
Lim K Y	79%	56%	0%	32%	21%	12%
B P Reichel	79%	61%	7%	28%	14%	10%
H T Sukjareonkraisri	n/a	100%	0%	0%	0%	0%
<i>Other Key Management Personnel:</i>						
P Arbuckle	100%	n/a	0%	n/a	0%	n/a
Goh K B	100%	73%	0%	21%	0%	6%
Chong K Y	79%	63%	7%	29%	14%	8%
A Asavanund	n/a	100%	n/a	0%	n/a	0%

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

Name	Cash bonus paid/payable		Cash bonus forfeited	
	2019	2018	2019	2018
<i>Executive Directors:</i>				
Lim K Y	0%	100%	100%	0%
B P Reichel	20%	100%	80%	0%
<i>Other Key Management Personnel:</i>				
Goh K B	0%	100%	100%	0%
Chong K Y	20%	100%	80%	0%

In relation to performance during FY19, the proportions of the cash bonus paid/payable or forfeited are as follows:

Name	Cash bonus paid/payable	Cash bonus forfeited
	2020	2020
<i>Executive Directors:</i>		
B P Reichel	10%	90%
<i>Other Key Management Personnel:</i>		
Chong K Y	5%	95%

**Criteria for performance-based remuneration**

The short-term incentive ('STI') program is designed to align the targets of executives with the targets of the consolidated entity. STI payments are granted to executives based on specific annual targets and key performance indicators ('KPIs') being achieved. The Board, advised by the Nominations, Remuneration and Corporate Governance Committee, applied these criteria in determining the award of performance-based remuneration during the year.

Performance-based bonuses were paid in December 2018. \$58,470 cash bonuses were awarded to the Executive Directors and other Key Management Personnel. A break up of the bonuses paid is in the tables above.

For performance during FY19, the relevant criteria for the award of bonuses relate to revenue growth at each operating business, namely the Star Vegas and the Aristo International Hotel, as well as the achievement of budgeted EBITDA targets for the consolidated entity, and a personal KPI for each executive.

**Remuneration report (audited) (continued)**

**Details of remuneration (continued)**

There were no share options granted or forfeited during the year (2018: nil).

The number of the shares granted or forfeited is as follows:

Name	Shares granted		Shares forfeited	
	2019	2018	2019	2018
<i>Executive Directors:</i>				
Lim K Y (removed 18 July 2019) <sup>1</sup>	-	784,872	-	-
B P Reichel	-	396,166	-	-
<i>Other Key Management Personnel:</i>				
Goh K B (retired 31 March 2018)	-	300,320	300,320	-
Chong K Y	-	300,071	-	-

<sup>1</sup>One-third of Lim K Y's shares (261,624 shares) will be forfeited subsequent to year end as he did not complete the vesting period.

**Service Agreements**

Remuneration and other terms of employment for the Chief Executive Officer, Chief Financial Officer and the other key management personnel are formalised in contracts of employment. The service agreements specify the components of remuneration, benefits and notice periods. The specified executives are employed under contracts with no fixed term. The company may terminate the contracts immediately if the executive is guilty of serious misconduct or wilful neglect of duties. Otherwise, the company may terminate the contracts by giving six months' notice or paying six months' salary. In the case of Mr Reichel, a termination benefit of twelve months' salary is payable, in accordance with the Corporations Act 2001 (Cth).

**Share-based compensation**

**Shares**

There were no shares granted as part of compensation during the year ended 30 June 2019.

**Options**

There were no options issued as part of compensation during the year ended 30 June 2019. All remaining employee options were cancelled on 1 October 2018.

Options granted carry no dividend or voting rights.

There were no options over ordinary shares granted to or vested by directors and other key management personnel as part of compensation during the year ended 30 June 2019. All options were cancelled on 1 October 2018.

Name	No. of options granted during the year 2019	No. of options granted during the year 2018	No. of options vested during the year 2019	No. of options vested during the year 2018
Lim K Y	-	-	-	634,828
B P Reichel	-	-	-	317,414
Goh K B	-	-	-	130,700

**Remuneration report (audited) (continued)**

**Additional disclosures relating to key management personnel**

*Shareholding*

The number of shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions	Disposals/ other	Balance at the end of the year
<i>Ordinary shares</i>					
S J McGregor	411,735	-	85,000	-	496,735
Lim K Y	231,406,797	-	-	(65,887,422)	165,519,375
B P Reichel	918,245	-	188,679	-	1,106,924
Lim K H	107,311,200	-	-	(8,925,397)	98,385,803
R A Hines	195,321	-	-	-	195,321
David Green	14,500	-	56,500	-	71,000
Paul Arbuckle	-	-	-	-	-
Chong K Y	-	-	297,000	-	297,000

*Option holding*

The number of options over ordinary shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

<i>Options over ordinary shares</i>	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year	Vested	Unvested
Lim K Y	1,931,757	-	-	(1,931,757)	-	-	-
B P Reichel	1,026,593	-	-	(1,026,593)	-	-	-
	<u>2,958,350</u>	<u>-</u>	<u>-</u>	<u>(2,958,350)</u>	<u>-</u>	<u>-</u>	<u>-</u>

**Transactions with related parties and key management personnel**

The following transactions occurred with related parties during 2019:

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Leasing fees paid to Lee Hoe Property Co., Ltd - a director related entity	-	77,382
Rental received from director's immediate family	-	58,332
Rental received from Arte Mobile Technology Pte Ltd (subsidiary of iSentric Limited)	13,974	-
Technical support fees paid by Lao Cai JVC to iSentric Limited - a director related entity	-	139,243
Management fees received for Star Paradise Casino property from MMD Travel Co Ltd - a director related entity	-	477,992
Disposal of property, plant and equipment to previous owner of DNA Star Vegas Co, Ltd - a director related entity	-	141,351

The above transactions occurred at commercial rates.

***This concludes the remuneration report, which has been audited.***

**DONACO INTERNATIONAL LIMITED**  
**ABN 28 007 424 777**  
**30 June 2019**

**Shares under option**

There were no unissued ordinary shares of Donaco International Limited under option at the date of this report. All remaining 2,514,186 options issued under the FY14, FY15 and FY16 option series were cancelled on 1 October 2018.

**Shares issued on the exercise of options**

There were no ordinary shares of Donaco International Limited issued, during the year ended 30 June 2019 and up to the date of this report, on the exercise of options granted (2018: nil).

**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**

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 30 to the financial statements.

The directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The directors are of the opinion that the services as disclosed in note 30 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

**Auditor**

Crowe Sydney continues in office in accordance with section 327 of the *Corporations Act 2001*.

**Officers of the company who are former partners of Crowe Sydney**

There are no officers of the company who are former partners of Crowe Sydney.

**DONACO INTERNATIONAL LIMITED**  
**ABN 28 007 424 777**  
**30 June 2019**

**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 on the following page.

This report is made in accordance with a resolution of directors, pursuant to section 298 (2) (1) of the *Corporation Act 2001*.

On behalf of the directors



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Mr Stuart McGregor  
Chairman

27 September 2019  
Melbourne



27 September 2019

The Board of Directors  
Level 18  
420 George Street  
Sydney NSW 2000  
Australia

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Dear Board Members

## Donaco International Limited

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the Directors of Donaco International Limited.

As lead audit partner for the audit of the financial report of Donaco International Limited for the financial year ended 30 June 2019, I declare that to the best of my knowledge and belief, that there have been no contraventions of:

- (i) the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- (ii) any applicable code of professional conduct in relation to the audit.

Yours sincerely

**Crowe Sydney**

**Suwarti Asmono**  
Partner

The title 'Partner' conveys that the person is a senior member within their respective division, and is among the group of persons who hold an equity interest (shareholder) in its parent entity, Findex Group Limited. The only professional service offering which is conducted by a partnership is the Crowe Australasia external audit division. All other professional services offered by Findex Group Limited are conducted by a privately owned organisation and/or its subsidiaries.

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**DONACO INTERNATIONAL LIMITED**  
**Statement of profit or loss and other comprehensive income**  
**For the year ended 30 June 2019**

	Note	Consolidated	
		2019	2018
		\$	\$
<b>Revenue from continuing operations</b>	<b>4</b>	86,263,580	92,606,141
Other (expenses) / income	<b>5</b>	(559,270)	1,022,878
Total income		<u>85,704,310</u>	<u>93,629,019</u>
<b>Expenses</b>			
Food and beverages		(4,704,645)	(5,112,751)
Employee benefits expense		(24,375,795)	(22,902,710)
Depreciation and amortisation expense	<b>6</b>	(10,127,357)	(9,981,320)
Impairment expense	<b>6</b>	(200,084,349)	(143,860,973)
Legal and compliance		(3,442,915)	(829,360)
Marketing and promotions		(5,465,129)	(6,756,555)
Professional & consultants		(1,016,974)	(1,924,893)
Property costs		(5,703,812)	(6,114,966)
Telecommunications and hosting		(343,163)	(497,219)
Gaming costs		(2,094,285)	(1,488,052)
Other expenses		(11,988,983)	(4,491,571)
Finance costs		(6,517,906)	(10,255,853)
Total expenses		<u>(275,865,313)</u>	<u>(214,216,223)</u>
<b>Loss income tax expense from continuing operations</b>		(190,161,003)	(120,587,204)
Income tax expense	<b>7</b>	(3,611,734)	(3,661,667)
<b>Loss after income tax expense for the year</b>		(193,772,737)	(124,248,871)
<b>Other comprehensive income</b>			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation		19,368,661	13,600,431
Other comprehensive loss for the year, net of tax		19,368,661	13,600,431
<b>Total comprehensive loss for the year</b>		<u>(174,404,076)</u>	<u>(110,648,440)</u>
Loss for the year is attributable to:			
Non-controlling interest		219,956	261,944
Owners of Donaco International Limited		(193,992,693)	(124,510,815)
		<u>(193,772,737)</u>	<u>(124,248,871)</u>
Total comprehensive loss for the year is attributable to:			
Non-controlling interest		219,956	261,944
Owners of Donaco International Limited		(174,624,032)	(110,910,384)
		<u>(174,404,076)</u>	<u>(110,648,440)</u>
<b>Loss per share for loss attributable to the owners of Donaco International Limited</b>		<b>Cents</b>	<b>Cents</b>
Basic loss per share	<b>37</b>	(23.55)	(15.03)
Diluted loss per share	<b>37</b>	(23.55)	(15.03)

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

**DONACO INTERNATIONAL LIMITED**  
**Statement of financial position**  
**As at 30 June 2019**

		<b>Consolidated</b>	
	<b>Note</b>	<b>2019</b>	<b>2018</b>
		<b>\$</b>	<b>\$</b>
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	<b>8</b>	27,377,908	47,075,589
Trade and other receivables	<b>9</b>	2,777,446	10,545,030
Inventories	<b>10</b>	1,149,324	1,397,344
Prepaid construction costs	<b>11</b>	38,800	1,811,360
Other current assets	<b>12</b>	1,005,918	451,329
Total current assets		<u>32,349,396</u>	<u>61,280,652</u>
<b>Non-current assets</b>			
Property, plant and equipment	<b>13</b>	167,960,128	162,172,238
Intangibles (including licences)	<b>14</b>	77,572,736	254,064,321
Construction in progress	<b>15</b>	505,527	591,787
Other non-current assets	<b>16</b>	2,147	4,018
Total non-current assets		<u>246,040,538</u>	<u>416,832,364</u>
<b>Total assets</b>		<u>278,389,934</u>	<u>478,113,016</u>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	<b>17</b>	44,189,694	34,652,015
Borrowings	<b>18</b>	16,563,907	24,594,915
Income tax	<b>19</b>	1,764,696	2,008,402
Employee benefits	<b>20</b>	690,488	1,261,325
		<u>63,208,785</u>	<u>62,516,657</u>
<b>Non-current liabilities</b>			
Trade and other payables	<b>21</b>	123,760	-
Borrowings	<b>22</b>	19,379,454	45,806,572
Employee benefits	<b>23</b>	55,594	42,408
Total non-current liabilities		<u>19,558,808</u>	<u>45,848,980</u>
<b>Total liabilities</b>		<u>82,767,593</u>	<u>108,365,637</u>
<b>Net assets</b>		<u>195,622,341</u>	<u>369,747,379</u>
<b>Equity</b>			
Issued capital	<b>24</b>	358,656,945	358,656,945
Reserves	<b>25</b>	42,188,163	22,540,464
Retained profits	<b>26</b>	(207,242,713)	(13,250,020)
Equity attributable to the owners of Donaco International Limited		<u>193,602,395</u>	<u>367,947,389</u>
Non-controlling interest		2,019,946	1,799,990
<b>Total equity</b>		<u>195,622,341</u>	<u>369,747,379</u>

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



**DONACO INTERNATIONAL LIMITED**  
**Statement of changes in equity**  
**For the year ended 30 June 2019**

<b>Consolidated</b>	<b>Issued capital</b> \$	<b>Reserves</b> \$	<b>Retained profits</b> \$	<b>Non-controlling interest</b> \$	<b>Total equity</b> \$
Balance at 1 July 2017	359,968,884	9,425,778	115,374,413	1,335,096	486,104,171
Loss after income tax expense for the year	-	-	(124,510,815)	261,944	(124,248,871)
Other comprehensive income for the year, net of tax	-	13,600,431	-	-	13,600,431
Total comprehensive loss for the year	-	13,600,431	(124,510,815)	261,944	(110,648,440)
<i>Transactions with owners in their capacity as owners:</i>					
Contributions of equity, net of transaction costs	-	-	-	202,950	202,950
Shares issued to employees	766,014	(766,014)	-	-	-
Share buyback	(2,077,953)	-	-	-	(2,077,953)
Dividend paid	-	-	(4,113,618)	-	(4,113,618)
Share-based payments	-	280,269	-	-	280,269
Balance at 30 June 2018	<u>358,656,945</u>	<u>22,540,464</u>	<u>(13,250,020)</u>	<u>1,799,990</u>	<u>369,747,379</u>
Balance at 1 July 2018	358,656,945	22,540,464	(13,250,020)	1,799,990	369,747,379
Loss after income tax expense for the year	-	-	(193,992,693)	219,956	(193,772,737)
Other comprehensive income for the year, net of tax	-	19,368,661	-	-	19,368,661
Total comprehensive loss for the year	-	19,368,661	(193,992,693)	219,956	(174,404,076)
<i>Transactions with owners in their capacity as owners:</i>					
Share-based payments	-	279,038	-	-	279,038
Balance at 30 June 2019	<u>358,656,945</u>	<u>42,188,163</u>	<u>(207,242,713)</u>	<u>2,019,946</u>	<u>195,622,341</u>

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

**DONACO INTERNATIONAL LIMITED**  
**Statement of cash flows**  
**For the year ended 30 June 2019**

<b>Note</b>	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
<b>Cash flow from operating activities</b>		
Receipts from customers	91,107,609	102,284,185
Payments to suppliers and employees	<u>(48,835,323)</u>	<u>(49,947,841)</u>
	42,272,286	52,336,344
Interest received	79,946	93,786
Interest and other finance costs paid	(5,728,909)	(7,829,780)
Government levies, gaming taxes and GST	<u>(10,166,853)</u>	<u>(9,968,146)</u>
Net cash flows from operating activities	<b>36(a)</b> <u>26,456,470</u>	<u>34,632,204</u>
<b>Cash flow from investing activities</b>		
Payments for property, plant and equipment	<u>(5,649,675)</u>	<u>(5,668,289)</u>
Net cash flows from investing activities	<u>(5,649,675)</u>	<u>(5,668,289)</u>
<b>Cash flow from financing activities</b>		
Repayment of borrowings	<b>36(b)</b> (39,749,023)	(44,326,139)
Payments of dividends	-	(4,113,618)
Payments for share buyback	-	<u>(2,077,954)</u>
Net cash flows from financing activities	<u>(39,749,023)</u>	<u>(50,517,711)</u>
Net decrease in cash and cash equivalents	(18,942,228)	(21,553,796)
Cash and cash equivalents, beginning of the financial year	47,075,589	66,022,749
Effects of exchange rate changes on cash and cash equivalents	<u>(755,453)</u>	<u>2,606,636</u>
Cash and cash equivalents at the end of the financial year	<b>8</b> <u>27,377,908</u>	<u>47,075,589</u>

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

**DONACO INTERNATIONAL LIMITED**  
**Notes to financial statements**  
**30 June 2019**

**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.

**Going concern**

At 30 June 2019, the consolidated entity recorded net current liabilities of A\$30.8 million. The consolidated entity recorded a net profit after tax of A\$6.1 million before impairment (net loss after tax of A\$194.0 million after impairment charge of A\$200.1 million), and net operating cash inflows of A\$26.5 million for the year ended on that date.

The net current liabilities primarily arise due to the fact that they include a management fee of A\$22.7 million (as at 30 June 2019 spot rate) claimed by the Thai vendor of the Star Vegas business. This claim is disputed, and having considered legal advice, the Board considers that the claim is not payable. The claims are unresolved as at 30 June 2019 (note 39) and as a result the amount continued to be recognised as a liability in accordance with the relevant accounting standards. Without the management fee payable, the consolidated entity's net current liabilities would total approximately A\$8.1 million.

Notwithstanding the net current liability position, management have prepared the 30 June 2019 financial report on a going concern basis. It is management's estimate that the consolidated entity will be able to generate sufficient operating cash inflows to cover the net current liabilities and therefore, will be able to pay its debts as and when they become due and payable.

The consolidated entity met all of its obligations to repay principal and interest under its loans during the period and up to the date of this report. The consolidated entity also remains in compliance with its loan covenants. Management has signed binding agreements with Mega Bank to refinance and restructure its existing term loan facility during the year. As part of the restructure, the principal repayment that was previously due in August 2019 was brought forward and repaid in June 2019. As at 30 June 2019, approximately A\$32.5 million remains unpaid under the loan. Subsequent principal repayments have also been reduced to US\$5 million (AU\$7.1 million at spot rate) with the next repayment due in December 2019. Certain loan covenants have also been relaxed. The consolidated entity expects to receive continual financing from Mega Bank in regard to the existing loan, and thus the going concern basis has not been affected.

**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 new and revised standards adopted by the consolidated entity are:

*AASB 9 Financial Instruments*

*AASB 9 Financial Instruments* and applicable amendments address the classification, measurement and derecognition of financial assets and financial liabilities. This standard introduces new classification and measurement models for financial assets, using a single approach to determine whether a financial asset is measured at amortised cost or fair value. The impairment model under the new standard requires the recognition of impairment provisions based on expected credit losses rather than only incurred credit losses. It applies to financial assets classified at amortised cost, debt instruments measured at fair value through other comprehensive income, contract assets under *AASB 15 Revenue from Contracts with Customers*, lease receivables, loan commitments and certain financial guarantee contracts.

The consolidated entity has applied AASB 9 for the first time in the current period. Based on the Directors' assessment, debts which are known to be uncollectable have been written off by directly reducing the carrying amount of the trade receivable balance (see note 6).

*AASB 15 Revenue from Contracts with Customers*

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.

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.

The consolidated entity has applied AASB 15 for the first time in the current period, using the modified retrospective approach. Recognition of both gaming and non-gaming revenue under the previous requirements already reflects the concept of transfer of control of goods or services to customers i.e. revenue is recognised at the time that the performance obligation has been satisfied. The adoption of AASB 15 resulted in the reclassification of revenue between gaming and non-gaming in relation to complimentary goods or services provided to customers which were included as part of gaming transactions.

The adoption of these Accounting Standards and Interpretations did not have any material impact on the financial performance or position of the consolidated entity.

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

**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 the revaluation of financial assets and liabilities at fair value through profit or loss 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 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 financial statements, are disclosed in note 2.

**DONACO INTERNATIONAL LIMITED**  
**Notes to financial statements**  
**30 June 2019**

**Note 1. Significant accounting policies (continued)**

**Parent entity information**

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 33.

**Principles of consolidation**

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Donaco International Limited ('company' or 'parent entity') as at 30 June 2019 and the results of all subsidiaries for the year then ended. Donaco International Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the consolidated entity. Losses incurred by the consolidated entity are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

**Operating segments**

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

**Foreign currency translation**

The financial statements are presented in Australian dollars, which is Donaco International Limited's functional and presentation currency.

DNA Star Vegas Co Ltd, a subsidiary within the Group, has casino and hotel operations in Cambodia. Its functional currency is Thai Baht.

Donaco Singapore Pte Ltd has an interest in the Lao Cai International Hotel Joint Venture Company which operates a casino and hotel in Vietnam. The functional currency of the Joint Venture Company is Vietnamese Dong.

The subsidiaries of Donaco that operate in the aforementioned foreign countries are consolidated into the Hong Kong group (Star Vegas Group) and the Singapore Group (Aristo Group). At this level, the presentation currency is US Dollar.

Subsequently, these consolidated groups are consolidated with the Australian operations and converted to Australian dollars.

*Foreign currency transactions*

Foreign currency transactions are translated into Australian dollars 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 financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

*Foreign operations*

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

Goodwill, casino licence and fair value adjustments arising from the acquisition of a foreign operation are treated as assets and liabilities of the foreign operations and translated at the closing rate.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

**Revenue recognition**

Revenue is recognised when control of the good or service is transferred to the customer, and only to the extent that it is highly probable that a significant reversal will not occur. Revenue is measured at the fair value of the consideration received or receivable.

*Casino revenue*

Revenue at the playing tables is recognised upon the differences between chips at the closing and chips at the opening of each table plus chips transferred from the playing table to the cage, less chips transferred from the cage to the playing table. Revenue is recognised on a net basis after commission and profit sharing is paid to junket operators.

Revenue from slot machines represents the amount received over the exchange counter less the amount returned to customers and profit-sharing paid.

*Sale of goods*

The consolidated entity sale of goods consist of food and beverages sales. Revenue from the sale of goods is recognised at the point of sale, when a group entity sells a product to the customer.

## **Note 1. Significant accounting policies (continued)**

### **Revenue recognition (continued)**

#### *Rendering of services*

Revenue from the provision of accommodation and hospitality services is recognised in the accounting period in which the services are provided to the customer.

#### *Complimentary goods or services*

For gaming transactions that include complimentary goods or services being provided to customers, the consolidated entity allocates revenue from the gaming transaction to the good or service provided based on the standalone selling price which is the arm's length price for that good or service available to the public.

#### *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 consolidated entity'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 consolidated entity'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.

### **Trade and other receivables**

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. 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 uncollectible 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 impairment loss is determined using the simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance. The expected loss rates used in measuring the expected credit losses are based on historical loss rates, adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the debtors to settle the receivables. These factors include significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade receivables are impaired.

The amount of the impairment loss is recognised in the consolidated statement of profit or loss and other comprehensive income. When a trade receivable for which an impairment allowance had been recognised becomes uncollectible in a subsequent year, 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 comprehensive income.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

**DONACO INTERNATIONAL LIMITED**  
**Notes to financial statements**  
**30 June 2019**

**Note 1. Significant accounting policies (continued)**

**Inventories**

Inventories include consumable stores, food and beverages and are carried at the lower of cost and net realisable value. Cost is determined on a first-in-first-out basis and comprises all costs of purchases, conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realizable value and all losses of inventories are recognised as an expense in the period of the write-down or loss occurs. The amount of any reversal of any write-down of inventories, arising from an increase in net realisable value, is recognised in the statement of profit or loss and other comprehensive income, in the period in which the reversal occurs.

**Property, plant and equipment**

Property, plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Buildings and structures	25-50 years
Leasehold improvements	2-5 years
Machinery and equipment	5-15 years
Motor vehicles	5-6 years
Office equipment and other	3-8 years
Furniture and fittings	3-8 years
Consumables	1-8 years

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the consolidated entity. Gains and losses between the carrying amount and the disposal proceeds are taken to 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.

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

**Intangible assets**

*Land rights*

The intangible asset includes costs incurred to acquire interests in the usage of land in the Socialist Republic of Vietnam for the original hotel, located in Lao Cai. The term of the agreement is 30 years from the initial licencing date of 19 July 2002. These land use rights are stated at cost less accumulated amortisation. Amortisation is calculated on a straight line basis over a period of 30 years, from the licencing date. At the expiry of the land term it is expected that the relevant State body will consider an application for extension.

*Casino License*

The Group consider casino licenses to be intangible assets with indefinite useful lives. Accordingly, they are not amortised and are tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on casino licenses are recognised in the profit or loss.

*Goodwill*

Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

**Note 1. Significant accounting policies (continued)**

**Prepaid construction costs**

Amounts recognised as prepaid construction costs relate to tranche payments made to third party developers in connection with the construction of the new Lao Cai Casino. Tranche payments are made in advance of construction work being performed in accordance with the terms of the contractor agreements, however once associated works have been completed an amount equal to the tranche payment is transferred from prepaid construction costs to construction in progress. Once recognised as part of construction in progress the amounts are then carried on the Statement of Financial Position at cost, until such time as the asset is completed and ready for its intended use. Work in progress is not depreciated, but tested for impairment annually. Once ready for its intended use an amount equal to the cost of the completed asset will be transferred to property plant and equipment and accounted for in accordance with the consolidated entity's accounting policy for property plant and equipment.

**Impairment of non-financial assets**

Goodwill and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

**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 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 days of recognition.

**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.

**Finance costs**

Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred including:

- interest on short term and long term borrowings.

**Employee benefits**

*Short-term employee benefits*

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be wholly settled within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled. Non-accumulating sick leave is expensed to profit or loss when incurred.

*Other long-term employee benefits*

The liability for annual leave and long service leave not expected to be wholly settled within 12 months of the reporting date are recognised in non-current liabilities, provided there is an unconditional right to defer settlement of the liability. The liability is 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 corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

*Defined contribution superannuation expense*

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

*Share-based payments*

Equity-settled share-based compensation benefits are provided to employees. Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using an amended Black-Scholes Merton model that takes into account the exercise price, the term of the option, an exercise price multiple, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the consolidated entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

**Note 1. Significant accounting policies (continued)**

**Employee benefits (continued)**

*Share-based payments (continued)*

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the consolidated entity or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the consolidated entity or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

**Fair value measurement**

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interest. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

The financial instruments recognised at fair value in the Consolidated Statement of Financial Position have been analysed and classified using a fair value hierarchy reflecting the significance of the inputs used in making the measurements. The fair value hierarchy consist of the following levels:

- a. Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1)
- b. Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (level 2), and
- c. Inputs for the asset or liability that are not based on observable market data (unobservable inputs) (level 3).

The directors consider that the carrying amount of all financial assets and liabilities recorded in the financial statements approximate their fair value.

**Issued capital**

Ordinary shares are classified as equity.

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.

Where the consolidated entity purchases the company's equity instruments, for example as the result of a share buy-back or a share-based payment plan, the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the owners of Donaco International Limited as treasury shares until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the owners of Donaco International Limited.

**Dividends**

Provision is made for the amount of any dividend declared, determined or announced by the directors on or before the end of the financial year but not distributed at balance date.

**Earnings per share**

*Basic earnings per share*

Basic earnings per share is calculated by dividing the profit attributable to the owners of Donaco International 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.



**Note 1. Significant accounting policies (continued)**

**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.

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 gross of GST and similar taxes. 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 consolidated entity for the annual reporting period ended 30 June 2019. 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 16 Leases*

The new standard will be effective for annual periods beginning on or after 1 January 2019. Early application is permitted, provided the new revenue standard, AASB 15 *Revenue from Contracts with Customers*, has been applied, or is applied at the same date as AASB 16. AASB 16 will primarily affect the accounting by lessees and will result in the recognition of almost all leases on the balance sheet. The standard removes the current distinction between operating and financing leases and requires recognition of an asset (the right to use the leased item) and a financial liability to pay rentals for almost all lease contracts. The accounting by lessors, however, will not significantly change.

The consolidated entity is currently assessing the impact of the adoption of this standard and will adopt it from 1 July 2019. The standard will primarily affect the accounting for the consolidated entity's operating leases. As at the reporting date, the consolidated entity has non-cancellable operating lease commitments of \$9,028,273, as disclosed in note 31. This relates entirely to the lease for the casino premises for a 50-year term. Based on preliminary assessment, the current arrangement will meet the definition of lease under AASB 16. The consolidated entity will recognise a right-of-use asset and a corresponding liability in respect of the property lease, and intends to apply the simplified transition approach and will not restate the comparative amounts for the year prior to adoption.

*AASB 2016-5 Amendments to Australian Accounting Standards - Classification and Measurement of Share-based Payment Transactions*

AASB 2016-5 clarifies the measurement basis for cash-settled share-based payments with performance conditions, modifications that change an award from cash-settled to equity-settled and equity-settled awards that include a 'net settlement' feature which requires employers to withhold amounts to settle the employee's tax obligations. There has been no significant impact on the financial statements.

**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. 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.

*Share-based payment transactions*

The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value of options is determined by using an amended Black-Scholes Merton model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

The value of shares issued to employees is based on the market value of shares traded on the ASX at the time of issue.

*Estimation of useful lives of assets*

The consolidated entity determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

The casino licence is stated at cost less impairment losses, if any. The licence issued by the royal government of Cambodia is renewable annually and deemed to be with indefinite useful life, and therefore should not be amortised. Its useful life is reviewed at each reporting period to determine whether events and circumstances continue to exist to support indefinite useful life assessment. Impairment testing by comparing its recoverable amount with its carrying amount is performed annually. In the event that the expected future economic benefits are no longer probable of being recovered, the licences are written down to their recoverable amount.

**Note 2. Critical accounting judgements, estimates and assumptions (continued)**

*Goodwill and other indefinite life intangible assets*

The consolidated entity tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 1. The recoverable amounts of cash-generating units have been determined based on the higher of value-in-use calculations and fair value less costs of disposal. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

*Income tax*

The consolidated entity is subject to income taxes in the jurisdictions in which it operates, including Cambodia, Vietnam and Hong Kong. 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.

*Employee share trust and option trust*

The consolidated entity has engaged an external unrelated third party to form trusts to administer the Group's employee share schemes. The consolidated entity has no ownership interest in the trusts and the trusts are not consolidated as they are not controlled by the consolidated entity. In determining whether or not the consolidated entity had control over the trusts, management considered the trust's status as an independent trust with an independent trustee, which holds the assets for the benefit of the employees rather than the consolidated entity.

*Allowance for expected credit losses*

The consolidated entity reviews the collectability of trade receivables on an ongoing basis. Debts which are known to be uncollectable are written off by reducing the carrying amount directly. An allowance for expected credit losses is raised when there is objective evidence that the consolidated entity will not be able to collect all amounts due according to the original terms of the receivables. The amount of expected credit loss is determined using the simplified approach which uses a lifetime expected loss allowance. The expected loss rates used in measuring the expected credit losses are based on historical loss rates, adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the debtors to settle the receivables. These factors include significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade receivables are impaired. The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows.

**Note 3. Operating segments**

*Identification of reportable operating segments*

The consolidated entity is organised into three operating segments: Casino operations in Vietnam, Casino operations in Cambodia and Corporate operations. These operating segments are based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

The consolidated entity is domiciled in Australia and operates predominantly in six countries: Australia, Cambodia, Vietnam, Singapore, Malaysia and Hong Kong. Casino operations are segmented geographically between casino operations in Vietnam and Cambodia.

The CODM reviews EBITDA (earnings before interest, tax, depreciation and amortisation). The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

The information reported to the CODM is on a monthly basis.

*Types of products and services*

The principal products and services of each of these operating segments are as follows:

Casino Operations - Vietnam	Comprises the Aristo International Hotel operating in Vietnam. These operations include hotel accommodation and gaming and leisure facilities.
Casino Operations - Cambodia	Comprises the Star Vegas Resort and Club, operating in Cambodia. These operations include hotel accommodation and gaming and leisure facilities.
Corporate Operations	Comprises the development and implementation of corporate strategy, commercial negotiations, corporate finance, treasury, management accounting, corporate governance and investor relations functions.

*Intersegment transactions*

Intersegment transactions were made at market rates. Intersegment transactions are eliminated on consolidation.

**DONACO INTERNATIONAL LIMITED**  
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**Note 3. Operating segments (continued)**

*Operating segment information for continuing operations*

	<b>Casino Operations Vietnam \$</b>	<b>Casino Operations Cambodia \$</b>	<b>Corporate Operations \$</b>	<b>Total \$</b>
<b>Consolidated - 2019</b>				
<b>Revenue</b>				
Sales to external customers	21,509,789	64,674,383	56	86,184,228
Interest	48,475	-	30,877	79,352
<b>Total revenue</b>	<b>21,558,264</b>	<b>64,674,383</b>	<b>30,933</b>	<b>86,263,580</b>
<b>EBITDA</b>				
Depreciation and amortisation	(4,488,371)	(5,553,091)	(7,703,194)	(10,127,357)
Impairment of assets	-	(200,084,349)	-	(200,084,349)
Interest revenue	48,475	-	30,877	79,352
Non-recurring items	-	-	(2,509,106)	(2,509,106)
Net exchange losses	(508,705)	-	(50,565)	(559,270)
Non-controlling interest	(219,956)	-	-	(219,956)
Finance costs	(890,933)	-	(5,626,973)	(6,517,906)
<b>Profit/(loss) before income tax expense</b>	<b>4,787,292</b>	<b>(179,223,395)</b>	<b>(15,944,856)</b>	<b>(190,380,959)</b>
Income tax expense				(3,611,734)
<b>Loss after income tax expense attributable to the owners of Donaco International Limited</b>				<b>(193,992,693)</b>
<b>Assets</b>				
Segment assets	83,902,536	187,064,234	7,423,164	278,389,934
<b>Total assets</b>				<b>278,389,934</b>
<b>Liabilities</b>				
Segment liabilities	14,935,618	11,786,631	56,045,344	82,767,593
<b>Total liabilities</b>				<b>82,767,593</b>
<b>Consolidated - 2018</b>				
<b>Revenue</b>				
Sales to external customers	25,905,756	66,606,184	199	92,512,139
Interest	57,851	-	36,151	94,002
<b>Total revenue</b>	<b>25,963,607</b>	<b>66,606,184</b>	<b>36,350</b>	<b>92,606,141</b>
<b>EBITDA</b>				
Depreciation and amortisation	(4,719,576)	(5,047,359)	(10,808,527)	(9,981,320)
Impairment of intangible asset	-	(143,860,973)	-	(143,860,973)
Interest revenue	57,851	-	36,151	94,002
Non-recurring items	-	-	681,507	681,507
Net exchange gains	171,936	-	169,435	341,371
Non-controlling interest	(261,944)	-	-	(261,944)
Finance costs	(1,156,882)	-	(9,098,971)	(10,255,853)
<b>Loss before income tax expense</b>	<b>8,623,630</b>	<b>(110,237,988)</b>	<b>(19,234,790)</b>	<b>(120,849,148)</b>
Income tax expense				(3,661,667)
<b>Loss after income tax expense attributable to the owners of Donaco International Limited</b>				<b>(124,510,815)</b>
<b>Assets</b>				
Segment assets	87,094,230	373,661,535	17,357,251	478,113,016
<b>Total assets</b>				<b>478,113,016</b>
<b>Liabilities</b>				
Segment liabilities	16,657,078	26,608,658	65,099,901	108,365,637
<b>Total liabilities</b>				<b>108,365,637</b>
Total liabilities				108,365,637

**DONACO INTERNATIONAL LIMITED**  
**Notes to financial statements**  
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**Note 3. Operating segments (continued)**

*Geographical information*

	Sales to external customers		Geographical non-current assets	
	2019	2018	2019	2018
	\$	\$	\$	\$
Australia	56	199	2,651,283	2,761,664
Vietnam	21,509,789	25,905,756	69,241,051	68,654,062
Cambodia	64,674,383	66,606,184	174,148,204	345,416,638
	<u>86,184,228</u>	<u>92,512,139</u>	<u>246,040,538</u>	<u>416,832,364</u>

	Consolidated	
	2019	2018
	\$	\$
Total reportable segment revenues	86,184,228	92,512,139
Other segment revenues	(479,918)	1,116,880
Total revenue and other income	<u>85,704,310</u>	<u>93,629,019</u>

*Revenue and other income*

*Major customers*

There was no single external customer that contributed 10% or more of the consolidated entity's revenue during the current and previous financial years.

	Consolidated	
	2019	2018
	\$	\$

**Note 4. Revenue**

**From continuing operations**

*Sales revenue*

Casino		
- Gaming revenue	67,868,793	74,514,551
- Non-gaming revenue	18,315,379	17,997,389
Corporate operations	56	199
Interest	79,352	94,002
Revenue from continuing operations	<u>86,263,580</u>	<u>92,606,141</u>

Gaming revenue represents net house takings arising from casino operations.

Non-gaming revenue represents house revenue from room rental, food and beverage sales and other related services recognised when the services are rendered.

**Disaggregation of revenue**

The consolidated entity derives revenue from the transfer of goods and services over time and at a point in time in the following operating segments:

	Casino Operations Vietnam	Casino Operations Cambodia	Corporate Operations	Total
	\$	\$	\$	\$
<b>Consolidated - 30 June 2019</b>				
<b>Revenue</b>				
Gaming revenue	12,271,369	55,597,424	-	67,868,793
Non-gaming revenue	9,238,420	9,076,959	-	18,315,379
Corporate operations	-	-	56	56
Interest	48,475	-	30,877	79,352
<b>Total revenue</b>	<u>21,558,264</u>	<u>64,674,383</u>	<u>30,933</u>	<u>86,263,580</u>
<b>Timing of revenue recognition</b>				
At a point in time	14,832,468	61,560,438	-	76,392,906
Over time	6,725,796	3,113,945	30,933	9,870,674
	<u>21,558,264</u>	<u>64,674,383</u>	<u>30,933</u>	<u>86,263,580</u>

**DONACO INTERNATIONAL LIMITED**  
**Notes to financial statements**  
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**Note 4. Revenue (continued)**

**Disaggregation of revenue (continued)**

	<b>Casino Operations Vietnam</b>	<b>Casino Operations Cambodia</b>	<b>Corporate Operations</b>	<b>Total</b>
	\$	\$	\$	\$
<b>Consolidated - 30 June 2018</b>				
<b>Revenue</b>				
Gaming revenue	14,023,965	60,490,586	-	74,514,551
Non-gaming revenue	11,881,791	6,115,598	-	17,997,389
Corporate operations	-	-	199	199
Interest	57,851	-	36,151	94,002
<b>Total revenue</b>	<b>25,963,607</b>	<b>66,606,184</b>	<b>36,350</b>	<b>92,606,141</b>
<b>Timing of revenue recognition</b>				
At a point in time	17,000,040	65,037,680	-	82,037,720
Over time	8,963,567	1,568,504	36,350	10,568,421
	<b>25,963,607</b>	<b>66,606,184</b>	<b>36,350</b>	<b>92,606,141</b>

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	\$	\$
<b>Note 5. Other (expenses) / income</b>		
Net foreign exchange (loss) / gain	(559,270)	341,371
Gain on derivative financial instrument at fair value through the profit and loss	-	681,507
Other (expenses) / income	<u>(559,270)</u>	<u>1,022,878</u>

**Note 6. Expenses**

Loss before income tax from continuing operations includes the following specific expenses:

<i>Depreciation</i>		
Land, buildings and structures	4,748,917	4,216,434
Furniture and fittings	86,623	305,076
Machinery and equipment	1,879,130	1,897,605
Office equipment and other	2,164,874	1,970,317
Motor vehicles	257,772	248,188
Consumables	987,800	1,341,602
	<u>10,125,116</u>	<u>9,979,222</u>
<i>Amortisation</i>		
Land right	2,241	2,098
	<u>2,241</u>	<u>2,098</u>
Total depreciation and amortisation	<u>10,127,357</u>	<u>9,981,320</u>
Operating lease payments	<u>388,990</u>	<u>353,355</u>
<i>Superannuation expense</i>		
Defined contribution superannuation expense	<u>72,848</u>	<u>76,766</u>
<i>Impairment of assets</i>		
Casino licence (see note 14)	186,644,711	143,860,973
Interactive gaming (see note 13)	3,674,155	-
Trade and other receivables (see note 9)	9,765,483	-
	<u>199,984,349</u>	<u>143,860,973</u>

**DONACO INTERNATIONAL LIMITED**  
**Notes to financial statements**  
**30 June 2019**

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
<b>Note 7. Income tax expense</b>		
<i>Income tax expense</i>		
Current tax	3,611,734	3,661,667
Aggregate income tax expense	<u>3,611,734</u>	<u>3,661,667</u>
Income tax expense is attributable to:		
Profit from continuing operations	3,611,734	3,661,667
Aggregate income tax expense	<u>3,611,734</u>	<u>3,661,667</u>
<i>Numerical reconciliation of income tax expense and tax at the statutory rate</i>		
Profit before income tax expense from continuing operations	<u>(190,161,004)</u>	<u>(120,587,204)</u>
Profits tax using:		
Australian corporation tax at the statutory tax rate of 30% (2018: 30%)	(57,048,301)	(36,176,162)
Tax effect of difference in overseas corporation tax at the statutory tax rate of 20% (2018: 20%)	1,692,781	11,524,310
Tax effect amounts which are not deductible in calculating taxable income	50,784,436	30,560,656
Losses not brought to account	7,598,241	2,941,532
Tax exempt profits from Cambodian operations (note (a))	(1,998,176)	(7,005,429)
Obligation payments in Cambodia (note (a))	3,002,735	2,620,496
Adjustment for investment spending in Vietnam	<u>(419,982)</u>	<u>(803,736)</u>
Income tax expense	<u>3,611,734</u>	<u>3,661,667</u>

(a) Income tax in profit or loss

Income tax includes obligation payments totalling \$3,002,735 (2018: \$2,620,496) payable to the Ministry of Economy and Finance of Cambodia ("MOEF").

As at the date of this report, the Casino Law in respect of casino taxes in Cambodia is yet to be introduced. The MOEF levies an Obligatory Tax Payment, payable on a monthly basis. The Obligatory Tax Payment is comprised of a fixed gaming tax and a fixed non-gaming tax payment. In addition, an annual casino licence fee of USD30,000 is paid.

In respect of gaming activities, DNA Star Vegas Co., Ltd (DNA Star Vegas) has to pay the obligatory payment which is a fixed gaming tax and with the payment of this fixed gaming tax, DNA Star Vegas will be exempted from all categories of taxes on gaming activities including advance profits tax, minimum tax and advance tax on distribution of dividends.

As for non-gaming obligatory payment, it is considered as a composite of various other taxes such as salary tax, fringe benefit tax, withholding tax, value-added tax, patent tax, tax on rental of moveable and unmoveable assets, minimum tax, advance profit tax, advertising tax and specific tax on entertainment services.

Monthly payments for the obligatory payment are due on the first week of the following month. DNA Star Vegas has made the obligatory payment on timely manner.

In the event of late payment within 7 days from the due date, there will be a penalty of 2% on the late payment and interest of 2% per month. In addition, after 15 days when official government notice is issued to DNA Star Vegas for the late payment and additional penalty of 25% will be imposed. In the case where DNA Star Vegas does not comply with the above-mentioned requirements, the MOEF will not issue the casino licences to DNA Star Vegas in the successive years.

Certain amendments to the Law of Investment ("LOI") and Law of Taxation ("LOT") were promulgated in March 2003. Under the amendments made to the LOT, distribution of dividends to non-residents will be subject to a withholding tax on the distribution of net of 20% corporate tax, at a rate of 14%, resulting in a net distribution tax of 31.2%. These amendments are not applicable to DNA Star Vegas as they will be regulated by the Casino Law which is yet to be enacted.

(b) The parent entity has not brought to account tax losses with a tax effect of \$1,141,339 (2018: \$1,323,933).

**DONACO INTERNATIONAL LIMITED**  
**Notes to financial statements**  
**30 June 2019**

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	\$	\$
<b>Note 8. Current assets - cash and cash equivalents</b>		
Cash on hand	20,308,499	28,360,270
Cash at bank	5,695,441	16,130,913
Cash in transit	961,482	840,465
Short-term deposit	412,486	1,743,941
	<u>27,377,908</u>	<u>47,075,589</u>

<b>Note 9. Current assets - trade and other receivables</b>		
Trade receivables	1,788,448	2,389,633
Other receivables	974,210	8,132,629
Interest receivable on bank deposits	89	683
Tax related receivables	14,699	22,085
	<u>2,777,446</u>	<u>10,545,030</u>

*Impairment of receivables*

The consolidated entity has recognised a loss of \$9,765,483 in respect of impairment of receivables for the year ended 30 June 2019 (2018: \$nil).

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	\$	\$
<b>Note 10. Current assets - inventories</b>		
Food and beverage - at cost	<u>1,149,324</u>	<u>1,397,344</u>

<b>Note 11. Current assets - prepaid construction costs</b>		
Prepaid construction costs	<u>38,800</u>	<u>1,811,360</u>

Amounts recognised as prepaid construction costs relate to tranche payments made to third party developers in connection with the construction of the new Aristo Casino. Tranche payments are made in advance of construction work being performed in accordance with the terms of the contractor agreements, however once associated works have been completed an amount equal to the tranche payment is transferred from prepaid construction costs to non-current construction in progress.

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	\$	\$
<b>Note 12. Current assets - other</b>		
Bonds and security deposits	505,586	5,379
Prepayments	447,620	324,245
Other current assets	52,712	121,705
	<u>1,005,918</u>	<u>451,329</u>

**DONACO INTERNATIONAL LIMITED**  
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	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
<b>Note 13. Non-current assets - property, plant and equipment</b>		
Leasehold buildings and structures - at cost	174,655,552	160,430,636
Less: Accumulated depreciation for leasehold buildings and structures	<u>(24,420,906)</u>	<u>(17,975,569)</u>
	<u>150,234,646</u>	<u>142,455,067</u>
Furniture and fittings - at cost	5,594,200	4,905,381
Less: Accumulated depreciation for furniture and fittings	<u>(5,505,540)</u>	<u>(4,753,580)</u>
	<u>88,660</u>	<u>151,801</u>
Machinery and equipment - at cost	46,433,136	40,459,999
Less: Accumulated depreciation for machinery and equipment	<u>(31,448,420)</u>	<u>(24,964,399)</u>
	<u>14,984,716</u>	<u>15,495,600</u>
Motor vehicles - at cost	2,569,132	2,298,287
Less: Accumulated depreciation for motor vehicles	<u>(1,969,042)</u>	<u>(1,528,435)</u>
	<u>600,090</u>	<u>769,852</u>
Office equipment and other - at cost	3,820,296	3,463,739
Less: Accumulated depreciation for office equipment and other	<u>(2,321,067)</u>	<u>(1,594,665)</u>
	<u>1,499,229</u>	<u>1,869,074</u>
Consumables	552,787	1,430,844
	<u>552,787</u>	<u>1,430,844</u>
Interactive gaming - at cost	3,804,363	-
Less: Accumulated impairment	<u>(3,804,363)</u>	<u>-</u>
	<u>-</u>	<u>-</u>
	<u>167,960,128</u>	<u>162,172,238</u>

*Reconciliations*

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

	<b>Leasehold buildings</b>	<b>Furniture &amp; fittings</b>	<b>Machinery and equipment</b>	<b>Motor vehicles</b>	<b>Office equipment and other</b>	<b>Consumables</b>	<b>Total</b>
<b>Consolidated</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Balance at 1 July 2017	139,310,121	437,154	16,183,761	556,193	2,118,116	2,739,028	161,344,373
Additions	1,394,907	-	2,447,269	572,456	202,874	4,560	4,622,066
Disposals	-	-	(368,940)	(136,702)	-	-	(505,642)
Exchange differences	5,966,473	19,723	(868,885)	26,093	1,518,401	28,858	6,690,663
Depreciation expense	<u>(4,216,434)</u>	<u>(305,076)</u>	<u>(1,897,605)</u>	<u>(248,188)</u>	<u>(1,970,317)</u>	<u>(1,341,602)</u>	<u>(9,979,222)</u>
Balance at 30 June 2018	142,455,067	151,801	15,495,600	769,852	1,869,074	1,430,844	162,172,238
Additions	2,506,055	9,020	189,100	33,475	1,880,136	68,929	4,686,715
Disposals	-	-	-	-	(38,358)	-	(38,358)
Exchange differences	10,022,441	14,462	1,179,146	54,535	(46,749)	40,814	11,264,649
Depreciation expense	<u>(4,748,917)</u>	<u>(86,623)</u>	<u>(1,879,130)</u>	<u>(257,772)</u>	<u>(2,164,874)</u>	<u>(987,800)</u>	<u>(10,125,116)</u>
Balance at 30 June 2019	<u>150,234,646</u>	<u>88,660</u>	<u>14,984,716</u>	<u>600,090</u>	<u>1,499,229</u>	<u>552,787</u>	<u>167,960,128</u>

Consumables represent low value, high turnover items that are depreciated in accordance with company policy and local legislation.



**DONACO INTERNATIONAL LIMITED**  
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	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
<b>Note 14. Non-current assets - intangibles</b>		
Goodwill - at cost	2,426,187	2,426,187
Land right - at cost	72,737	69,449
Less: Accumulated amortisation for land right	(42,610)	(38,262)
	<u>30,127</u>	<u>31,187</u>
Casino licence	424,607,676	395,467,920
Less: Accumulated Impairment	(349,491,254)	(143,860,973)
	<u>75,116,422</u>	<u>251,606,947</u>
	<u><u>77,572,736</u></u>	<u><u>254,064,321</u></u>

*Reconciliations*

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	<b>Goodwill</b>	<b>Land right</b>	<b>Casino licence</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Balance at 1 July 2017	2,426,187	32,353	386,681,694	389,140,234
Impairment of assets	-	-	(143,860,973)	(143,860,973)
Exchange differences	-	932	8,786,226	8,787,158
Amortisation expense	-	(2,098)	-	(2,098)
	<u>2,426,187</u>	<u>31,187</u>	<u>251,606,947</u>	<u>254,064,321</u>
Balance at 30 June 2018	2,426,187	31,187	251,606,947	254,064,321
Impairment of assets	-	-	(186,644,711)	(186,644,711)
Exchange differences	-	1,181	10,154,186	10,155,367
Amortisation expense	-	(2,241)	-	(2,241)
	<u>2,426,187</u>	<u>30,127</u>	<u>75,116,422</u>	<u>77,572,736</u>
Balance at 30 June 2019	<u><u>2,426,187</u></u>	<u><u>30,127</u></u>	<u><u>75,116,422</u></u>	<u><u>77,572,736</u></u>

*Impairment testing of goodwill*

Goodwill is monitored by the Chief Operating Decision Maker ('CODM') at the cash generating unit level. CODM reviews the business performance based on geography and type of business. It has identified two reportable cash generating units, Lao Cai and DNA Star Vegas. A business-level summary of the goodwill allocation is presented below:

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Lao Cai International Hotel JVC	2,426,187	2,426,187
Total goodwill	<u>2,426,187</u>	<u>2,426,187</u>

*Lao Cai - Goodwill*

The recoverable amount of the cash generating unit of Lao Cai has been determined based on the value in use calculation. To calculate this, cash flow projections are based on financial budgets approved by senior management covering a five year period.

The Group determines whether goodwill is impaired at least on an annual basis. To do so, the Group employs a value in use calculation using cash flow projections from financial budgets approved by senior management. Management has forecast a strong growth rate in budgeted gross margin for FY20 based on the growth in revenue from Aristo's main gaming floor, VIP gaming, and the increase in the number of slot machines. The new hotel room, entertainment, restaurant and bar revenue lines, with associated marketing programs, will increase visitation to the new hotel, which will also contribute to overall revenue growth. Gross margin projections for future years are based on past performance and management's expectations for future performance in each segment.

Management determined budgeted gross margin based on past performance and its expectations for the future and are considered to be reasonably achievable. The weighted average growth rates used are consistent with forecasts included in industry reports. The discount rates used reflect specific risks relating to the relevant segments and the countries in which they operate.

The recoverable amount calculation for goodwill is most sensitive to changes in growth rate and EBIT margin on sales. Based on sensitivity analysis performed, no reasonable change in these assumptions would give rise to an impairment.

No impairment has been recognised for the year ended 30 June 2019 (2018: nil).

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**Note 14. Non-current assets - intangibles (continued)**

*DNA Star Vegas - Casino Licence*

The casino licence relates to the licence to operate the DNA Star Vegas casino acquired on 1 July 2015. The licence is stated at cost less any impairment losses. This intangible asset is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

The recoverable amount of the cash-generating unit of DNA Star Vegas has been determined based on its value in use. Independent valuations of the 100% equity interest in DNA Star Vegas Company Limited were undertaken as at 31 December 2018 and as at 30 June 2019. As at 31 December 2018, adjustments were made to determine the value in use of the cash-generating unit which was reasonably determined to be \$331,232,365 (US\$233,789,077 converted at the spot rate). Based on the valuation undertaken as at 30 June 2019, the value in use was determined to be \$165,735,942 (US\$116,232,514).

The valuation as at 30 June 2019 was determined using budgeted gross margin based on past performance and its expectations for the future and are considered to be reasonably achievable. The valuation is based on a 5-year cash flow forecast period. The weighted average growth rates used are consistent with forecasts included in industry reports. The valuation uses a negative growth rate of 1.9% in the first year and a growth rate of 3% in subsequent years, with a terminal year growth rate of 3%. The discount rate used of 18.93% reflects specific risks relating to the relevant segments and the countries in which they operate. The discount rate has been increased compared to the prior period as a result of the increase in the company-specific risk premium from 2.5% to 6%. The valuation was determined using a foreign exchange rate between Thai Baht and US Dollar of 30.68 THB:1 USD. Capital expenditure of THB30 million (AU\$1.4 million at the spot rate) was included in the valuation.

Based on the valuation, the Directors determined an impairment loss of \$186,644,711 needed to be recognised as at 30 June 2019.

Apart from the impairment loss, the movement in the historical cost of the casino license is due to foreign exchange translation as the licence is denominated in foreign currency.

*Land right*

Intangible asset of \$30,127 (2018: \$31,187) relates to a 30-year land use right in the Socialist Republic of Vietnam. Land use right is stated at cost less accumulated amortisation and any impairment losses. The amortisation period is 30 years. This intangible asset is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

**Note 15. Non-current assets - construction in progress**

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Property construction works in progress - at cost	505,527	591,787

*Reconciliations*

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

<b>Consolidated</b>	<b>Construction WIP \$</b>
Balance at 1 July 2017	595,885
Additions	270,209
Disposals	(261,366)
Exchange differences	23,912
Transfers out	(36,853)
Balance at 30 June 2018	591,787
Additions	2,395,152
Exchange differences	48,003
Transfers out	(2,529,415)
Balance at 30 June 2019	505,527

Construction relates to costs incurred for the new construction of the Aristo Casino.

Amounts previously recognised as prepaid construction costs are transferred to construction in progress, once associated works have been completed.

Once recognised as part of construction in progress the amounts are then carried on the statement of financial position at cost, until such time as the asset is completed and ready for its intended use. Work in progress is not depreciated, but tested for impairment annually. Once ready for its intended use an amount equal to the cost of the completed asset will be transferred to property plant and equipment or non current prepayment and accounted for in accordance with the consolidated entity's accounting policy for each asset class.

**DONACO INTERNATIONAL LIMITED**  
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	Consolidated	
	2019	2018
	\$	\$
<b>Note 16. Non-current assets - other</b>		
Other debtors	2,147	4,018

**Note 17. Current liabilities - trade and other payables**

Trade payables (note 28)	7,168,624	4,842,651
Deposits received	93,559	97,285
Floating chips (note 28)	8,257,413	6,624,856
Interest payable	45,233	646,922
Other payables and accrued expenses	28,624,865	22,440,301
	<u>44,189,694</u>	<u>34,652,015</u>

Refer to note 28 for further information on financial instruments.

*Floating chips*

The number of floating chips is determined as the difference between the number of chips in use and the actual chips counted by the casino as at reporting date.

	Consolidated	
	2019	2018
	\$	\$
<b>Note 18. Current liabilities - borrowings</b>		
Joint Stock Commercial Ocean Bank	2,998,803	2,882,374
Mega International Commercial Bank Co Ltd	13,565,104	21,712,541
	<u>16,563,907</u>	<u>24,594,915</u>

Refer to note 28 for further information on financial instruments.

*Total secured liabilities*

The total secured current liabilities are as follows:

Joint Stock Commercial Ocean Bank	2,998,803	2,882,374
Mega International Commercial Bank Co Ltd	13,565,104	21,712,541
	<u>16,563,907</u>	<u>24,594,915</u>

The loan from Mega International Commercial Bank Co Ltd, which was initially drawn down on 1 July 2015 and refinanced on 14 August 2017, was restructured and refinanced under new binding agreements effective June 2019. Under the new refinancing terms, future principal repayments have been reduced to US\$5 million, with final settlement in June 2021.

The consolidated entity complied with loan covenants as amended by Mega Bank during the year and consequently continued to present the outstanding loan balance expected to be settled more than twelve months after the reporting period as a non-current liability as at 30 June 2019 (note 22).

*Assets pledged as security*

The loan from Mega International Commercial Bank Co. Ltd is secured by the following:

- i. A parent company guarantee from the parent entity for the debt owed by Donaco Hong Kong Limited;
- ii. A pledge of the shares in Donaco Hong Kong Limited owned by the parent entity (carrying value \$123,347,846, 2018: \$293,608,393);
- iii. A pledge of the shares in DNA Star Vegas Co. Ltd owned by Donaco Hong Kong Limited (carrying value \$165,735,942, 2018: \$443,615,198);
- iv. A pledge of the debt service reserve account maintained by Donaco Hong Kong Limited;
- v. A security assignment of contractual rights held by the parent entity under the purchase agreement for DNA Star Vegas;
- vi. A security agreement over the assets of DNA Star Vegas; and
- vii. A hypothec agreement over the land and buildings of DNA Star Vegas.

*Mortgage to Joint Stock Commercial Ocean Bank*

A mortgage was registered by the Ocean Bank of Vietnam over the assets of the Aristo International Hotel on 11 July 2011. Total borrowings as per the statement of financial position as at 30 June 2019 under this arrangement were \$4,498,205 (2018: \$7,205,935).

Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn down at any time.

**DONACO INTERNATIONAL LIMITED**  
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	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
<b>Note 18. Current liabilities - borrowings (continued)</b>		
<i>Financing arrangements</i>		
Unrestricted access was available at the reporting date to the following lines of credit (current and non current):		
Total facilities		
Bank loans	<u>35,943,361</u>	<u>70,401,487</u>
Used at the reporting date		
Bank loans	<u>35,943,361</u>	<u>70,401,487</u>
Unused at the reporting date		
Bank loans	<u>-</u>	<u>-</u>
<b>Note 19. Current liabilities - income tax</b>		
Provision for income tax	<u>1,764,696</u>	<u>2,008,402</u>
<b>Note 20. Current liabilities - employee benefits</b>		
Annual leave	200,407	140,590
Accrued salaries, wages and other benefits	<u>490,081</u>	<u>1,120,735</u>
	<u>690,488</u>	<u>1,261,325</u>
<b>Note 21. Non-current liabilities - trade and other payables</b>		
Other payables - non current	<u>123,760</u>	-
	<u>123,760</u>	-
<b>Note 22. Non-current liabilities - borrowings</b>		
Joint Stock Commercial Ocean Bank	1,499,402	4,323,561
Mega International Commercial Bank Co Ltd	<u>17,880,052</u>	<u>41,483,011</u>
	<u>19,379,454</u>	<u>45,806,572</u>
Refer to note 28 for further information on financial instruments.		
<i>Total secured liabilities</i>		
The total secured liabilities (current and non-current) are as follows:		
Joint Stock Commercial Ocean Bank	4,498,205	7,205,935
Mega International Commercial Bank Co Ltd	<u>31,445,156</u>	<u>63,195,552</u>
	<u>35,943,361</u>	<u>70,401,487</u>
<b>Note 23. Non-current liabilities - employee benefits</b>		
Long service leave	<u>55,594</u>	<u>42,408</u>
	<u>55,594</u>	<u>42,408</u>

**DONACO INTERNATIONAL LIMITED**  
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**Note 24. Equity - issued capital**

	<b>Consolidated</b>			
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
	<b>Shares</b>	<b>Shares</b>	<b>\$</b>	<b>\$</b>
Ordinary shares - fully paid	<u>823,592,773</u>	<u>823,592,773</u>	<u>358,656,945</u>	<u>358,656,945</u>
<b>Details</b>	<b>Date</b>	<b>Shares</b>	<b>\$</b>	
Balance	30 June 2017	831,211,424	359,968,884	
Employee short term incentive		-	766,014	
Share buybacks		<u>(7,618,651)</u>	<u>(2,077,953)</u>	
Balance	30 June 2018	823,592,773	358,656,945	
Balance	30 June 2019	<u>823,592,773</u>	<u>358,656,945</u>	

*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.

*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 subject to certain financing arrangements and meeting these is given priority in all capital risk management decisions. The financing arrangements contain certain covenants relating to interest cover (the ratio of consolidated EBITDA to consolidated finance charges), and debt ratio (the ratio of consolidated net debt to EBITDA), which apply to Donaco Hong Kong Limited. In addition, covenants relating to the debt equity ratio (the ratio of consolidated total debt to consolidated total equity), and minimum cash holdings, apply to the consolidated entity.

There have been no events of default on the financing arrangements during the financial year.

The capital risk management policy remains unchanged from the 2018 financial statements.

Treasury shares are shares in Donaco International Limited that are held by Smartequity EIS Pty Ltd for the purpose of issuing shares under the employee share scheme. Shares issued to employees are recognised on a first-in-first-out basis.

<b>Details</b>	<b>Number of</b>	<b>\$</b>
	<b>shares</b>	
Opening balance 1 July 2017	2,376,653	999,484
Shares issued to employees	<u>(1,781,429)</u>	<u>(766,014)</u>
Balance 30 June 2018	595,224	233,470
Balance 30 June 2019	<u>595,224</u>	<u>233,470</u>

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	Consolidated	
	2019	2018
	\$	\$
Revaluation surplus reserve	1,855,327	1,855,327
Foreign currency reserve	37,244,147	17,875,486
Employee share option reserve	3,088,689	2,809,651
	42,188,163	22,540,464

**Note 25. Equity - reserves**

Consolidated	Revaluation surplus reserve \$	Share-based payment reserve \$	Foreign currency reserve \$	Total \$
Balance at 1 July 2017	1,855,327	3,295,396	4,275,055	9,425,778
Foreign currency translation	-	-	13,600,431	13,600,431
Shares allocated to employees	-	(766,014)	-	(766,014)
Employee share options	-	280,269	-	280,269
	1,855,327	2,809,651	17,875,486	22,540,464
Balance at 30 June 2018	-	-	19,368,661	19,368,661
Foreign currency translation	-	279,038	-	279,038
Employee share options	-	-	-	-
	1,855,327	3,088,689	37,244,147	42,188,163
Balance at 30 June 2019				

Nature and purpose of equity reserves

*Revaluation surplus*

The revaluation surplus reserve is used to record increments and decrements in the fair value of net assets of disposed entities.

*Share-based payment*

The reserve is used to recognise:

- the grant date fair value of options issued to key management personnel but not exercised; and
- the issue of options held by the Employee Share Option Trust to key management personnel.

*Foreign currency*

Exchange differences arising on translation of the foreign controlled entity are recognised in other comprehensive income as described in note 1 and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed of.

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	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
<b>Note 26. Equity - retained profits</b>		
(Accumulated losses) / retained profits at the beginning of the financial year	(13,250,020)	115,374,413
Loss after income tax expense for the year	(193,992,693)	(124,510,815)
Dividends paid	-	(4,113,618)
Accumulated losses at the end of the financial year	<u>(207,242,713)</u>	<u>(13,250,020)</u>

**Note 27. Equity - dividends**

A new dividend policy was announced on 29 August 2017, which stated that the consolidated entity intends to pay out 10-30% of net profit after tax as dividends to shareholders, with the intention to provide regular half-yearly dividend payments, subject to the consolidated entity's then current working capital requirements and growth plans. Shareholders should note that the payment of dividends is not guaranteed.

No dividends were paid for the year ended 30 June 2019.

**Franking credit balance**

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Franking credits available for subsequent reporting periods after payment of tax liability based on a tax rate of 30% (2018: 30%)	<u>471,682</u>	<u>471,682</u>

**Note 28. Financial instruments**

**Financial risk management objectives**

The consolidated entity's activities expose it to a variety of financial risks: market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk. The consolidated entity'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 consolidated entity. The consolidated entity 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 ('finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the consolidated entity and appropriate procedures, controls and risk limits. Finance identifies, evaluates and hedges financial risks within the consolidated entity's operating units. Finance reports to the Board on a monthly basis.

*Market risk*

Market risk is the risk that changes in market prices, such as interest rate and foreign exchange rate will affect the consolidated entity's income.

*Foreign currency risk*

The consolidated entity is exposed to foreign exchange fluctuations in relation to cash generated for working capital purposes, denominated in foreign currencies and net investments in foreign operations, in which the functional currencies are Vietnamese Dong and Thai Baht.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting. An assessment of the sensitivity of the consolidated entity's exposure to interest rate movements was performed, and was found to be immaterial for the purposes of this disclosure.

Exchange rate exposures are managed within approved policy parameters and material movements are not expected. The consolidated entity does not enter into any forward exchange contracts to buy or sell specified foreign currencies.

The average exchange rates and reporting date exchange rates applied were as follows:

	<b>Average exchange rate</b>		<b>Reporting date exchange rate</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
<b>Australian dollars</b>				
USD	1.3975	1.2897	1.4259	1.3530
THB	0.0433	0.0397	0.0464	0.0409
VND	0.0001	0.0001	0.0001	0.0001
CNY	0.2048	0.1982	0.2076	0.2045
MYR	0.3387	0.3163	0.3443	0.3352
SGD	1.0235	0.9608	1.0535	0.9923
HKD	0.1782	0.1648	0.1826	0.1724

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**Note 28. Financial instruments (continued)**

The carrying amount of the consolidated entity's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows:

	Assets		Liabilities	
	2019	2018	2019	2018
<b>Consolidated</b>				
USD	21,146,435	13,044,387	(32,219,506)	(61,506,058)
VND	2,118,289	5,299,495	(7,084,087)	(9,690,246)
CNY	11,381,283	12,133,109	(7,295,175)	(6,175,459)
MYR	179,733	800,324	(100,428)	(72,731)
THB	12,458,113	27,070,484	(34,500,634)	(26,610,202)
SGD	141,515	132,179	(18,029)	(16,382)
EUR	3,238	-	-	-
HKD	45,174	257,378	(69,290)	(67,324)
	<u>47,473,780</u>	<u>58,737,356</u>	<u>(81,287,149)</u>	<u>(104,138,402)</u>

A 5% strengthening of the AUD against the various foreign currencies at the balance date would increase/(decrease) the Company's profit/(loss) after tax by the amounts shown below. The analysis assumes that all other variables remain constant.

Consolidated	% Change	AUD strengthened	
		Effect on profit after tax 2019	Effect on profit after tax 2018
USD	5%	553,654	2,423,084
VND	5%	248,290	219,538
CNY	5%	(204,305)	(297,883)
MYR	5%	(3,965)	(36,380)
THB	5%	1,102,126	(23,014)
SGD	5%	(6,174)	(5,790)
EUR	5%	(162)	-
HKD	5%	1,206	(9,503)
		<u>1,690,670</u>	<u>2,270,052</u>

A 5% weakening of the AUD against the various currencies would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

*Interest rate risk*

The consolidated entity's exposure to the risk of changes in market interest rates relates primarily to the consolidated entity's bank loans and debt obligations and its cash and cash equivalents. The consolidated entity manages its interest rate risk by using a combination of variable and fixed rate borrowings.

As at the reporting date, the consolidated entity had the following cash and cash equivalents:

Consolidated	2019		2018	
	Weighted average interest rate	Balance	Weighted average interest rate	Balance
	%	\$	%	\$
Bank loans	8.62%	(35,943,361)	8.19%	(70,401,487)
Cash at bank	0.54%	5,695,441	0.51%	16,130,913
Fixed deposits	5.50%	<u>412,486</u>	5.05%	<u>1,743,941</u>
Net exposure to cash flow interest rate risk		<u>(29,835,434)</u>		<u>(52,526,633)</u>

An analysis by remaining contractual maturities is shown in 'liquidity and interest rate risk management' below.

An assessment of the sensitivity of the consolidated entity's exposure to interest rate movements was performed, and was found to be not significant for the purposes of this disclosure.



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**Note 28. 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 consolidated entity. The consolidated entity has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The consolidated entity 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 consolidated entity does not hold any collateral.

**Liquidity risk**

Vigilant liquidity risk management requires the consolidated entity 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 consolidated entity maintains cash to meet all its liquidity requirements and manages its liquidity by carefully monitoring cash outflows due in a day-to-day and week-to-week basis. Furthermore, the consolidated entity's long term liquidity needs are identified in its annual Board approved budget, and updated on a quarterly basis through revised forecasts.

*Remaining contractual maturities*

The following tables detail the consolidated entity's remaining contractual maturity for its financial 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.

<b>Consolidated - 2019</b>	<b>Weighted average interest rate %</b>	<b>1 year or less \$</b>	<b>Between 1 and 2 years \$</b>	<b>Between 2 and 5 years \$</b>	<b>Over 5 years \$</b>	<b>Total contractual maturities \$</b>
<b>Non-derivatives</b>						
<i>Non-interest bearing</i>						
Trade payables	-	7,168,624	-	-	-	7,168,624
Floating chips	-	8,257,413	-	-	-	8,257,413
<i>Interest bearing - variable</i>						
Bank loans	8.62%	16,563,907	19,379,454	-	-	35,943,361
Total non-derivatives		31,989,944	19,379,454	-	-	51,369,398

<b>Consolidated - 2018</b>	<b>Weighted average interest rate %</b>	<b>1 year or less \$</b>	<b>Between 1 and 2 years \$</b>	<b>Between 2 and 5 years \$</b>	<b>Over 5 years \$</b>	<b>Total contractual maturities \$</b>
<b>Non-derivatives</b>						
<i>Non-interest bearing</i>						
Trade payables	-	4,842,651	-	-	-	4,842,651
Floating chips	-	6,624,856	-	-	-	6,624,856
<i>Interest-bearing - variable</i>						
Bank loans	8.19%	24,594,915	45,806,572	-	-	70,401,487
Total non-derivatives		36,062,422	45,806,572	-	-	81,868,994

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.

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**Note 29. Key management personnel disclosures**

*Directors*

The following persons were directors of Donaco International Limited during the financial year:

Stuart James McGregor	Non-Executive Director and Chairman
Joey Lim Keong Yew	Non-Executive Director (removed 18 July 2019)
Benedict Paul Reichel	Executive Director and Company Secretary
Benjamin Lim Keong Hoe	Non-Executive Director (removed 18 July 2019)
Robert Andrew Hines	Non-Executive Director (resigned 31 December 2018)
David John Green	Non-Executive Director (appointed 9 April 2019)

*Other key management personnel*

The following persons also had the authority and responsibility for planning, directing and controlling the major activities of the consolidated entity, directly or indirectly, during the financial year:

Paul Arbuckle	Chief Executive Officer (appointed 11 June 2019)
Chong Kwong Yang	Chief Financial Officer

*Compensation*

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

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Short-term employee benefits	1,471,879	2,744,060
Post-employment benefits	72,849	326,958
Share-based payments	195,619	259,516
	<u>1,740,347</u>	<u>3,330,534</u>

**Note 30. Remuneration of auditors**

During the financial year the following fees were paid or payable for services provided by Crowe the auditor of the company, and unrelated firms:

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
<i>Audit services - Crowe Sydney</i>		
Audit or review of the financial statements	123,000	99,500
	<u>123,000</u>	<u>99,500</u>
<i>Audit services - related firms</i>		
Audit or review of the financial statements	203,653	206,044
Preparation of the tax return	1,069	984
	<u>204,722</u>	<u>207,028</u>
<i>Audit services - unrelated firms</i>		
Audit or review of the financial statements	74,292	72,660
<i>Other services - unrelated firms</i>		
Preparation of the tax return	2,493	1,803
	<u>76,785</u>	<u>74,463</u>

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**Note 31. Commitments**

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
<i>Capital commitments</i>		
Committed at the reporting date but not recognised as liabilities, payable:		
Property construction works	-	599,871
Property, plant and equipment	79,741	37,914
	<u>79,741</u>	<u>637,785</u>
<i>Lease commitments - operating (as lessee)</i>		
Committed at the reporting date but not recognised as liabilities, payable:		
Within one year	389,837	311,063
One to five years	824,044	659,182
More than five years	7,814,392	7,580,362
	<u>9,028,273</u>	<u>8,550,607</u>

Operating lease commitments includes contracted amounts for various offices and sites within Australia and South East Asia under non-cancellable operating leases. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated.

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
<i>Lease commitments - operating (as lessor)</i>		
Committed at the reporting date but not recognised as liabilities, payable:		
Within one year	2,191,608	-
One to five years	3,887,003	-
	<u>6,078,611</u>	<u>-</u>

The consolidated entity leases out its premises in the DNA Star Vegas Casino under non-cancellable operating leases. The leases have remaining lease periods of between 1 to 2 years as at 30 June 2019.

**Note 32. Related party transactions**

*Parent entity*

Donaco International Limited is the legal parent entity. Donaco International Limited is listed on the Australian Securities Exchange (ASX: DNA).

*Subsidiaries*

Interests in subsidiaries are set out in note 34.

*Key management personnel*

Disclosures relating to key management personnel are set out in note 29 and the remuneration report included in the directors' report.

*Transactions with related parties*

The following transactions occurred with related parties during 2019:

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Leasing fees paid to Lee Hoe Property Co., Ltd - a director related entity	-	77,382
Rental received from director's immediate family	-	58,332
Rental received from Arte Mobile Technology Pte Ltd (subsidiary of iSentric Limited)	13,974	-
Technical support fees paid by Lao Cai JVC to iSentric Limited - a director related entity	-	139,243
Management fees received for Star Paradise Casino property from MMD Travel Co Ltd - a director related entity	-	477,992
Disposal of property, plant and equipment to previous owner of DNA Star Vegas Co, Ltd - a director related entity	-	141,351

The above transactions occurred at commercial rates.

There were no other payables or receivables from related parties at the current or previous reporting date.

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**Note 32. Related party transactions (continued)**

*Loans to/from related parties*

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

*Terms and conditions*

All transactions were made on normal commercial terms and conditions and at market rates.

**Note 33. Parent entity information**

Set out below is the supplementary information about the parent entity.

	<b>Parent</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
<i>Statement of profit or loss and other comprehensive income</i>		
Profit after income tax	<u>(173,848,343)</u>	<u>(344,111)</u>
Total comprehensive income	<u>(173,848,343)</u>	<u>(344,111)</u>
<i>Statement of financial position</i>		
Total current assets	<u>28,622,170</u>	<u>22,588,546</u>
Total assets	<u>208,760,764</u>	<u>372,987,687</u>
Total current liabilities	<u>52,466,322</u>	<u>43,137,126</u>
Total liabilities	<u>52,521,917</u>	<u>43,179,534</u>
Equity		
Issued capital	406,620,031	406,620,031
Employee share option reserve	3,088,688	2,809,651
Accumulated losses	<u>(253,469,872)</u>	<u>(79,621,529)</u>
Total equity	<u>156,238,847</u>	<u>329,808,153</u>

*Guarantees entered into by the parent entity in relation to the debts of its subsidiaries*

As at 30 June 2019, the parent entity acts as a guarantor for the facility provided by Mega International Commercial Bank Co. Ltd to a controlled entity, Donaco Hong Kong Limited.

*Contingent liabilities*

The parent entity had no contingent liabilities as at 30 June 2019 and 30 June 2018.

*Capital commitments - Property, plant and equipment*

The parent entity had no capital commitments for property, plant and equipment as at 30 June 2019 and 30 June 2018.

*Significant accounting policies*

The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 1, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity.

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**Note 34. Interests in subsidiaries**

The consolidated 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	
		2019 %	2018 %
Donaco Australia Pty Ltd	Australia	100.00%	100.00%
Donaco Singapore Pte Ltd	Singapore	100.00%	100.00%
Donaco Holdings Ltd *	British Virgin Islands	100.00%	100.00%
Donaco Holdings Sdn Bhd *	Malaysia	100.00%	100.00%
Lao Cai International Hotel Joint Venture Company *	Vietnam	95.00%	95.00%
Donaco Hong Kong Limited	Hong Kong	100.00%	100.00%
Prime Standard Limited	Hong Kong	0.00%	100.00%
Donaco Holdings (Hong Kong) Pte Ltd *	Hong Kong	100.00%	100.00%
DNA Star Vegas Co. Limited **	Cambodia	100.00%	100.00%
Donaco Entertainment & Marketing (Thailand) Ltd *	Thailand	0.00%	49.00%
Donaco Investment (S) Pte Ltd *	Singapore	100.00%	100.00%

\* Subsidiary of Donaco Singapore Pty Ltd  
 \*\* Subsidiary of Donaco Hong Kong Limited

The principal activities of each subsidiary are:

Donaco Australia Pty Ltd - Dormant (previously operated New Zealand games service, discontinued in January 2015).

Donaco Singapore Pte Ltd - Holding company for Vietnamese casino operations.

Donaco Holdings Ltd - Cost centre for corporate operations.

Donaco Holdings Sdn Bhd - Cost centre for corporate operations.

Donaco Holdings (Hong Kong) Pte Ltd - Cost centre for corporate operations and marketing activities.

Lao Cai International Hotel Joint Venture Company - Operates Vietnamese casino operations.

Donaco Hong Kong Limited - Holding company for Cambodian casino operations.

Prime Standard Limited - Dormant (previously cost centre for corporate operations). Deregistered 15 February 2019.

DNA Star Vegas Co. Limited - Operates Cambodian casino operations.

Donaco Entertainment & Marketing (Thailand) Ltd - Dormant (previously provided marketing services). While the ownership of this entity is below 50%, it is considered a controlled entity due to the provisions of the shareholders agreement which give the consolidated entity the right to appoint a majority of the board. Deregistered January 2019.

Donaco Investment (S) Pte Ltd - Investment company.

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**Note 34. Interests in subsidiaries (continued)**

*Summarised financial information*

Summarised financial information of the subsidiary with non-controlling interests that are material to the consolidated entity are set out below:

Lao Cai International Hotel Joint Venture Company

	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
<i>Summarised statement of financial position</i>		
Current assets	14,661,485	18,440,168
Non-current assets	69,241,051	68,654,062
Total assets	<u>83,902,536</u>	<u>87,094,230</u>
Current liabilities	20,912,194	20,065,651
Non-current liabilities	5,258,106	11,816,389
Total liabilities	<u>26,170,300</u>	<u>31,882,040</u>
Net assets	<u>57,732,236</u>	<u>55,212,190</u>
<i>Summarised statement of profit or loss and other comprehensive income</i>		
Revenue	21,558,264	25,963,606
Expenses	(16,551,017)	(17,078,032)
Profit before income tax expense	5,007,247	8,885,574
Income tax expense	(608,126)	(1,035,477)
Profit after income tax expense	<u>4,399,121</u>	<u>7,850,097</u>
<i>Statement of cash flows</i>		
Net cash from operating activities	8,597,554	6,077,364
Net cash used in investing activities	(570,287)	(1,529,638)
Net cash used in financing activities	(10,831,838)	(7,652,100)
Net decrease in cash and cash equivalents	<u>(2,804,571)</u>	<u>(3,104,374)</u>
<i>Other financial information</i>		
Profit attributable to non-controlling interests	219,956	261,944
Accumulated non-controlling interests at the end of reporting period	<u>2,019,946</u>	<u>1,799,990</u>

**Note 35. Events after the reporting period**

*Sale of shares*

On 5 July 2019, ASIC appointed Morgan Stanley Wealth Management Australia to sell 80,000,000 ordinary shares in the Company, pursuant to a decision by the Takeovers Panel to vest shares in the Commonwealth for sale by ASIC. These shares, representing approximately 9.71% of the Company's issued capital, were initially acquired by OL Master (Singapore Fund 1) Pte. Limited (OCP) between 7 and 31 December 2018, at the same time that OCP was seeking to liaise with Total Alpha Investments Limited (Alpha), a related party of Mr Joey Lim, the former Managing Director and Chief Executive Officer of the Company, in respect of a potential restructure of the terms of the bonds between OCP and Alpha (OCP and companies controlled by Mr Lim, including Alpha, had entered into a secured lending arrangement in 2017). On 27 February 2019, OCP enforced its security interest after defaults by the companies controlled by Mr Lim, and acquired shares representing 27.25% of the Company. This resulted in OCP having a total of 37% voting interest in the Company.

An application was submitted on 8 April 2019 by several shareholders of the Company (some, if not all of whom were parties to the secured lending arrangement) to the Takeovers Panel (the Panel) for a declaration of unacceptable circumstances. On 7 May 2019, the Panel made a declaration of unacceptable circumstances in relation to the share acquisition by OCP and ordered that the 80,000,000 shares be vested in ASIC for sale and that the sales process was to follow the requirements specified by the Panel.

In Cambodia, there was an award made by an arbitrator on 21 August 2019 ruling that the vendor is entitled to terminate the Star Vegas lease, however this decision is not enforceable unless it is affirmed by a court, and has already been appealed.

The Directors are not aware of any other events subsequent to the reporting period that may have a material impact on the financial statements.

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**Note 36. Net cash flows from operating activities**

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
a) Reconciliation of loss after income tax to net cash from operating activities		
Loss after income tax expense for the year	(193,772,737)	(124,248,871)
Adjustments for:		
Depreciation and amortisation	10,127,357	9,981,320
Impairment of assets	200,084,349	143,860,973
Share-based payments	279,037	280,269
Non cash finance costs	1,390,685	3,839,305
Gain on revaluation of derivative financial liability	-	(681,507)
Change in operating assets and liabilities:		
(Increase)/decrease in trade and other receivables	(1,997,898)	9,505,655
Decrease/(increase) in inventories	248,020	(503,870)
Decrease/(increase) in other operating assets	1,219,842	(1,390,974)
Increase/(decrease) in trade and other payables	9,679,172	(7,180,789)
(Decrease)/increase in provision for income tax	(243,706)	880,635
(Decrease)/increase in provisions for employee benefits	(557,651)	290,058
Net cash from operating activities	<u>26,456,470</u>	<u>34,632,204</u>

b) Change in liabilities arising from financing activities

	<b>2019</b>
	<b>\$</b>
Borrowings at beginning of the year (note 22)	70,401,487
Repayments	(39,749,023)
Foreign exchange adjustments	3,900,212
Other non-cash movements	<u>1,390,685</u>
Borrowings at end of the year (note 22)	<u>35,943,361</u>

**Note 37. Loss per share**

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Loss per share for loss from continuing operations		
Loss after income tax	(193,772,737)	(124,248,871)
Non-controlling interest	(219,956)	(261,944)
Loss after income tax attributable to the owners of Donaco International Limited	<u>(193,992,693)</u>	<u>(124,510,815)</u>

	<b>Numbers</b>	<b>Numbers</b>
Weighted average number of ordinary shares used in calculating basic loss per share	823,592,773	828,178,915
Adjustments for calculation of diluted loss per share:		
Options over ordinary shares	-	-
Weighted average number of ordinary shares used in calculating diluted loss per share	<u>823,592,773</u>	<u>828,178,915</u>

	<b>Cents</b>	<b>Cents</b>
Basic loss per share	(23.55)	(15.03)
Diluted loss per share	(23.55)	(15.03)

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**Note 38. Share-based payments**

**Employee shares**

*Share allocation FY18*

Under the employee share scheme, 1,781,429 shares were issued to employees on 3 October 2017, held by an employee share trust. These shares were issued at 41.99 cents per share and will vest over the three-year vesting period commencing on 1 July 2017.

**Employee options**

*Employee Option Allocation FY14*

At the Annual General Meeting on 21 November 2013, shareholders approved the establishment of a long term incentive (LTI) plan for executives, consisting of the annual grant of units under an option share trust (OST). On 23 December 2013, the Company announced that it had issued options amounting to 1% of its then issued capital (a total of 4,010,511 options) under the LTI plan. Approval for the issue of these options under an employee incentive scheme was obtained pursuant to ASX Listing Rule 10.14.

These options were not contributed to the OST until 1 July 2014. Accordingly employees were not allocated units in the OST until 1 July 2014. The remainder of these options expired in accordance with their terms on 1 July 2018.

*Employee Option Allocation FY15*

Pursuant to the approval granted by shareholders at the FY13 Annual General Meeting, further options were contributed to the OST for FY15. These options were not contributed to the OST until 1 July 2015, and accordingly employees were not allocated additional units in the OST until 1 July 2015. The remainder of these options either expired in accordance with their terms on 1 July 2018 or were cancelled on 1 October 2018.

*Employee Option Allocation FY16*

Pursuant to the approval granted by shareholders at the FY13 Annual General Meeting, further options were contributed to the OST for FY16. These options were contributed to the OST and employees were allocated additional units on 25 August 2015. The remainder of these options either expired in accordance with their terms on 1 July 2018 or were cancelled on 1 October 2018.

Set out below are summaries of options issued under the plan, all of which were cancelled or expired during the year ended 30 June 2019:

Grant date	Expiry date	Exercise price	Balance at start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
01/07/2014	01/07/2018	\$0.59	1,149,717	-	-	(1,149,717)	-
01/07/2015	01/07/2018	\$0.89	395,208	-	-	(395,208)	-
01/07/2015	01/07/2019	\$0.89	349,377	-	-	(349,377)	-
25/08/2015	01/07/2018	\$0.77	1,385,700	-	-	(1,385,700)	-
25/08/2015	01/07/2019	\$0.77	1,156,784	-	-	(1,156,784)	-
25/08/2015	01/07/2020	\$0.77	1,008,025	-	-	(1,008,025)	-
			5,444,811	-	-	(5,444,811)	-

No options remained exercisable at the end of the financial year:

Grant date	Expiry date	Exercise price	2019 Number	2018 Number
01/07/2014	01/07/2018	\$0.59	-	1,149,717
01/07/2015	01/07/2018	\$0.89	-	395,208
25/08/2015	01/07/2018	\$0.77	-	1,385,700
01/07/2015	01/07/2019	\$0.89	-	349,377
			-	3,280,002

The weighted average share price during the year ended 30 June 2018 was \$0.34.



**DONACO INTERNATIONAL LIMITED**  
**Notes to financial statements**  
**30 June 2019**

**Note 39. Contingent assets and liabilities**

*Court Proceedings*

Proceedings against Somboon Sukcharoenkraisri (the "vendor") for breach of non-competition clauses under the agreements of the sale and purchase of Star Vegas are still in process. The Company obtained an injunction on 25 December 2017, ordering the closure of the Star Paradise and Star Paramax casinos which were illegally operated by the vendor. A further appeal was submitted to a higher court by the vendor, contesting against the injunction. On 5 October 2018, the injunction was removed, but this is not a judgement on the merits of the claim. The vendor had also attempted to seek security rights over certain assets of Star Vegas in relation to his claim for the unpaid FY2017 management fee, however this was rejected by the court on 6 July 2018.

Paramax Co. Ltd, a vendor-related entity, filed a merit case petition against Donaco in Cambodia, requesting that the court order Donaco to refrain from publishing news related to the operations of the Paramax casinos, issue an apology letter and to pay USD1.1 million (equivalent to AUD 1.6 million) as compensation. There have been three pre-hearings for this matter between September and December 2018, however the hearing date is still to be determined.

The vendors are also joint owners of a Cambodian company, Lee Hoe Property Co. Ltd, which owns and leases the land occupied by the Star Vegas business. Threats were made by the vendor to terminate the lease, however an injunction against this was granted in favour of the Company. The vendor has commenced arbitration proceedings in Cambodia which was heard at an oral hearing on 28 February 2019. The arbitrator has extended the timeframe for making an award in this matter, pursuant to the Cambodian arbitration rules. An award was received on 21 August 2019. The arbitrator ruled that the lessor is entitled to terminate the lease. This decision is not enforceable unless it is affirmed by a court. The decision has already been appealed.

On 20 August 2018, the lessor obtained an order allowing him to develop the land outside the Star Vegas boundary, which was always agreed under the lease, provided that no competing casino or gaming business is built. The vendor has also commenced defamation proceedings in Thailand against Donaco and two of its directors, seeking damages of THB1 million (equivalent to AUD48k). No amounts have been recognised as at 30 June 2019 in relation to these proceedings as they are still in the early stages and no damages have been determined.

Donaco's legal claim against the vendor has been set down for arbitration proceedings in Singapore. A nine-day hearing was scheduled to commence on 29 July 2019. The hearing was not completed and a further hearing has been set for one week commencing 25 November 2019. Having considered expert legal and financial advice, the Company initially sought damages of USD190 million (equivalent to AUD271 million), however based on final valuation reports provided by expert valuation witnesses, the claim can be increased to USD240 million (equivalent to AUD342 million). No amount receivable has been recognised as at 30 June 2019 given the uncertainty over the outcome of the proceedings. The Supreme Court of New South Wales has granted a further extension of the freezing order over the Donaco shares held by the vendor until 4 October 2019.

The consolidated entity has no contingent liabilities which are required to be recognised as at 30 June 2019.

**DONACO INTERNATIONAL LIMITED**  
**Directors' declaration**  
**30 June 2019**

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 consolidated entity's financial position as at 30 June 2019 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



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Mr Stuart McGregor  
Chairman

27 September 2019  
Melbourne

# Independent Auditor's Report to the Members of Donaco International Limited

## Report on the Audit of the Financial Report

### Opinion

We have audited the financial report of Donaco International Limited (the Company and its subsidiaries (the consolidated entity)), which comprises the consolidated statement of financial position as at 30 June 2019, 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 statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of consolidated entity is in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the consolidated entity's financial position as at 30 June 2019 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 Report* section of our report. We are independent of the consolidated entity 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*

The title 'Partner' conveys that the person is a senior member within their respective division, and is among the consolidated entity of persons who hold an equity interest (shareholder) in its parent entity, Findex Consolidated entity Limited. The only professional service offering which is conducted by a partnership is the Crowe Australasia external audit division. All other professional services offered by Findex Consolidated entity Limited are conducted by a privately owned organisation and/or its subsidiaries.

Findex (Aust) Pty Ltd, trading as Crowe Australasia is a member of Crowe Global, a Swiss verein. Each member firm of Crowe Global is a separate and independent legal entity. Findex (Aust) Pty Ltd and its affiliates are not responsible or liable for any acts or omissions of Crowe Global or any other member of Crowe Global. Crowe Global does not render any professional services and does not have an ownership or partnership interest in Findex (Aust) Pty Ltd. Services are provided by Crowe Sydney, an affiliate of Findex (Aust) Pty Ltd. Liability limited by a scheme approved under Professional Standards Legislation. Liability limited other than for acts or omissions of financial services licensees.

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*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 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 report, which indicates that the consolidated entity's current liabilities exceeded its current assets by \$30,859,389 as at 30 June 2019. The consolidated entity recorded a net loss after tax of \$193,992,693, a net profit after tax and before impairment of \$6,091,656, and net operating cash inflows of \$26,456,470 for the year ended on that date. As stated in Note 1, the directors have prepared the 30 June 2019 financial report on a going basis and have been taking actions to address these financial positions. Should the events or actions set forth in Note 1 not eventuate, it may result in a material uncertainty that may cast significant doubt on the consolidated entity'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 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.

### ***Impairment assessment of intangible assets (Note 14)***

Key Audit Matter	How we addressed the key audit matter
<p>The consolidated entity recorded a casino licence asset of \$75.1 million as at 30 June 2019. The licence is classified as an intangible asset with indefinite useful life and is subject to annual impairment assessment.</p> <p>Impairment of \$186.6 million was recognised in the statement of profit or loss and other comprehensive income for the year based on impairment assessments performed as at 31 December 2018 and 30 June 2019.</p> <p>The impairment assessment of the intangible asset is a key audit matter because of the complexity and subjectivity involved, including key assumptions made.</p>	<p>Our audit procedures included, amongst others, the following:</p> <ul style="list-style-type: none"> <li>• Assessed management's determination of the cash generating unit ("CGU") and the CGU's carrying value.</li> <li>• Assessed reasonableness of cash flow forecasts by comparing the base year in the forecast calculation to the current period's actual results.</li> <li>• Assessed the appropriateness of the currency used in the model. The cash flow forecast is calculated in the Thai Baht (THB) and translated to the US Dollar (USD) at the valuation date, and subsequently translated into the Australian Dollar (AUD).</li> <li>• Together with our valuation specialists, assessed reasonableness of the key</li> </ul>

Key Audit Matter	How we addressed the key audit matter
	<p>assumptions used, being revenue growth rate, discount rate, and terminal growth rate.</p> <ul style="list-style-type: none"> <li>• Together with our valuation specialists, tested the mathematical accuracy and components of the model that supports the impairment assessment.</li> <li>• Checked the sensitivity of the impairment assessment by focusing on the discount rate.</li> <li>• Evaluated the adequacy of the judgments and sources of estimation uncertainty disclosures in the consolidated financial report.</li> </ul>

**Contingent assets and liabilities (Note 39)**

Key Audit Matter	How we addressed the key audit matter
<p>The consolidated entity is a party to several ongoing legal actions both initiated by and directed against the entity. Outcomes of these proceedings were uncertain at 30 June 2019.</p> <p>We determined this to be a key audit matter given the materiality of the amounts involved together with the level of judgement required in assessing the developments to ensure they are appropriately reflected in the financial report.</p>	<p>Our audit procedures, amongst others, included the following:</p> <ul style="list-style-type: none"> <li>• Obtained a list of litigation matters and held discussions with management on the status and outcome of each matter up to the date of this audit report.</li> <li>• Reviewed all solicitor's representation letters, including those received by the component auditors of DNA Star Vegas Co. Limited.</li> <li>• Held discussions with the component auditors of DNA Star Vegas Co. Limited to gain understanding of the impact on the consolidated financial report. Reviewed consolidated entity reporting package received.</li> <li>• Ensured completeness and accuracy of the disclosures included in the consolidated financial report.</li> </ul>

**Other Information**

The directors are responsible for the other information. The other information comprises the information included in the consolidated entity's Annual Report for the year ended 30 June 2019, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report 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 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 consolidated entity 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 consolidated entity or to cease operations, or have 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.

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

- Identify and assess the risks of material misstatement of the financial report, 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.
- 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 consolidated entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- 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 consolidated entity'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 report 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 consolidated entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves a true and fair view.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the consolidated entity to express an opinion on the consolidated entity financial report. The auditor is responsible for the direction, supervision and performance of the consolidated entity audit. The auditor remains solely responsible for the audit opinion.

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 the 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 report of the current period and are therefore the key audit matters. We describe these matters in the 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 the auditor's 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 11 to 19 of the directors' report for the year ended 30 June 2019.

In our opinion, the remuneration report of Donaco International Limited for the year ended 30 June 2019 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.

**Crowe Sydney****Suwari Asmono**

Partner

27 September 2019

Sydney



**DONACO INTERNATIONAL LIMITED**  
**Shareholder information**  
**30 June 2019**

The shareholder information set out below was applicable as at 31 August 2019.

**Distribution of equitable securities**

Analysis of number of equitable security holders by size of holding:

	<b>Number of holders of ordinary shares</b>
1 to 1,000	335
1,001 to 5,000	434
5,001 to 10,000	298
10,001 to 100,000	705
100,001 and over	253
	<u>2,025</u>

**Equity security holders**

*Twenty largest quoted equity security holders*

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

	<b>Ordinary Shares Number held</b>	<b>% of total shares issued</b>
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	237,248,752	28.81%
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	90,587,508	11.00%
CONVENT FINE LIMITED	60,353,318	7.33%
THE COMMONWEALTH OF AUSTRALIA C/- AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION	54,375,000	6.60%
SLIM TWINKLE LIMITED	38,012,485	4.62%
CITICORP NOMINEES PTY LIMITED	36,821,288	4.47%
MR KEONG YEW LIM	34,208,800	4.15%
MAX UNION CORPORATE DEVELOPMENT LTD	26,000,000	3.16%
BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	19,541,119	2.37%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	16,148,036	1.96%
NATIONAL NOMINEES LIMITED	16,027,237	1.95%
SPENCELEY MANAGEMENT PTY LTD <SPENCELEY FAMILY A/C>	13,936,665	1.69%
BNP PARIBAS NOMS (NZ) LTD <DRP>	13,330,000	1.62%
RHB SECURITIES SINGAPORE PTE LTD <CLIENTS A/C>	11,043,464	1.34%
BNP PARIBAS NOMS PTY LTD <UOB KH P/L AC UOB KH DRP>	8,171,736	0.99%
SPENCELEY MANAGEMENT PTY LTD <SPENCELEY FAMILY S/F A/C>	7,700,000	0.93%
MONEX BOOM SECURITIES (HK) LTD <CLIENTS ACCOUNT>	6,128,901	0.74%
BNP PARIBAS NOMS PTY LTD <UOB KAY HIAN PRIV LTD DRP>	5,157,043	0.63%
DEFENDER EQUITIES PTY LTD <DEFENDER AUS OPPORTUN FD A/C>	3,570,000	0.43%
TA SECURITIES HOLDINGS BERHAD	3,320,000	0.40%
	<u>701,681,352</u>	<u>85.20%</u>

*Unquoted equity securities*

	<b>Number on issue</b>
Employee options	-
Warrants	-

**DONACO INTERNATIONAL LIMITED**  
**Shareholder information**  
**30 June 2019**

**Substantial holders**

Substantial holders in the company are set out below:

	<b>Ordinary Shares</b>	
	<b>Number held</b>	<b>% of total shares issued</b>
Lim Keong Yew*	165,519,375	20.10%
Lim Keong Hoe (jointly held as part of Lim Keong Yew's holding)*	98,385,803	11.95%
Vincent Pirina and Mitchell Mansfield (receivers)*	158,574,603	19.25%
On Nut Road Limited and affiliates*	158,574,603	19.25%
Lee Bug Tong	73,599,765	8.98%
Lee Bug Huy	74,599,764	9.06%
Australian Securities and Investments Commission	61,710,000	7.49%

\* The majority of the shares held jointly by Lim Keong Yew and Lim Keong Hoe were controlled by receivers as at 31 August 2019, and were subsequently sold to On Nut Road Limited in September 2019. These holdings are all overlapping, not separate holdings.

**Voting rights**

The voting rights attached to ordinary shares and options are set out below:

*Ordinary shares*

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.

*Options*

There are no voting rights attached to options. Upon exercise of the option, the issued shares will confer full voting rights.

*Warrants*

There are no voting rights attached to warrants. Upon conversion of the warrant, the issued shares will confer full voting rights.

There are no other classes of equity securities.

**DONACO INTERNATIONAL LIMITED**  
**Corporate directory**  
**30 June 2019**

Directors	Stuart James McGregor - Non-Executive Chairman Joey Lim Keong Yew - Non-Executive Director (removed 18 July 2019) Benedict Paul Reichel - Executive Director Benjamin Lim Keong Hoe - Non-Executive Director (removed 18 July 2019) Robert Andrew Hines - Non-Executive Director (resigned 31 December 2018) David John Green - Non-Executive Director (appointed 9 April 2019) Yan Ho Leo Chan - Non-Executive Director (appointed 12 August 2019) Kurkye Wong - Non-Executive Director (appointed 12 August 2019) Yugo Kinoshita - Non-Executive Director (appointed 14 August 2019)
Company secretary	Benedict Paul Reichel
Notice of annual general meeting	The Annual General Meeting of Donaco International Limited will be held on 29 November 2019 at Level 5 126 Phillip Street Sydney NSW 2001 Commencing at 2:30pm (Sydney time)
Registered office	Level 18 420 George Street Sydney NSW 2000 Australia
Principal place of business	Level 18 420 George Street Sydney NSW 2000 Australia
Share register	Automic Level 5 126 Phillip Street Sydney NSW 2001 +61 2 9698 5414
Auditor	Crowe Sydney Level 15 1 O'Connell St Sydney NSW 2000
Stock exchange listing	Donaco International Limited shares are listed on the Australian Securities Exchange (ASX code: DNA)
Website	<a href="http://www.donacointernational.com">www.donacointernational.com</a>
Corporate Governance Statement	The Corporate Governance Statement of Donaco International Limited is available from our website <a href="http://www.donacointernational.com">www.donacointernational.com</a> , via the tab headed "Investor Relations".