

# **INTERNATIONAL CAPITAL INVESTMENTS LIMITED**

**Company Registration Number: 59158**

**Annual Report and Audited Financial Statements  
For the year ended 30 June 2023**

# **INTERNATIONAL CAPITAL INVESTMENTS LIMITED**

---

<b>Contents</b>	<b>Page</b>
Management and Administration	1
Report of the Directors	2 - 4
Independent Auditor's Report	5 - 6
Statement of Financial Position	7
Statement of Comprehensive Income	8
Statement of Changes in Equity	9
Statement of Cash Flows	10
Notes to the Financial Statements	11 - 18

# INTERNATIONAL CAPITAL INVESTMENTS LIMITED

---

## Management and Administration

### *Directors of the Company*

Bradley Hill  
Frank Boner  
Stuart Platt-Ransom  
David Walker (Resigned on 2 August 2023)

### *Registered Office*

11 New Street  
St Peter Port  
Guernsey  
GY1 2PF

### *Designated Manager and Administrator*

Vistra Fund Services (Guernsey) Limited  
11 New Street  
St Peter Port  
Guernsey  
GY1 2PF

### *Listing and Annual Sponsor*

Clarien BSX Services Limited  
25 Reid Street  
Hamilton  
HM11  
Bermuda

### *Investment Managers*

Global Capital Holdings (Australia) Proprietary Ltd  
Level 29  
The Chifley Tower  
2 Chifley Square  
Sydney  
New South Wales  
Australia

Investec Bank plc  
30, Grasham Street,  
London,  
EC2V 7QP

### *Independent Auditor*

Grant Thornton Limited  
St James Place  
St James Street  
St Peter Port  
Guernsey  
GY1 2NZ

# INTERNATIONAL CAPITAL INVESTMENTS LIMITED

## Report of the Directors

The Directors submit their Annual Report and Audited Financial Statements of International Capital Investments Limited (the "Company") for the year ended 30 June 2023.

On 8 December 2014, amended and restated Articles of Incorporation were adopted by Special Resolution to comply with the application by the Company to become a Registered Closed-Ended Investment Scheme and to enable the ordinary shares to be listed on the Bermuda Stock Exchange. The Company, on 25 March 2015, became licensed by the Guernsey Financial Services Commission as a Registered Closed-Ended Collective Investment Scheme under the provisions of The Protection of Investors (Bailiwick of Guernsey) Law, 2020, as amended. The Company is governed by the provisions of the Companies (Guernsey) Law, 2008, as amended.

On 6 July 2015, the Company was granted a listing for its ordinary shares on the Bermuda Stock Exchange.

On 17 January 2017, and again on 10 January 2018, the Articles of Incorporation of the Company were further amended by way of a Special Resolution as part of a review of the Company's operations.

## Incorporation

The Company was incorporated in Guernsey on 13 October 2014.

## Principal Activity

The Company's principal activity is to invest in a diversified portfolio of private equity and other specialised opportunities, with a predominant focus on investment in Australia.

## Results

The results for the year ended 30 June 2023 are stated in the Statement of Comprehensive Income on page 8.

At the year end no Dividend has been declared. (30 June 2022: Nil)

## Going Concern

The Directors deem it appropriate to adopt a basis other than going concern in preparing the Financial Statements given the fact they intend to realise the investments held by the Company and wind up operations in the next 12 months from the date of approving these Financial Statements. The Directors believe that the Company has sufficient funds available to meet its wind-down costs and day-to-day running costs for the next 12 months from the date of approving these Financial Statements.

The Directors consider that the net realisable amount of other assets and liabilities approximate to their fair value and no adjustment is required to their net realisable value under the non-going concern basis of accounting.

## Directors

The Directors during the year ended 30 June 2023, and to date, are listed on page 1. On 02 August 2023, David Walker resigned as Director of the Company. Details of Director remuneration and any Director related party transactions with the Company are disclosed in note 10 to the financial statements.

Pacol Investments RF Pty Limited ("Pacol") are the beneficial owners of 100% of the Company's shares in issue.

Mr Frank Boner is a Director of Pacol and controls 50% of the share capital of Pacol.

No other Director has any direct or indirect interest in the share capital of the Company.

No rights have been granted to any party to subscribe for further shares in the Company.

	For the year to 30 June 2019	For the year to 30 June 2020	For the year to 30 June 2021	For the year to 30 June 2022	For the year to 30 June 2023
	AUD	AUD	AUD	AUD	AUD
Profit / (loss) for the year	87,249	(282,660)	4,408,627	1,579,563	279,287
Total assets	14,851,056	14,578,267	13,462,753	15,078,111	4,320,576
Total liabilities	(73,536)	(83,407)	(59,266)	(95,061)	(58,239)
Total net assets	14,777,520	14,494,860	13,403,487	14,983,050	4,262,337

# INTERNATIONAL CAPITAL INVESTMENTS LIMITED

## Report of the Directors (continued)

### Summary financial information

#### Investment Portfolio

Investment Name and description of business	Cost AUD	Carrying Amount AUD	% of Portfolio
<u>Lighting Investments Australia Holdings Pty Limited</u> - An Australian lighting company that focused on the manufacturing, distribution and sale of lighting and allied electrical products predominantly within the commercial and industrial sectors and the company is being wound up.	1,214,368	621,800	31.30%
<u>EDU Holdings Limited</u> (Former UCW Limited) - Listed on the Australian Stock Exchange, the company operates education businesses in the Vocational Educational and Training Sector located in Australia.	2,061,991	1,364,552	68.70%

Please refer to note 6 of the financial statements for further detail on the basis of valuation of the above investments.

#### Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report and Financial Statements in accordance with applicable laws and regulations.

The Companies (Guernsey) Law, 2008 (the "Law") requires the Directors to prepare Financial Statements for each financial period. Under that law, the Directors have elected to prepare the Financial Statements in accordance with Generally Accepted Accounting Principles (United Kingdom Accounting Standards and applicable Guernsey law). Under the Law, the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these Financial Statements, the Directors are required to:

- select suitable accounting standards and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 102, have been followed, subject to any material departures disclosed and explained in the Financial Statements;
- prepare the Financial Statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the Financial Statements comply with The Protection of Investors (Bailiwick of Guernsey) Law, 2020, as amended and the Companies (Guernsey) Law, 2008, as amended. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

#### Disclosure of information to Auditor

The Directors who held office at the date of approval of this Report of the Directors confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

#### Independent Auditor

Grant Thornton Limited has indicated its willingness to act as the Company's independent auditor and a resolution for its reappointment will be proposed at the forthcoming Annual General Meeting of the Company.

Approved by the Board of Directors on 20 December 2023 and signed on their behalf by:



Bradley Hill

Director



Stuart Platt-Ransom

Director

**Independent auditor's report  
To the Board Members of International Capital Investments Limited**

**Opinion**

We have audited the financial statements of International Capital Investments Limited (the Company) which comprise the Statement of Comprehensive Income and the Statement of Financial Position and Notes to Financial Statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements:

- give a true and fair view of the financial position of the Company as at 30 June 2023, and of its financial performance and its cash flows for the year that ended;
- are in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'; and
- comply with the Companies (Guernsey) Law, 2008.

**Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs) and applicable law. Our responsibilities under those standards are further described in the 'Auditor's responsibilities for the audit of the financial statements' section of our report. We are independent of Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), together with the ethical requirements that are relevant to our audit of the financial statements in Guernsey, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Emphasis of matter – financial statements prepared on a basis other than going concern**

We draw attention to note 3 in the financial statements which explains that the directors intend to liquidate the company and therefore do not consider it to be appropriate to adopt the going concern basis of accounting in preparing the financial statements. Accordingly, the financial statements have been prepared on basis other than going concern as described in Note 3. Our opinion is not modified in respect of this matter.

**Other information**

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of directors for the financial statements**

The directors are responsible for the preparation of the financial statements which give a true and fair view in accordance with FRS 102, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

**Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs 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 these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

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

## Independent auditor's report

### Auditor's responsibilities for the audit of the financial statements (Continued)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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


### Use of our report

This report is made solely to the Company's members as a body, in accordance with section 262 of the Companies (Guernsey) Law, 2008. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which the Companies (Guernsey) Law, 2008 requires us to report to you if, in our opinion:

- proper accounting records have not been kept by the Company; or
- the Company's financial statements are not in agreement with the accounting records; or
- we have not obtained all the information and explanations, which to the best of our knowledge and belief, are necessary for the purposes of our audit.

DocuSigned by:  
  
55AB06199AAA481...  
**Grant Thornton Limited**  
Chartered Accountants  
St Peter Port, Guernsey

Date: 21 December 2023

# INTERNATIONAL CAPITAL INVESTMENTS LIMITED

## Statement of Financial Position

As at 30 June 2023

	Notes	30 June 2023 AUD	30 June 2022 AUD
<b>Non Current Assets</b>			
Investments	6	-	4,904,455
<b>Current Assets</b>			
Investments	6	1,986,352	-
Unpaid share capital	9	1	1
Debtors and prepayments	7	9,107	5,637
Cash and cash equivalents		2,325,116	10,168,018
		<u>4,320,576</u>	<u>10,173,656</u>
<b>Current Liabilities</b>			
Creditors: amounts falling due within one year	8	58,239	95,061
		<u>4,262,337</u>	<u>10,078,595</u>
<b>Net Current Assets</b>			
		<u>4,262,337</u>	<u>14,983,050</u>
<b>Net Assets</b>			
<b>Capital and Reserves</b>			
Share capital	9	20	110
Share premium	9	1,000,001	11,999,911
Reserves		3,262,316	2,983,029
		<u>4,262,337</u>	<u>14,983,050</u>
<b>Shareholders' Surplus</b>			
		<u>4,262,337</u>	<u>14,983,050</u>
Net Asset Value per Ordinary Share		2,188.83	1,379.69

These Financial Statements were approved by the Board of Directors, authorised for issue on 20 December 2023 and were signed on its behalf by:

  
Bradley Hill

Director

  
Stuart Platt-Ransom

Director

The notes on pages 11 to 18 form an integral part of these Financial Statements.



**INTERNATIONAL CAPITAL INVESTMENTS LIMITED****Statement of Comprehensive Income****For the year ended 30 June 2023**

	Notes	Year to 30 June 2023 AUD	Year to 30 June 2022 AUD
<b>Income</b>			
Realised gains on investments	6	2,587,944	4,593,454
Unrealised losses on investments	6	(2,156,708)	(2,978,875)
Unrealised foreign exchange movement on currency		2,176	(8,436)
Interest income		72,391	199,649
		<b>505,803</b>	<b>1,805,792</b>
<b>Expenses</b>			
Administration fees	10	72,267	68,735
Regulatory fees		17,684	19,603
Insurance fees		7,782	6,840
Audit fees		29,319	31,259
Directors' fees	10	97,711	91,696
General expenses		1,753	8,096
		<b>226,516</b>	<b>226,229</b>
<b>Profit for the year</b>		<b>279,287</b>	<b>1,579,563</b>
Other comprehensive income		-	-
<b>Total comprehensive income for the year</b>		<b>279,287</b>	<b>1,579,563</b>
Basic and diluted profit per Ordinary share	13	143.42	145.45

All activities are derived from continuing operations

The notes on pages 11 to 18 form an integral part of these Financial Statements.

**INTERNATIONAL CAPITAL INVESTMENTS LIMITED****Statement of Cash Flows****For the year ended 30 June 2023**

	<b>Year to 30 June 2023 AUD</b>	<b>Year to 30 June 2022 AUD</b>
<b>Cash flows from operating activities</b>		
Profit for the year	279,287	1,579,563
<b>Adjusted for:</b>		
Unrealised losses on revaluation of investments held at fair value	2,156,708	2,978,875
Unrealised foreign exchange movement on currency	(2,176)	8,437
Realised gains on sale of investments	(2,587,944)	(4,593,454)
Interest for the year	(72,391)	(199,649)
(Increase) / decrease in debtors and prepayments	(3,470)	1,300,787
(Decrease) / Increase in creditors and accrued expenses	(36,822)	35,795
Net cash (used in) / from operating activities	<u>(266,808)</u>	<u>1,110,354</u>
<b>Cash flows from investing activities</b>		
Proceeds on sale of investments	3,421,726	6,558,360
Net cash from investing activities	<u>3,421,726</u>	<u>6,558,360</u>
<b>Cash flows from financing activities</b>		
Redemption of shares	(11,000,000)	-
Interest received	4	4
Net cash (used in) / from financing activities	<u>(10,999,996)</u>	<u>4</u>
<b>Net (decrease) / increase in cash and cash equivalents</b>	<u><b>(7,845,078)</b></u>	<u><b>7,668,718</b></u>
Cash and cash equivalents at beginning of the year	10,168,018	2,507,737
Foreign exchange movement	2,176	(8,437)
<b>Cash and cash equivalents as at end of the year</b>	<u><b>2,325,116</b></u>	<u><b>10,168,018</b></u>

The notes on pages 11 to 18 form an integral part of these Financial Statements.

**INTERNATIONAL CAPITAL INVESTMENTS LIMITED****Statement of Changes in Equity  
For the year ended 30 June 2023**

	<b>Share Capital AUD</b>	<b>Share Premium AUD</b>	<b>Reserves AUD</b>	<b>Total Equity AUD</b>
<b>Balance as at 30 June 2021</b>	<b>110</b>	<b>11,999,911</b>	<b>1,403,466</b>	<b>13,403,487</b>
Redemption of ordinary shares	-	-	-	-
Total comprehensive income for the year	-	-	1,579,563	1,579,563
<b>Balance as at 30 June 2022</b>	<b>110</b>	<b>11,999,911</b>	<b>2,983,029</b>	<b>14,983,050</b>
Redemption of ordinary shares	(90)	(10,999,910)	-	(11,000,000)
Total comprehensive income for the year	-	-	279,287	279,287
<b>Balance as at 30 June 2023</b>	<b>20</b>	<b>1,000,001</b>	<b>3,262,316</b>	<b>4,262,337</b>

The notes on pages 11 to 18 form an integral part of these Financial Statements.

## **INTERNATIONAL CAPITAL INVESTMENTS LIMITED**

### **Notes to the Financial Statements For the year ended 30 June 2023**

---

#### **1. General Information**

---

International Capital Investments Limited is a Closed-Ended Investment Company established under the laws of Guernsey with limited liability on 13 October 2014. The Company's registration number is 59158. On 25 March 2015 the Company was licensed by the Guernsey Financial Services Commission ("GFSC") as a Registered Closed-Ended Collective Investment Scheme. International Capital Investments Limited is a limited life company with a termination date set for the 11th anniversary of the Initial Closing Date of 06 July 2015, or the 13th anniversary of the initial closing date, as the case may be, pursuant to the applicable resolution being passed by the majority of Investors.

The address of its registered office is 11 New Street, St Peter Port, Guernsey, GY1 2PF.

The Company's principal activity is to invest in a diversified portfolio of private equity and other specialised opportunities, with a predominant focus on investment in Australia.

On 6 July 2015 the Company was granted a listing for its ordinary shares on the Bermuda Stock Exchange.

#### **2. Statement of Compliance**

---

The Financial Statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom" ("FRS 102").

#### **3. Accounting Policies**

---

##### **(a) Basis of preparation**

These Financial Statements were prepared in accordance with FRS 102. The presentation currency of these Financial Statements and the functional currency of the Company is Australian Dollars ("AUD"). The board consider AUD to be the presentational and functional currency as the share capital was raised in AUD and a significant proportion of the net assets are AUD denominated.

The Financial Statements have been prepared under the historical cost convention, modified to include certain items at fair value and in accordance with applicable Guernsey Law and give a true and fair view.

The principal accounting policies applied in the preparation of these Financial Statements are set out below. These policies have been applied consistently unless otherwise stated.

##### **(b) Going concern**

The Directors deem it appropriate to adopt a basis other than going concern in preparing the Financial Statements given the fact they intend to realise the investments held by the Company and wind up operations in the next 12 months from the date of approving these Financial Statements. The Directors believe that the Company has sufficient funds available to meet its wind-down costs and day-to-day running costs for the next 12 months from the date of approving these Financial Statements.

The Directors consider that the net realisable amount of other assets and liabilities approximate to their fair value and no adjustment is required to their net realisable value under the non-going concern basis of accounting.

##### **(c) Foreign currency**

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the Statement of Financial Position date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the Statement of Comprehensive Income.

##### **(d) Income and expenses**

Income and expenses are recognised in the Statement of Comprehensive Income on an accruals basis.

##### **(e) Financial instruments**

Financial assets and financial liabilities are recognised when the Company becomes party to the contractual provisions of the instrument. Financial liabilities are classified according to the substance of the contractual arrangements entered into.

##### *i. Financial assets*

All financial assets are initially measured at transaction price, except for those financial assets classified as at fair value through profit and loss, which are initially measured at fair value (which is normally their cost as at the transaction date).

## **INTERNATIONAL CAPITAL INVESTMENTS LIMITED**

### **Notes to the Financial Statements (continued)**

**For the year ended 30 June 2023**

#### **3. Accounting Policies (continued)**

##### **(e) Financial instruments (continued)**

###### *i. Financial assets (continued)*

Equity instruments, mezzanine debt facilities and loan notes are measured at fair value, where fair value can be reliably measured, as their performance is evaluated on a fair value basis. Where the fair value of equity instruments, mezzanine debt and loan notes cannot be reliably measured, they are recorded at cost less impairment.

Senior debt facilities are measured at amortised cost using the effective interest method as they represent debt instruments where the contractual return to the holder is based on a positive fixed or variable rate.

Debtors and prepayments, as well as cash and cash equivalents, that are due within one year are measured at the undiscounted amount receivable. There are no debtors or prepayments due in more than one year.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party, or (c) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

###### *ii. Financial liabilities*

All financial liabilities are due within one year at recognition and measured at the undiscounted amount payable. These include creditors and accrued expenses. Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

###### *iii. Fair value*

The fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable willing parties in an arm's length transaction at the measurement date. Where available, fair value is based on observable market prices or parameters or derived from such prices or parameters. Where reliable observable prices or inputs are not available, valuation techniques are applied. These valuation techniques involve varying levels of management estimation and judgement, the degree of which is dependent on a variety of factors. Hierarchical levels, as defined by FRS 102, are directly related to the amount of subjectivity associated with the inputs to the valuation of these investments. See note 11 for further details.

The difference between cost and valuation, being an unrealised surplus/deficit on investments, is recognised in the Statement of Comprehensive Income. Realised surpluses and deficits on part sales of investments are arrived at by deducting the average costs of such investments from their sale proceeds and are recognised in the Statement of Comprehensive Income.

###### *iv. Valuation of Investments*

Critical judgement and estimation exists on the valuation of certain financial instruments which are valued using the latest available financial information provided by the manager or administrator of the instrument and also judgement is required in determining what constitutes "observable" inputs. It is the judgement of the directors that these valuations represent the fair value of these instruments. Further details of the valuation of these instruments are shown in note 6.

Listed investments are based upon quoted prices where the market is considered to be an active market and therefore do not involve a significant element of judgement or estimation. Listed investments that are not held on an active market, where the listed price is not deemed to reflect fair value, or where publicly available quoted prices are available on multiple exchanges but indicate conflicting fair values, are valued using the net asset value of the underlying audited financial statements.

## INTERNATIONAL CAPITAL INVESTMENTS LIMITED

### Notes to the Financial Statements (continued)

For the year ended 30 June 2023

#### 4. Significant judgements and key sources of estimation

In the application of the Company's accounting policies, which are disclosed above, the Directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The 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 if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The significant estimates are in respect of the value of the unlisted investments as shown in Note 6.

#### 5. Taxation

The Company is exempt from Guernsey taxation under the Income Tax (Exempt Bodies) (Guernsey) Ordinance, 1989. A fixed annual fee of GBP 1,200 is payable to the States of Guernsey in respect of this exemption.

#### 6. Investments

	30 June 2023	30 June 2022
	AUD	AUD
Opening portfolio cost	4,037,754	5,803,015
Redemptions at cost	(833,782)	(1,964,906)
Interest capitalised	72,387	221,728
Reversal of Interest accrued	-	(22,083)
<b>Closing portfolio cost</b>	<b>3,276,359</b>	<b>4,037,754</b>
Opening accumulated unrealised gain / (loss) on investments	866,701	3,845,576
Unrealised (loss) / gain on investments for the year	(2,156,708)	(2,978,875)
<b>Closing accumulated unrealised gain on investments</b>	<b>(1,290,007)</b>	<b>866,701</b>
<b>Closing valuation</b>	<b>1,986,352</b>	<b>4,904,455</b>

Please refer to page 3 for further details on the investment portfolio and to note 11 for further details on the closing valuation of investments.

In addition to the equity investments valued at nil, amounts have also been invested in Lighting Australia through their Senior Debt facility and their Mezzanine Debt facility.

An amount of AUD 229,075 was invested in the Lighting Australia Mezzanine Debt facility, in 2017, in order to acquire debt of AUD 5,890,500. With effect from 5 July 2018, this debt attracts interest at a fixed rate of 2.5%, capitalised on a quarterly basis. Prior to this date, interest was capitalised at 14% per annum on a quarterly basis. At the year end, this debt was valued at fair value at AUD 621,800 to the Company (30 June 2022: AUD 1,009,340). During the year, a partial repayment of the debt was made and the Company made a realised gain of AUD 5,191,711. Lighting Australia Mezzanine Debt facility has been valued on the basis of expected cash flows associated with the realisation of remaining assets in the group and expected costs and commitments associated with the ultimate winding up of the Lighting Australia group.

The Company invested ZAR 11.3m to acquire Notes, with a nominal value of ZAR 29.95m, in Sunshine Securities Designated Activity Company ("Sunshine"). These Notes, which mature in March 2045, attract no annual interest. No impairment has been provided for at year end (30 June 2022: AUD Nil). During the year all of the Notes were repaid and the Company made a realised gain of AUD 1,977,718.

**INTERNATIONAL CAPITAL INVESTMENTS LIMITED****Notes to the Financial Statements (continued)****For the year ended 30 June 2023****7. Debtors and prepayments**

	<b>30 June 2023</b>	<b>30 June 2022</b>
	<b>AUD</b>	<b>AUD</b>
Prepayments	9,106	5,636
Bank interest receivable	1	1
	<u><b>9,107</b></u>	<u><b>5,637</b></u>

**8. Creditors: amounts falling due within one year**

	<b>30 June 2023</b>	<b>30 June 2022</b>
	<b>AUD</b>	<b>AUD</b>
Administration fees payable (further detail - note 10)	-	33,020
Administration fees	17,839	-
Audit fee payable	31,853	29,479
Directors' fees payable (further detail - note 10)	7,148	29,770
Regulatory fees payable	-	1,487
Disbursements fees payable	1,399	1,305
	<u><b>58,239</b></u>	<u><b>95,061</b></u>

**9. Share Capital**

<b>Management shares</b>	<b>2023</b>	<b>2022</b>
	<b>AUD</b>	<b>AUD</b>
<b>Authorised</b>		
Management shares of AUD 1 each	<u>1</u>	<u>1</u>
<b>Issued and unpaid</b>		
Management shares of AUD 1 each	<u>1</u>	<u>1</u>

Management shares are not redeemable, do not carry any right to dividends and in a winding up rank only for a return of the amount of paid up capital on the management shares. The one issued management share is yet to be paid for and is reflected in current assets on the Statement of Financial Position. The one Management share in issue is entitled to one vote at a meeting of the shareholders of the Company.

**Ordinary Share Capital**

	<b>2023</b>	<b>2022</b>
	<b>No. of shares</b>	<b>No. of shares</b>
<b>Authorised</b>		
Ordinary shares of AUD 0.01 each	<u>999,000</u>	<u>999,000</u>
<b>Issued and fully paid</b>	<b>AUD</b>	<b>AUD</b>
1,947 Ordinary share (30 June 2022: 10,860 Ordinary shares) of AUD 0.01 each	<u>19</u>	<u>109</u>
<b>Share Premium</b>	<b>AUD</b>	<b>AUD</b>
In respect of ordinary share as at year end	<u>1,000,001</u>	<u>11,999,911</u>

The ordinary shares have a par value of AUD 0.01 each in the share capital of the Company, as well as fractions of such ordinary shares, as the context requires. The Company has one class of ordinary share which carries no right to fixed income. Each ordinary share in issue is entitled to one vote at any meeting of the shareholders of the Company.

## **INTERNATIONAL CAPITAL INVESTMENTS LIMITED**

### **Notes to the Financial Statements (continued)**

**For the year ended 30 June 2023**

#### **9. Share Capital (continued)**

On the Redemption Date, being the date one calendar month after the 11th anniversary of the Initial Closing Date of 6 July 2015, and subject to all investments having been liquidated and/or distributed, the Company shall be obliged to redeem all Ordinary Shares and payment shall be effected by the Administrator to the shareholder no later than 5 Business Days after the Redemption Date.

The Redemption Date may be extended to the 13th anniversary of the Initial Closing Date, pursuant to the applicable resolution being passed by the requisite majority of investors in a general meeting.

The Company shall, prior to the Redemption Date, have the right, but not the obligation, on receipt by it of a request of redemption of Ordinary Shares to redeem all or any part of such Ordinary Shares at such price and at such time or times and otherwise in such terms as the Directors may in their absolute discretion determine without prejudice to the interest of the holders of the remaining Ordinary Shares.

Any such redemption of Ordinary Shares prior to the Redemption Date will be subject to a settlement and registration fee of up to 1.25% of the total value of the applicable transaction, of which 0.75% of the total value of the applicable transaction is payable to and for the account of the Administrator.

During the year ended 30 June 2023, 8,912 shares (30 June 2022: NIL) were redeemed at a net asset value per ordinary share of AUD 1,234.23, for a total redemption amount of AUD 11,000,000 (30 June 2022: AUD NIL).

#### **10. Related party transactions**

Parties are considered to be related if one party has the ability to control the other party or to exercise significant influence over the other party in making financial or operational decisions or if one party is a member of the key management personnel of the other or of the parent company of the other.

Mr Boner, a Director of the Company, is the indirect beneficial owner of 50% of the share capital of the Company. Mr Boner is a 50% shareholder in Pacol Investments RF Pty Limited ("Pacol"), a company domiciled in South Africa. Pacol owns 100% of the share capital of the Company and as such is the immediate and ultimate parent company, and the ultimate controlling party. Pacol does not produce consolidated financial statements.

Mr Walker, was a Director of the Company, was also a Director of the Administrator, Vistra Fund Services (Guernsey) Limited. During the year under review, the Administrator was entitled to fees of AUD 72,267 (30 June 2022: AUD 68,735) of which AUD NIL (30 June 2022: AUD 33,020) remained outstanding at the year end.

Under the Investment Management Agreement ("IMA"), Global Capital Holdings (Australia) Proprietary Ltd ("Global") was entitled to an upfront fee of 0.25% of the Company's Funds on the aggregate subscription proceeds received by the Company, payable within thirty days of the Initial Closing Date, and an Annual Fee of 0.5% per annum on the Company's Funds, with the first fee payable together with the upfront fee for the period from the Initial Closing Date to 30 June 2015. Thereafter future annual Investment Manager's Fee would be paid six monthly in advance; commencing 1 July 2015. Finally a Performance Incentive fee may be paid. Should the Company receive an annual IRR of 10% on the cost of the Investment Portfolio an amount of 20% of the excess of the cash flows over the cost of the Investment Portfolio will be payable to Global.

With effect from 1 January 2017, the terms of the IMA with regards to fees were amended. As Global were not involved in the Management of all investments made by the Company, the basis of the fee due to Global was amended to 1% of the amounts the Company had invested in EDU Holding Limited, which continue to be managed by Global.

The Company's investments in EDU Holding Limited is considered investments in related parties, as this is controlled by Global.

All investments made after 1 January 2017, Lighting Investments and Sunshine Notes, were made using Investec Australia Limited ("IAL") as the Investment Manager.

In the current and previous financial years, IAL confirmed that they would not be charging any fees for the services that they provide under their proposed IMA. Therefore the overall Investment Manager Fee expense for the year was AUD Nil.

With effect from 12 December 2017, Mr Walker was entitled to GBP 15,000 per annum and Mr Platt-Ransom is entitled to a Directors fee of GBP 15,000 per annum. Mr Hill was entitled to an increase in director fee of GBP 7,500 in September 2021 on top of the GBP 15,000 per annum. With effect from 01 July 2023, Mr Boner is entitled to a Director's fee of GBP 15,000 per annum. Director fees for the year are as follows:

	Charge 2023 AUD	Charge 2022 AUD	Payable at the year end 2023 AUD	Payable at the year end 2022 AUD
Mr Platt-Ransom	27,513	27,172	-	6,616
Mr Hill	41,239	36,982	-	9,923
Mr Walker	28,958	27,542	7,148	13,231
	<u>97,710</u>	<u>91,696</u>	<u>7,148</u>	<u>29,770</u>



**INTERNATIONAL CAPITAL INVESTMENTS LIMITED****Notes to the Financial Statements (continued)****For the year ended 30 June 2023****11. Financial Instruments**

The carrying values of the Company's financial assets and liabilities are summarised by category below:

	<b>30 June 2023</b>	<b>30 June 2022</b>
	<b>AUD</b>	<b>AUD</b>
<b>Financial assets</b>		
Measured at fair value through profit or loss:		
Investment at fair value		
Lighting Investment Australia - Mezzanine Debt Facility	621,800	1,009,340
EDU Holdings Limited - Ordinary Shares	1,364,552	1,083,615
Sunshine Notes	-	2,811,500
Measured at undiscounted amount receivable:		
Debtors (excluding prepayments)	1	1
Cash and cash equivalents	2,325,116	10,168,018
<b>Total financial assets</b>	<b><u>4,311,469</u></b>	<b><u>15,072,474</u></b>
<b>Financial liabilities</b>		
Measured at undiscounted amount payable:		
Creditors and accrued expenses	58,239	95,061
<b>Total financial liabilities</b>	<b><u>58,239</u></b>	<b><u>95,061</u></b>

Under FRS 102, the Company is required to classify fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - Quoted Prices (unadjusted) for identical instruments in active markets

Level 2 - Inputs other than quoted prices within level 1 that are observable for instruments, either directly (that is, as prices) or indirectly (that is, derived from prices)

Level 3 - Valuation techniques using unobservable market data

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level of input that is significant to the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is classified as Level 3. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability.

The determination of what constitutes "observable" requires significant judgement by the Company. The Company considers observable data to be market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

The following table analyses within the fair value hierarchy the Company's financial assets and liabilities measured at fair value:

	<b>30 June 2023</b>	<b>30 June 2022</b>
	<b>AUD</b>	<b>AUD</b>
<b>Level 1 - Quoted Prices (unadjusted) for identical instruments in active markets</b>		
<i>Financial assets at fair value through profit or loss</i>	<u>1,364,552</u>	<u>1,083,615</u>
<b>Level 2 - Inputs other than quoted prices within level 1 that are observable for instruments, either directly (that is, as prices) or indirectly (that is, derived from prices)</b>		
<i>Financial assets at fair value through profit or loss</i>	<u>-</u>	<u>-</u>
<b>Level 3 - Valuation techniques using unobservable market data</b>		
<i>Financial assets at fair value through profit or loss</i>	<u>621,800</u>	<u>3,820,840</u>

## **INTERNATIONAL CAPITAL INVESTMENTS LIMITED**

### **Notes to the Financial Statements (continued)**

**For the year ended 30 June 2023**

#### **11. Financial Instruments (continued)**

Level 1 - As at 30 June 2023, the financial asset included Ordinary Shares in EDU Holdings Limited. The movement during the year relates to the fair value movement for this investment.

Level 2 - As at 30 June 2023, there are no financial assets and liabilities which have been classified within Level 2.

Level 3 - As at 30 June 2023, the Mezzanine Debt Facility in Lighting Investment Australia held at fair value have been classified within Level 3.

All Level 1 investments are valued via prices obtained from a recognised exchange, Level 2 investments are valued based on the NAV of the underlying audited Financial Statements and Level 3 investments are based upon the latest available information notified to the Company by the Investment Manager or administrator of the investment, which in the Directors' opinion represents the fair value of the investments at the year end date.

#### **12. Financial Risk Management**

The Investment Restrictions set out the risk management policies and guidelines for the Company. The main risks are summarised below.

##### **a) Market price risk**

This risk arises because the Company's investments are exposed to market price fluctuations, which are monitored by the Investment Manager. The Company has the following investment restrictions in place in order to manage this risk:

- A single investment may not exceed 30% of the aggregate amounts received by the Company from Investors (the "Company's Funds"), less an estimated amount of up to 1.5% of the Company's Funds (the "Expense Provision")
- A single investment strategy may not exceed 80% of the Company's Funds, less the Expense Provision.

These restrictions may be exceeded if the relevant investment is approved by Investors by Ordinary Resolution. As such, on 27 November 2017, an Ordinary Resolution was passed approving the investments into Lighting Investment Australia, each of which was in excess of 30% of the Company's Funds less the Expense Provision.

This investment policy remains unchanged from the previous year.

The Company's sensitivity to a 10% increase or decrease in market prices of assets held at fair value, hence excluding those held at cost and amortised cost, is as follows. 10% is deemed a reasonable estimate of likely movement in prices when compared with historical movements and latest market information.

	<b>Total Value of Investments AUD</b>	<b>Impact on Statement of Financial Position AUD</b>
<b>30 June 2023</b>	<u>1,986,352</u>	<u>+/- 198,635</u>
<b>30 June 2022</b>	<u>4,904,455</u>	<u>+/- 490,446</u>

##### **b) Credit risk**

The Company is exposed to credit risk on the counterparties with whom it trades. There exists a risk that counterparties may not perform their obligations and that settlement of transactions may not occur. It is the Directors' policy to enter into financial arrangements only with reputable counterparties and on this basis, places its cash and cash equivalents with Investec Bank (Channel Islands) Limited.

Investec Bank plc, the parent company of Investec Bank (Channel Islands) Limited, has a Moody's rating of A1 and a Fitch rating of BBB+ (30 June 2022 : A1 and BBB+ respectively). As at 30 June 2023, there is no collateral or security held by Investec Bank (Channel Islands) Limited in relation to the Company.

The Company is exposed to credit risk on its investments as a result of underperformance or withdrawal of investment in the underlying entities. The risk is mitigated by the thorough due-diligence process undertaken before an investment is made along with monitoring the investment throughout its life.

The Company's exposure to significant single investments is regularly monitored by the Investment Manager to ensure that any investments that exceed the agreed upon investment restrictions, per the Investment Management Agreement, are appropriately approved by Shareholders as set out in the Articles of Association of the Company.

**INTERNATIONAL CAPITAL INVESTMENTS LIMITED****Notes to the Financial Statements (continued)****For the year ended 30 June 2023****12. Financial Risk Management (continued)**

The following carrying amount of financial assets best reflects the maximum credit risk exposure at the year end:

Assets	30 June 2023 AUD	30 June 2022 AUD
Cash and cash equivalents	2,325,116	10,168,018
Debtors (excluding prepayments)	1	1
Financial assets at fair value through profit or loss	1,986,352	4,904,455
Financial assets at amortised cost	-	-
	<u>4,311,469</u>	<u>15,072,474</u>

**c) Liquidity risk**

The Company's assets consist mainly of investments in private equity and cash. The main liabilities of the Company are as detailed in note 8 of these Financial Statements. Liquidity risk may arise from the potential inability to pay these liabilities when they fall due and the potential difficulty in liquidating the Company's investments in order to meet these liabilities.

As the Company is a closed-ended fund, redemptions are only granted at the Directors' discretion. As a result, the Directors have the option to refuse redemption applications should this be required to mitigate liquidity risk.

As the Company currently has significant cash balances, well in excess of the amount of creditors due within one year, and the Investment Restrictions allow for an Expense Provision of up to 1.5% to be safeguarded from investment, the Directors are of the opinion that the Company has limited liquidity risk.

The Company's main financial commitments are amounts payable in relation to its ongoing annual operating expenses. The table below analyses these into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date.

30 June 2023	Less than 1 month AUD	1 - 3 months AUD	3 months to 1 year AUD	Total AUD
Administration fees	17,839	-	-	17,839
Directors' fees	7,148	-	-	7,148
Audit fees	-	-	31,853	31,853
Other payables	1,399	-	-	1,399
	<u>26,386</u>	<u>-</u>	<u>31,853</u>	<u>58,239</u>
<b>30 June 2022</b>	<b>Less than 1 month AUD</b>	<b>1 - 3 months AUD</b>	<b>3 months to 1 year AUD</b>	<b>Total AUD</b>
Administration fees	33,020	-	-	33,020
Directors' fees	29,770	-	-	29,770
Audit fees	-	-	29,479	29,479
Other payables	2,792	-	-	2,792
	<u>65,582</u>	<u>-</u>	<u>29,479</u>	<u>95,061</u>

**d) Currency risk**

The Company's assets may be acquired in currencies other than the base currency of the Company. The Company's exposure to foreign currency assets and liabilities is as follows;

	2023 AUD	2022 AUD
Assets based in Sterling	34,791	153,776
Liabilities based in Sterling	(58,239)	(95,061)
Net exposure to Sterling	<u>(23,448)</u>	<u>58,715</u>
Assets based in, and net exposure to, South African Rand	<u>-</u>	<u>2,811,500</u>

At 30 June 2023, had the exchange rate between Australian Dollars and the following currencies increased or decreased by 10% with all other variables held constant, the increase or decrease respectively in net assets attributable to holders of Ordinary Shares would be:

	2023 AUD	2022 AUD
Sterling	+/- (2,345)	+/- 5,872
South African Rand	-	+/- 281,150

## **INTERNATIONAL CAPITAL INVESTMENTS LIMITED**

### **Notes to the Financial Statements (continued)**

**For the year ended 30 June 2023**

#### **12. Financial Risk Management (continued)**

##### **d) Currency risk(continued)**

The Directors are of the opinion that risk in relation to exchange rate fluctuations, while potentially material to the Company, is adequately mitigated by holding a significant proportion of net assets in the base currency. The costs of implementing an effective hedging policy to fully mitigate this risk are not deemed to be in the best interests of the shareholders of the Company. The Directors view the main currency exposure, to Sterling, as being with a stable currency not normally subject to material fluctuations.

##### **e) Capital management**

The capital of the Company is represented by its equity and reserves. The capital and reserves of the Company, along with their movements for the year are detailed in the Statement of Changes in Equity on page 9.

The Company's capital can change significantly as a result of subscriptions and redemptions. As the Company is a closed-ended fund, redemptions are only granted at the Directors' discretion. As a result, the Directors have the option to refuse redemption applications in whole or in part in order to maintain the capital structure.

##### **f) Interest rate risk**

The Company is exposed to interest rate risk associated with the effects of fluctuations in the prevailing levels of market interest rates on cash balances and financial asset debt instruments included within investments.

The interest rate profile of the financial assets as at the Statement of Financial Position date is as follows:

	<b>30 June 2023</b>	<b>30 June 2022</b>
	<b>AUD</b>	<b>AUD</b>
Non-interest bearing financial assets	1,364,553	3,895,116
Variable rate financial assets	2,325,116	10,168,018
Fixed rate financial assets	621,800	1,009,340
	<u><b>4,311,469</b></u>	<u><b>15,072,474</b></u>

##### **f) Interest rate risk (continued)**

The following sensitivity analysis has been determined based on the exposure to interest rates at the end of the reporting year. As at 30 June 2023, the impact on the result of a 100 basis point decrease in interest rates, being an amount which the Directors reasonably assess as a potential interest rate movement (with all other factors remaining equal) would result in an AUD 23,251 (30 June 2022: AUD 101,680) decrease in bank interest income. Similarly, a 100 basis point increase in interest rates would result in an AUD 23,251 (30 June 2022: AUD 101,680) increase in bank interest income.

Based on these potential movements, the Directors have deemed that interest rate risk is not currently a material risk to the Company.

#### **13. Basic and Diluted Loss per Share**

	<b>30 June 2023</b>	<b>30 June 2022</b>
Profit attributable to ordinary shares	279,287	1,579,563
Weighted average number of shares in issue	1,947.31	10,859.75
Profit per ordinary share	143.42	145.45

The weighted average number of shares was calculated with reference to the number of days units have been in issue and hence their ability to influence income generated.

The ordinary shares had no dilutive potential as at 30 June 2023. Therefore, basic and diluted profit per share are equal.

#### **14. Subsequent events**

On 02 August 2023, David Walker resigned as Director of the Company.

In September 2023, a partial repayment of AUD 190,837.20 of the Lighting Australia Mezzanine Debt facility was made.

Other than matters identified under Note 3, there are no other events subsequent to the period end which would have a material impact on the financial statements of the Company and which require disclosure.