





# Intiger Group Limited

ASX: IAM

Intiger Group Limited (previously 'Star Striker Limited') (ASX: IAM) (ACN 098 238 585) (Company) advised that all conditions precedent to the agreement entered into by the Company to acquire all of the issued capital of each of:

- (a) Intiger Asset Management Pty Ltd (ACN 606 729 328) (Intiger);
- (b) Intiger Process Enhancement Pty Ltd (ACN 610 159 209);
- (c) Intiger Asset Management Limited (a Hong Kong Company), HKCN 2254952;
- (d) Tiger 1 Limited (a Hong Kong Company), HKCN: 2258742;
- (e) Tiger 2 Limited (a Hong Kong Company), HKCN: 2258743; and
- (f) Lion 2 Business Process, Inc. (a Philippines Company), PIN: CS201522320,

as well as indirectly, Integra Asset Management Australia Pty Ltd (ACN 162 734 376), a wholly owned subsidiary of Intiger (together, the Intiger Group), (Acquisition) have been satisfied and the Company has completed the Acquisition.

## Consideration

On 29 June 2016, the Company announced that the Public Offer pursuant to the replacement prospectus dated 16 June 2016 (Prospectus) for up to 174,030,549 Shares at an issue price of \$0.02 per Share to raise up to \$3,480,610.98 (before costs) had closed fully subscribed. The Prospectus was a re-compliance prospectus for the purposes of satisfying Chapters 1 and 2 of the ASX Listing Rules and to satisfy ASX requirements for re-listing following a change to the nature and scale of the Company's activities.

In addition to the Public Offer, the Company issued the following securities on 18 August 2016 as detailed below:

- 500,000,000 Performance Shares (being 250,000,000 Class A Performance Shares and 250,000,000 Class B Performance Shares) to the vendors of the Intiger Group in consideration for the acquisition of all of the shares in each of the entities comprising the Intiger Group, pursuant to the Agreement;
- 50,000,000 Options to Merchant Capital Markets Pty Ltd (or its nominees) in consideration for the introduction of the Intiger Group to the Company;
- 50,000,000 Options to the Proposed Directors under the Incentive Option Plan; and
- 37,500,000 Shares to Mark Fisher as consideration for the extinguishment of debt owed by Intiger Asset Management Pty Ltd to Mark Fisher.

The capital structure of the Company following completion of the Offers and the Acquisition is summarised below:

Shares	Full Subscription (\$3,480,611)
Current issued capital	875,587,815
Issue of Shares pursuant to the Public Offer	174,030,549
Issue of Shares pursuant to the Acquisition	Nil
Issue of Debt Conversion Shares	37,500,000
<b>TOTAL</b>	<b>1,087,118,364</b>
Performance Shares	Full Subscription (\$3,480,611)



# Intiger Group Limited

ASX: IAM

Current issued capital	Nil
Issue of Performance Shares under the Acquisition	500,000,000
<b>TOTAL</b>	<b>500,000,000</b>
<b>Options</b>	<b>Full Subscription (\$3,480,611)</b>
Options currently on issue	302,682,093
Issue of Options pursuant to Options Offer	50,000,000
Issue of Options to key management personnel and employees of the Intiger Group	50,000,000
Issue of Options pursuant to the Acquisition	Nil
<b>TOTAL</b>	<b>402,682,093</b>

The Company held \$2,038,180 in cash as at 30 June 2017, compared to \$4,485,911 at 30 June 2016. Funds raising for the twelve months to 30 June 2017 was \$244,016 through exercise of options. The Company has cash resources and liquidity for the near term but as it looks forward is still reliant on the ongoing support of significant shareholders and directors.

### Operating results for the year

The statement of comprehensive income shows a net loss attributable to members of \$4,374,164 (2016: loss of \$1,072,419).

### Significant events after the reporting date

On 31 July 2017, Intiger announced the launch of 'BOOM', an industry leading Back Office Online Management Portal, to aggressively reduce the cost & improve the efficiency of core administrative and paraplanning processes for the financial planning profession. Created in response to overwhelming industry demand fueled by the crippling time and cost of compliance, paraplanning and administration that practice owners face, BOOM is designed and developed to deliver profession-changing cost reductions and profit growth to financial planning practice owners.

### Change of Company Name

Following shareholder approvals received at the General Meeting held on 10 June 2016, the Company confirmed the change of company name to "Intiger Group Limited" as registered with ASIC. Upon being readmitted to quotation on the ASX the Company's shares began trading under the new ASX ticker code "IAM".

### Board and Management Changes

Upon completion of the Acquisition, the Company appointed Mr Mark Rantall as Chairman (resigned 7 April 2017), Mr Patrick Canion as a Non-Executive Director and Mr Mark Fisher as Executive Director. The Company confirmed the resignation of Mr Sonu Cheema and Mrs Loren King as directors of the Company. Mr Cheema remained in the capacity as Company Secretary for the Company. Subsequent to the financial year ending 30 June 2017, Mr Mathew Walker resigned as a Non-Executive Director of the Company and Mr Tony Chong was appointed as a Non-Executive Director effective 7 August 2017.

### Status of Audit

This report is based on the Annual Financial Report which is in the process of being audited.

Patrick Canion

**Chairman**

**Reporting Period: 30 June 2017**



# Intiger Group Limited

ASX: IAM

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

### FOR THE FINANCIAL YEAR ENDED 30 JUNE 2017

	Notes	CONSOLIDATED	
		2017 \$	2016 \$
Operating income		472,281	-
Other revenue		16,420	13,749
Impairment write down	8	(4,491)	(115,673)
Share based payment expense		(1,252,491)	-
Other expenses	3(a)	(3,587,011)	(970,495)
<b>Loss before income tax expense</b>		<b>(4,355,292)</b>	<b>(1,072,419)</b>
Income tax expense		-	-
<b>Loss after tax from continuing operations</b>		<b>(4,355,292)</b>	<b>(1,072,419)</b>
<b>Net loss for the year</b>	13	<b>(4,355,292)</b>	<b>(1,072,419)</b>
<b>Other comprehensive income / (loss)</b>			
<b>Items that will be reclassified subsequently to profit or loss when specific conditions are met:</b>			
Exchange differences on translation of foreign operations		(18,872)	-
<b>Total comprehensive loss for the year</b>		<b>(4,374,164)</b>	<b>(1,072,419)</b>
<b>Comprehensive loss attributable to:</b>			
Owners of the parent entity		(4,374,164)	(1,072,419)
Non-controlling interest		-	-
		<b>(4,374,164)</b>	<b>(1,072,419)</b>
Basic loss per share (cents per share)	4	(0.399)	(0.223)
Basic loss per share from continuing operations (cents per share)	4	(0.399)	(0.223)
Diluted loss per share (cents per share)	4	(0.399)	(0.223)
Diluted loss per share from continuing operations (cents per share)	4	(0.399)	(0.223)

The accompanying notes form part of these financial statements.



# Intiger Group Limited

ASX: IAM

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2017

	Notes	CONSOLIDATED	
		2017 \$	2016 \$
<b>Current Assets</b>			
Cash and cash equivalents	5	<b>2,038,180</b>	4,485,911
Trade and other receivables	6	<b>95,283</b>	41,140
Other	7	<b>33,253</b>	5,758
<b>Total Current Assets</b>		<b>2,166,716</b>	4,532,809
<b>Non-Current Assets</b>			
Intangibles	14	<b>1,935,650</b>	-
Intiger loan facility	10	-	500,000
Available for Sale Assets	10	-	4,491
<b>Total Non-Current Assets</b>		<b>1,935,650</b>	504,491
<b>Total Assets</b>		<b>4,102,366</b>	5,037,300
<b>Current Liabilities</b>			
Trade and other payables	9	<b>504,323</b>	274,242
<b>Total Current Liabilities</b>		<b>504,323</b>	274,242
<b>Total Liabilities</b>		<b>504,323</b>	274,242
<b>Net Assets</b>		<b>3,598,043</b>	4,763,058
<b>Equity</b>			
Contributed equity	11	<b>40,583,804</b>	39,803,481
Reserves	12	<b>3,421,625</b>	1,011,671
Accumulated losses	13	<b>(40,407,386)</b>	(36,052,094)
<b>Total Equity</b>		<b>3,598,043</b>	4,763,058

The accompanying notes form part of these financial statements.



# Intiger Group Limited

ASX: IAM

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

### FOR THE FINANCIAL YEAR ENDED 30 JUNE 2017

	Notes	Contributed equity	Accumulated losses	Reserves	Total Equity/(Net Liabilities)
		\$	\$	\$	\$
<b>Balance at 1 July 2015</b>		<b>34,654,754</b>	<b>(34,979,674)</b>	<b>667,604</b>	<b>342,684</b>
Total comprehensive loss for the year	13	-	(1,072,419)	-	(1,072,419)
<b>Transactions with owners in their capacity as owners:</b>					
Shares issued (net of costs)	11	2,012,183	-	-	2,012,183
Shares to be issued under prospectus offer	11	3,480,611	-	-	3,480,611
Options issued	12	(344,067)	-	344,067	-
Options forfeited	12	-	-	-	-
<b>Total transactions with owners</b>		<b>5,148,727</b>	<b>-</b>	<b>344,067</b>	<b>5,492,794</b>
<b>At 30 June 2016</b>		<b>39,803,481</b>	<b>(36,052,094)</b>	<b>1,011,671</b>	<b>4,763,058</b>
<b>Balance at 1 July 2016</b>		<b>39,803,481</b>	<b>(36,052,094)</b>	<b>1,011,671</b>	<b>4,763,058</b>
Total comprehensive loss for the year	13	-	(4,355,292)	-	(4,355,292)
<b>Transactions with owners in their capacity as owners:</b>					
Shares issued (net of costs)	11	780,323	-	-	780,323
Shares to be issued under prospectus offer	11	-	-	-	-
Options issued	12	-	-	2,428,825	2,428,825
Options forfeited	12	-	-	-	-
Foreign exchange reserve		-	-	(18,872)	(18,872)
<b>Total transactions with owners</b>		<b>780,323</b>	<b>-</b>	<b>2,409,953</b>	<b>3,190,276</b>
<b>At 30 June 2017</b>		<b>40,583,804</b>	<b>(40,407,386)</b>	<b>3,421,624</b>	<b>3,598,043</b>

The accompanying notes form part of these financial statements.



# Intiger Group Limited

ASX: IAM

CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2017

	Notes	CONSOLIDATED	
		2017 \$	2016 \$
<b>Cash flows from operating activities</b>			
Receipts from customers		446,750	-
Interest income		16,420	13,748
Payment to suppliers and employees		(2,961,812)	(842,768)
<b>Net cash flows provided by/(used in) operating activities</b>		<b>(2,498,642)</b>	<b>(829,020)</b>
<b>Cash flows from investing activities</b>			
Payments for subsidiary, net of cash acquired		20,589	-
Loan facility		-	(500,000)
<b>Net cash flows provided by/(used in) investing activities</b>		<b>20,589</b>	<b>(500,000)</b>
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares and options		244,016	2,207,452
Proceeds from prospectus offer for shares to be issued		-	3,480,611
Share issue costs		(213,694)	(195,269)
<b>Net cash flows provided by/(used in) financing activities</b>		<b>30,322</b>	<b>5,492,794</b>
Net increase/(decrease) in cash and cash equivalents		<b>(2,447,731)</b>	4,163,773
Cash and cash equivalents at beginning of year		<b>4,485,911</b>	322,138
<b>Cash and cash equivalents at the end of the year</b>	5	<b>2,038,180</b>	4,485,911

The accompanying notes form part of these financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### FOR THE FINANCIAL YEAR ENDED 30 JUNE 2017

#### 1. GENERAL INFORMATION

During the year ending 30 June 2017, the Company lodged a re-compliance prospectus for the purposes of satisfying Chapters 1 and 2 of the ASX Listing Rules and to satisfy ASX requirements for re-listing following a change to the nature and scale of the Company's activities. The replacement prospectus dated 16 June 2016, replaced the original prospectus dated 2 June 2016 relating to the Securities of Intiger Group Limited (formerly Star Striker Limited) (ACN 098 238 585).

#### 2. SIGNIFICANT ACCOUNTING POLICIES

These unaudited preliminary consolidated financial statements are general purpose financial statements which have been prepared in accordance with the *Corporations Act 2001*, Accounting Standards and Interpretations, and comply with other requirements of the law.

The unaudited preliminary financial statements comprise the consolidated financial statements of the Company and its controlled entity (collectively the Group). The unaudited preliminary financial statements were authorised for issue by the directors on 31 August 2017.

##### 2.1.1 Basis of preparation

The financial statements comprise the unaudited preliminary consolidated financial statements of the Group. For the purposes of preparing the unaudited preliminary consolidated financial statements, the Company is a for-profit entity. Material accounting policies adopted in the preparation of these unaudited preliminary financial statements are presented below. They have been consistently applied unless otherwise stated.

##### 2.1.2 Statement of compliance

These unaudited preliminary financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board (**AAS Board**) and International Financial Reporting Standards (**IFRS**) as issued by the International Accounting Standards Board (**IASB**), and the *Corporations Act 2001* (Cth).

Australian Accounting Standards (**AASBs**) set out accounting policies that the AAS Board has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions to which they apply. Compliance with AASBs ensures that the unaudited preliminary financial statements and notes also comply with IFRS as issued by the IASB.

##### 2.1.3 Financial position

The unaudited preliminary consolidated financial statements have been prepared on an accruals basis and are based on historical costs modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. Historical cost is generally based on the fair values of the consideration given in exchange for goods and services.

The unaudited preliminary financial statements have been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business.



The Group has incurred a net loss after tax for the year ended 30 June 2017 of \$4,355,452 and a net cash outflow from operations of \$2,569,232. At 30 June 2017, the Group has net current assets of \$1,662,392 and net equity of \$3,598,043.

Based on a cash flow forecast, the Group has sufficient working capital to fund its mandatory obligations for the period ending 12 months from the date of this report. Should the Group be unable to generate sufficient funds from its operations or it is unable to raise sufficient capital, the planned operations and software development may have to be amended. The Board is confident in securing sufficient additional capital to fund the operations of the Group. The Directors consider the going concern basis of preparation to be appropriate based on forecast cash flows and confidence in raising additional funds.

#### 2.1.4 Basis of consolidation

These unaudited preliminary consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Intiger Group Limited ('Company' or 'Parent Entity') as at 30 June 2017 and the results of all subsidiaries for the year then ended. Intiger Group Limited and its subsidiaries are referred to in this financial report as the Group or the Consolidated Entity.

The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

In preparing the consolidated financial statements, all intercompany balances and transactions, income and expenses and profit and losses resulting from intra-group transactions have been eliminated in full. Subsidiaries are fully consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group. The parent controls an entity when it 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 over the entity.

Business combinations have been accounted for using the acquisition method of accounting.

#### 2.1.5 Use of estimates and judgments

The preparation of consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. These estimates and associated assumptions are based on historical experience and various factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Key estimates and judgements used in the preparation of these unaudited preliminary financial statements are included as follows.

##### *Recovery of financial assets*

The directors have reviewed the recoverability of the carrying amount of the Group's financial assets, made up of equity, options and receivables in relation to Sugar Dragon Limited. Significant management judgement is required in considering whether these financial assets will recover their full value in time or whether they should be impaired.

##### *Valuation of performance shares*

The Company is required to assess the value of the performance shares issued as part of the business combination (refer to note 14), which requires significant management judgement on assessing the likelihood of conversion. The Company has not assigned a value to the Performance Shares as these are contingent on future events for which no reasonable basis as to the likelihood of them converting is present.



# Intiger Group Limited

ASX: IAM

## Valuation of Options

During the period, Options were issued as part of the consideration for the Intiger acquisition, and further Options were issued to an advisor (being, Merchant Capital Markets Pty Ltd) for the introduction of the Intiger Group to the Company. Options were also issued on 21 April 2017 pursuant to the Company's Employee Incentive Scheme in consideration for services to be provided by certain employees of the Company. Significant management judgement is required in relation to assigning a value to the options.

## Impairment of intangibles with indefinite useful lives:

The Group determines whether intangibles with indefinite useful lives are impaired at least on an annual basis. This requires an estimation of the recoverable amount of the cash generating units to which the intangibles with indefinite useful lives are allocated.

## 2.1.6 Comparative figures

Where required by AASBs comparative figures have been adjusted to conform with changes in presentation for the current financial year.

	CONSOLIDATED	
	2017	2016
	\$	\$
<b>3. EXPENSES</b>		
<b>(a) Other expenses</b>		
Consulting fees	526,561	-
Legal fees	151,767	-
Administration expenses	1,034,274	626,543
Auditor's remuneration	50,525	65,245
ASX fees	62,944	57,984
Directors' fees and salaries	824,455	204,636
Secretarial fees	120,000	119,500
Professional accounting fees	61,994	12,260
Debt-to-equity conversion	750,000	-
	<b>3,587,011</b>	<b>1,086,168</b>



# Intiger Group Limited

ASX: IAM

#### 4. EARNINGS/(LOSS) PER SHARE

*Basic loss per share:*

Total basic loss per share

*Diluted loss per share*

Total diluted loss per share

The earnings and weighted average number of ordinary shares used in the calculation of basic per share is as follows:

Loss

Weighted average number of ordinary shares for the purposes of basic loss per share

Effect of dilution:

Share options (a)

Shares to be issued under prospectus offer (a)

Weighted average number of ordinary shares for the purposes of basic and diluted loss per share

CONSOLIDATED	
2017	2016
Cents per share	Cents per share
<b>(0.399)</b>	(0.223)
<b>(0.399)</b>	(0.223)
\$	\$
<b>(4,355,291)</b>	(1,072,419)
Number	Number
<b>1,092,248,140</b>	480,413,597
-	-
-	-
<b>1,092,248,140</b>	480,413,597

(a) Diluted loss per share arising from the options and unissued shares is not reflected as the result is anti-dilutive in nature.

#### 5. CASH AND CASH EQUIVALENTS

##### Reconciliation of cash

Cash at the end of the financial year as shown in the consolidated statement of cash flows is reconciled to items in the consolidated statement of financial position as follows:

Cash at bank and cash in hand

Cash held in trust account under prospectus offer

CONSOLIDATED	
2017	2016
\$	\$
<b>2,038,180</b>	868,974
-	3,616,937
<b>2,038,180</b>	4,485,911

#### 6. TRADE AND OTHER RECEIVABLES

##### Current

Other receivables (i)

CONSOLIDATED	
2017	2016
\$	\$
<b>95,283</b>	41,140
<b>95,283</b>	41,140

(i) Other receivables are non-interest bearing and expected to be received in 30 days.



# Intiger Group Limited

ASX: IAM

The Group has no concentration of credit risk with respect to any single counter party or group of counter parties. All of the other receivables are based in Australia. No amounts of other receivables are past due nor impaired.

## 7. OTHER CURRENT ASSETS

	CONSOLIDATED	
	2017	2016
<b>Current</b>	\$	\$
Prepayments	<b>33,252</b>	5,758
	<b>33,252</b>	5,758

## 8. IMPAIRMENT WRITE DOWNS

	CONSOLIDATED	
	2017	2016
	\$	\$
Impairment write down – Sugar Dragon (i)	<b>(4,491)</b>	(115,673)
	<b>(4,491)</b>	(115,673)

	CONSOLIDATED	
	2017	2016
<b>(i) Investment in Sugar Dragon</b>	\$	\$
Balance at the beginning of the year	<b>4,491</b>	120,164
Expenditure incurred	-	-
Impairment write down*	<b>(4,491)</b>	(115,673)
Carrying value of investment	-	4,491

Refer to Note 10 for further details around the carrying value and impairment recognised on the investment in Sugar Dragon.



# Intiger Group Limited

ASX: IAM

## 9. TRADE AND OTHER PAYABLES

### Current

Trade payables	
Accrued expenses	
Amounts refundable on over subscription of prospectus offer	

### CONSOLIDATED

2017	2016
\$	\$
<b>281,042</b>	73,250
<b>223,281</b>	66,292
-	134,700
<b>504,323</b>	<b>274,242</b>

Included in the above balance are the following amounts payable to current Directors and their related entities:

Current Directors and their related entities

<b>251,042</b>	9,000
<b>251,042</b>	<b>9,000</b>

## 10. OTHER FINANCIAL ASSETS

Unlisted Shares:

Cost (i)	
Accumulated impairment losses	
Net carrying amount	
Loan Receivable:	
Cost (ii)	
Net carrying amount	

### CONSOLIDATED

2017	2016
\$	\$
<b>4,491</b>	500,000
<b>(4,491)</b>	(495,509)
-	4,491
-	500,000
-	500,000

- (i) During the year ended 30 June 2015, a total of 7,692,308 fully paid ordinary shares were acquired at a conversion price of \$0.065 per share, providing IAM with a 15% equity position in Sugar Dragon Limited. Following the ASX decision to not admit Sugar Dragon Limited to official list pursuant to lodgement of a Prospectus with ASIC on 27 January 2016 and ASX listing application submitted on 2 February 2016, the management of Intiger Group recognised an impairment expense of \$4,491 for the year ended 30 June 2017 (2016: \$115,673).
- (ii) Pursuant to the binding term sheet, IAM provided Intiger Asset Management Pty Ltd a loan facility of up to \$500,000 in order to meet expenditure commitments and settle existing liabilities.

## 11. CONTRIBUTED EQUITY

Ordinary shares issued and fully paid	
Ordinary shares to be issued pursuant to prospectus offer	

### CONSOLIDATED

2017	2016
\$	\$
<b>40,583,804</b>	<b>36,322,870</b>
-	<b>3,480,611</b>
<b>40,583,804</b>	<b>39,803,481</b>



# Intiger Group Limited

ASX: IAM

Fully paid ordinary shares carry one vote per share and carry the right to dividends. Changes to the then Corporations Law abolished the authorised capital and par value concept in relation to share capital from 1 July 1998. Therefore, the company does not have a limited amount of share capital and issued shares do not have a par value.

<i>(i) Movement in ordinary shares on issue</i>	Number	\$
At 1 July 2015	<b>592,333,333</b>	34,654,754
Fully paid shares issued for cash		
• Option Conversion	<b>78,092,898</b>	314,372
• Share Placement	<b>205,161,584</b>	1,891,100
• Share issue costs	-	(192,752)
Shares to be issued – Prospectus offer (b)	-	3,480,611
Option reserve	-	(344,604)
At 30 June 2016	<b>875,587,815</b>	39,803,481
	<b>Number</b>	<b>\$</b>
At 1 July 2016	<b>875,587,815</b>	39,803,481
Fully paid shares issued for cash		
• Option Conversion	<b>31,252,032*</b>	244,016*
Share issue costs	-	(213,694)
Shares to be issued – Prospectus offer (b)	<b>174,030,549</b>	-
Shares issued for Debt Conversion	<b>37,500,000</b>	750,000
Option reserve	-	-
At 30 June 2017	<b>1,118,370,396</b>	40,583,804

\*Option conversion for 750,000 fully paid ordinary IAM shares processed as at 30 June 2017 with monies from options exercise received post 30 June 2017.

## (a) Capital management

Management controls the capital of the Group in order to provide the shareholders with adequate returns and ensure that the Group can fund its operations and continue as a going concern. The Group's debt and capital includes ordinary share capital and financial liabilities, supported by financial assets. There are no externally imposed capital requirements. Management effectively manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distributions to shareholders and share issues. There have been no changes in the strategy adopted by management to control the capital of the Group since the prior year. Refer to note 17 for how the Group manages its liquidity risk.



# Intiger Group Limited

ASX: IAM

## (b) Prospectus offer

Fully paid ordinary shares have the right to receive dividends as declared and entitle their holder to vote either in person or by proxy at a meeting of the Company. On 29 June 2016 the Company advised that its offer of up to 174,030,549 fully paid ordinary shares at an issue price of \$0.02 per Share to raise up to \$3,480,611 pursuant to the replacement prospectus dated 16 June 2016, had closed fully subscribed. Any additional applicants under the offer over and above the prescribed offer had been refunded application monies post year end. The shares were issued on 18 August 2016.

## 12. RESERVES

### Options Reserve

	CONSOLIDATED	
	Number	\$
At 1 July 2015	<b>303,961,801</b>	667,604
Options issued as per share placements	<b>77,194,826</b>	344,067
Options exercised	<b>(78,092,898)</b>	-
Options expired/forfeited	<b>(381,636)</b>	-
At 1 July 2016	<b>302,682,093</b>	1,011,671
Options issued	<b>140,000,000</b>	2,428,825
Options exercised	<b>(31,252,032)</b>	-
Options expired/forfeited	-	-
At 30 June 2017	<b>411,430,061</b>	3,440,496

The reserve is used to record the value of equity benefits provided to employees and directors as part of their remuneration.

### Foreign Exchange Reserve

At 1 July 2016	-
Exchange differences on translation of foreign operations	(18,872)
At 30 June 2017	(18,872)

The foreign currency translation reserve records exchange differences arising on translation of a foreign controlled subsidiary.

## 13. ACCUMULATED LOSSES

### Movements in accumulated losses

	CONSOLIDATED	
	2017	2016
	\$	\$
At 1 July	<b>(36,052,094)</b>	<b>(34,979,674)</b>
Loss attributable to the members of the parent entity	<b>(4,355,291)</b>	<b>(1,072,419)</b>
At 30 June	<b>(40,407,385)</b>	<b>(36,052,094)</b>

## 14. BUSINESS COMBINATION

On 18 August 2016, the Company announced the completion of the acquisition of Intiger Asset Management Pty Ltd and Associated Entities as below.

The Company has acquired all of the issued capital of each of:

Intiger Asset Management Pty Ltd (ACN 606 729 328) (Intiger);  
Intiger Process Enhancement Pty Ltd (ACN 610 159 209);  
Intiger Asset Management Limited (a Hong Kong Company), HKCN 2254952;  
Tiger 1 Limited (a Hong Kong Company), HKCN: 2258742;  
Tiger 2 Limited (a Hong Kong Company), HKCN: 2258743; and  
Lion 2 Business Process, Inc. (a Philippines Company), PIN: CS201522320,

as well as indirectly, Integra Asset Management Australia Pty Ltd (ACN 162 734 376), a wholly owned subsidiary of Intiger (together, the Intiger Group).

### Consideration

- \$50,000 cash consideration;
- \$500,000 non-cash consideration on effective settlement of pre-existing loan;
- 500,000,000 Performance Shares (being 250,000,000 Class A Performance Shares and 250,000,000 Class B Performance Shares) to the vendors of the Intiger Group in consideration for the acquisition of all of the shares in each of the entities comprising the Intiger Group, pursuant to the Agreement;
- 50,000,000 Options to the Proposed Directors under the Incentive Option Plan; and
- The total value of the consideration was \$1,726,333 comprising of an issue of equity instruments, cash and non-cash components as per above.

The Company has not assigned a value to the Performance Shares as these are contingent on future events for which no reasonable basis as to the likelihood of them converting is present. The key conversion terms and conditions on performance shares are listed below.

A Performance Share in the relevant class will convert upon the achievement of:

Class A: the aggregate audited consolidated net profit after tax of the Intiger Group being not less than A\$1,000,000 between the date of issue of the Performance Shares and 30 June 2019 (Milestone).

Class B: the aggregate audited consolidated net profit after tax of the Intiger Group being not less than A\$4,000,000 between the date of issue of the Performance Shares and 30 June 2019. (Milestone).

Class C: the aggregate audited consolidated net profit after tax of the Intiger Group being not less than A\$11,000,000 between the date of issue of the Performance Shares and 30 June 2019 (Milestone).

Class D: the aggregate audited consolidated net profit after tax of the Intiger Group being not less than A\$40,000,000 between the date of issue of the Performance Shares and 30 June 2019 (Milestone).

A Performance Share in the relevant class will, upon achievement of the relevant Milestone, convert into:

Class A: one Class C Performance Share and one Share.

Class B: one Class D Performance Share and one Share.

Class C: one Share.

Class D: one Share.

### Consideration transferred

Acquisition date fair value of the consideration transferred:





# Intiger Group Limited

ASX: IAM

	<b>30 June 2017</b>
	<b>\$</b>
Cash consideration	50,000
Non-cash consideration	500,000
Option issues	1,176,333
Total consideration	<b>1,726,333</b>

Acquisition related costs of \$292,857 are included in other expenses in the statement of comprehensive income. Directly attributable costs of raising equity have been included as a deduction from equity.

#### **Assets acquired and liabilities assumed at the date of acquisition**

The Group has provisionally recognised the fair values of the identifiable assets and liabilities based upon the best information available as of the reporting date. Provisional business combination accounting is as follows:

	<b>Fair value at acquisition date</b>
	<b>\$</b>
Cash and cash equivalents	70,589
Trade receivables	18,254
Less:	
Trade and other payables	(298,160)
Provisional fair value of identifiable net liabilities	(209,317)
<b>Value of Intellectual Property acquired (refer note i)</b>	<b>1,935,650</b>

The initial accounting for the acquisition of Intiger Group Limited has only been provisionally determined at the end of the half-year reporting period. As noted above, the consideration includes a significant portion contingent on performance conditions, which may be recognized should the achievement of these conditions becomes likely.

#### **(i) Value of Intellectual Property acquired**

The Group has assessed that the value of the excess of the consideration transferred, the amount of any noncontrolling interest in the acquiree, and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the net identifiable liabilities acquired is represented as the value of the Intellectual Property ("IP") of the Intiger Group acquired as part of the business combination.

#### **Net cash flow arising on acquisition**

The cash flow on acquisition is as follows:

	<b>30 June 2017</b>
	<b>\$</b>
Cash paid	(50,000)
Cash acquired	70,589
Net cash inflow	20,589



# Intiger Group Limited

ASX: IAM

- ENDS -

For further information, please contact:

**Sonu Cheema**

Company Secretary

P: +61 8 6489 1600

F: +61 8 6489 1601

E: [reception@cicerocorporate.com.au](mailto:reception@cicerocorporate.com.au)