

INTERNATIONAL CAPITAL INVESTMENTS LIMITED

Company Registration Number: 59158

Annual Report and Audited Financial Statements

For the year ended 30 June 2016

INTERNATIONAL CAPITAL INVESTMENTS LIMITED

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INTERNATIONAL CAPITAL INVESTMENTS LIMITED

Management and Administration

Directors of the Company

Bradley Hill
Frank Boner
Stuart Platt-Ransom

Registered Office

11 New Street
St Peter Port
Guernsey
GY1 2PF

Designated Manager and Administrator

Vistra Fund Services (Guernsey) Limited
(from 23 May 2016)
Formerly Orangefield Legis Fund Services
(to 22 May 2016)
11 New Street
St Peter Port
Guernsey
GY1 2PF

Listing and Annual Sponsor

Clarien BSX Services Limited
25 Reid Street
Hamilton
HM11
Bermuda

Investment Manager

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

Auditor

Saffery Champness
PO Box 141
La Tonnelle House
Les Banques
St Sampson
Guernsey
GY1 3HS

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 2016.

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 authorised 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, 1987, as amended. The Company is governed by the provisions of the Companies (Guernsey) Law, 2008, as amended.

The Company targeted an initial equity raise of up to AUD20,000,000 with a minimum of 5,000 ordinary shares at an offer price of AUD1,000 each. On 6 July 2015, the Company successfully made its first close at the intended offer price issuing 17,500.02 ordinary shares. A minimum subscription amount per investor of AUD120,000 has been set. Ultimately the Company would seek to raise AUD100,000,000.

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

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 an initial focus on investment in Australia.

Results

The results for the year ended 30 June 2016 are stated in the Statement of Comprehensive Income on page 5.

Going Concern

The Directors have assessed the going concern status of the Company and note that it is their intention to continue to operate the Company for the foreseeable future. The Directors are of the opinion that the Company has sufficient assets to meet its liabilities as and when they fall due and has adequate resources to continue in operational existence for the foreseeable future. As such, the Directors have deemed it appropriate to adopt the going concern basis in preparing these financial statements.

Director

The Directors during the year ended 30 June 2016, and to date, are listed on page 1.

Mr Platt-Ransom is entitled to Directors fees totalling GBP5,025 (2015: GBP5,000) per annum. Mr Hill and Mr Boner have elected not to take any Directors fees.

INTERNATIONAL CAPITAL INVESTMENTS LIMITED

Report of the Directors (continued)

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;
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 102 used in the preparation of the financial statements; and
- prepare the financial statements on the 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, 1987, 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.

Auditor

Saffery Champness 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.

On behalf of the Board


Frank Brier
Director

Stuart Platt-Ransom
Director

6 December 2016

INTERNATIONAL CAPITAL INVESTMENTS LIMITED

Report of the Directors (continued)

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;
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 102 used in the preparation of the financial statements; and
- prepare the financial statements on the 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, 1987, 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.

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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.

Auditor

Saffery Champness 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.

On behalf of the Board

Frank Boner
Director



Stuart Platt-Ransom
Director

6 December 2016

Independent Auditor's Report to the Members of International Capital Investments Limited

We have audited the financial statements of International Capital Investments Limited for the year ended 30 June 2016, which comprise the Statement of Comprehensive Income, the Statement of Changes in Equity, the Statement of Financial Position and the Statement of Cash Flows and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (Generally Accepted Accounting Principles).

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.

Respective responsibilities of directors and auditor

As explained more fully in the Statement of Directors' Responsibilities the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the United Kingdom Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies, we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view;
- are in accordance with Generally Accepted Accounting Principles; and
- comply with The Companies (Guernsey) Law, 2008.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where 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;
- the financial statements are not in agreement with the accounting records; or
- we have failed to obtain all the information and explanations, which, to the best of our knowledge and belief, are necessary for the purposes of our audit.



SAFFERY CHAMPNESS
CHARTERED ACCOUNTANTS
Guernsey
13 December 2016

INTERNATIONAL CAPITAL INVESTMENTS LIMITED

Statement of Comprehensive Income

For the year ended 30 June 2016

| | Notes | 30 June 2016 AUD | Period from 13 October 2014 to 30 June 2015 AUD |
|---|-------|---------------------|--|
| Income | | | |
| Unrealised loss on investments | 6 | (1,065,644) | - |
| Bank interest | | 256,756 | - |
| | | (808,888) | - |
| Expenses | | | |
| Investment Managers' fees | 10 | 105,100 | 131,250 |
| Administration fees | 10 | 73,653 | 38,143 |
| Regulatory fees | | 18,342 | 11,831 |
| Insurance fees | | 4,700 | - |
| Investment costs / Stamp duty | | 10,598 | - |
| Legal and professional fees | | 7,353 | 36,280 |
| Establishment costs | | 1,457 | 15,300 |
| Audit fees | | 16,839 | 10,200 |
| Directors fees | 10 | 10,676 | 7,315 |
| General expenses | | 396 | 184 |
| | | 249,114 | 250,503 |
| Loss for the year / period | | (1,058,002) | (250,503) |
| Other Comprehensive Income | | - | - |
| Total comprehensive loss for the year / period | | (1,058,002) | (250,503) |
| Basic and diluted loss per Ordinary share | 13 | (60.46) | - |
| All activities derived from continuing operations | | | |

Statement of Changes in Equity

For the year ended 30 June 2016

| | Share Capital AUD | Share Premium Reserve AUD | Retained Earnings AUD | Total Equity AUD |
|---|----------------------|---------------------------------|-----------------------------|---------------------|
| Issue of management share | 1 | - | - | 1 |
| Total comprehensive loss for the period | - | - | (250,503) | (250,503) |
| Balance as at to 30 June 2015 | 1 | - | (250,503) | (250,502) |
| Issue of ordinary shares | 175 | 17,499,845 | - | 17,500,020 |
| Total comprehensive loss for the year | - | - | (1,058,002) | (1,058,002) |
| Balance as at 30 June 2016 | 176 | 17,499,845 | (1,308,505) | 16,191,516 |

The notes on pages 8 to 19 form an integral part of these financial statements.

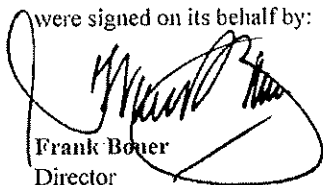
INTERNATIONAL CAPITAL INVESTMENTS LIMITED

Statement of Financial Position

As at 30 June 2016

| | Notes | 30 June 2016 AUD | 30 June 2015 AUD |
|--|--------------|--------------------------|-------------------------|
| Non-Current Assets | | | |
| Investments | 3(d), 6 & 10 | 2,294,356 | - |
| Current Assets | | | |
| Unpaid share capital | 9 | 1 | 1 |
| Debtors and prepayments | 7 | 82,338 | - |
| Cash and cash equivalents | | 13,892,981 | - |
| | | <u>13,975,320</u> | <u>1</u> |
| Current Liabilities | | | |
| Creditors: amounts falling due within one year | 8 | 78,160 | 250,503 |
| Total Net Current Assets | | <u>13,897,160</u> | <u>(250,502)</u> |
| Total Net Assets / (Liabilities) | | <u><u>16,191,516</u></u> | <u><u>(250,502)</u></u> |
| Capital and Reserves | | | |
| Share capital | 9 | 176 | 1 |
| Share premium reserve | 9 | 17,499,845 | - |
| Reserves | | (1,308,505) | (250,503) |
| Shareholders' Surplus / (Deficit) | | <u><u>16,191,516</u></u> | <u><u>(250,502)</u></u> |

These financial statements were approved by the board of directors and authorised for issue on 6 December 2016 and were signed on its behalf by:


Frank Bauer
Director

Stuart Platt-Ransom
Director

The notes on pages 8 to 19 form an integral part of these financial statements.

INTERNATIONAL CAPITAL INVESTMENTS LIMITED

Statement of Financial Position As at 30 June 2016

| | Notes | 30 June 2016 AUD | 30 June 2015 AUD |
|--|--------------|--------------------------|-------------------------|
| Non-Current Assets | | | |
| Investments | 3(d), 6 & 10 | 2,294,356 | - |
| Current Assets | | | |
| Unpaid share capital | 9 | 1 | 1 |
| Debtors and prepayments | 7 | 82,338 | - |
| Cash and cash equivalents | | 13,892,981 | - |
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| Current Liabilities | | | |
| Creditors: amounts falling due within one year | 8 | 78,160 | 250,503 |
| Total Net Current Assets | | <u>13,897,160</u> | <u>(250,502)</u> |
| Total Net Assets / (Liabilities) | | <u><u>16,191,516</u></u> | <u><u>(250,502)</u></u> |
| Capital and Reserves | | | |
| Share capital | 9 | 176 | 1 |
| Share premium reserve | 9 | 17,499,845 | - |
| Reserves | | (1,308,505) | (250,503) |
| Shareholders' Surplus / (Deficit) | | <u><u>16,191,516</u></u> | <u><u>(250,502)</u></u> |

These financial statements were approved by the board of directors and authorised for issue on 6 December 2016 and were signed on its behalf by:

Frank Boner
Director


Stuart Platt-Ransom
Director

The notes on pages 8 to 19 form an integral part of these financial statements.

INTERNATIONAL CAPITAL INVESTMENTS LIMITED

Statement of Cash flows

For the year ended 30 June 2016

| | 30 June 2016 AUD | Period from 13 October 2014 to 30 June 2015 AUD |
|--|---------------------|--|
| Cash flows from operating activities | | |
| Loss for the year / period | (1,058,002) | (250,503) |
| Unrealised loss on revaluation of investments held at fair value | 1,065,644 | - |
| Increase in debtors and prepayments | (82,338) | - |
| (Decrease) / increase in creditors and accrued expenses | (172,343) | 250,503 |
| Net cash used in operating activities | <u>(247,039)</u> | <u>-</u> |
| Cash flows from investing activities | | |
| Purchase of investments | (3,360,000) | - |
| Net cash used in investing activities | <u>(3,360,000)</u> | <u>-</u> |
| Cash flows from financing activities | | |
| Proceeds from issue of shares | 17,500,020 | - |
| Net cash from financing activities | <u>17,500,020</u> | <u>-</u> |
| Net increase in cash and cash equivalents | <u>13,892,981</u> | <u>-</u> |
| Cash and cash equivalents at beginning of the year / period | - | - |
| Cash and cash equivalents as at end of the year / period | <u>13,892,981</u> | <u>-</u> |

The notes on pages 8 to 19 form an integral part of these financial statements.

INTERNATIONAL CAPITAL INVESTMENTS LIMITED

Notes to the Financial Statements

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.

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 an initial 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 and Republic of Ireland" ("FRS 102").

3. Accounting Policies

(a) Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 102 ("FRS 102") including amendments to FRS 102 "Fair Value Disclosures" (effective for periods beginning on or after 1 January 2017), which have been early adopted by the Company. The presentation currency of these financial statements and the functional currency of the Company is Australian Dollars ("AUD").

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value and in accordance with FRS102 and 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 during the year unless otherwise stated.

(b) 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.

(c) Income and expense

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

INTERNATIONAL CAPITAL INVESTMENTS LIMITED

Notes to the Financial Statements (continued)

3. Accounting Policies (continued)

(d) 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 options and those financial assets classified as at fair value through the Statement of Comprehensive Income, which are initially measured at fair value (which is normally their cost as at the transaction date).

The options are initially measured at fair value, which can often be, but is not necessarily equal to transaction price. During the year, the options have been revalued using the option pricing model (see note 3(d)iv).

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 1 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

Fair value is the amount for which an asset could be exchanged, a liability settled, or an equity instrument granted could be exchanged, between knowledgeable, willing parties in an arm's length transaction. Where available, fair value is based on observable market prices or parameters or derived from such prices or parameters. Where 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 9 for further details.

The net asset value reported by the investment manager or administrator may be unaudited and may differ from the amounts which would have been realised from a redemption of the investment as, in some cases, the notified net asset values are based upon estimates.

INTERNATIONAL CAPITAL INVESTMENTS LIMITED

Notes to the Financial Statements (continued)

3. Accounting Policies (continued)

(d) Financial Instruments (continued)

iv. Investments (continued)

The Directors value all unlisted investments based upon the latest available information notified to the Company by the fund manager or administrator of the investment, which in the Directors' opinion represents the fair value of the investments at the year end date. The valuation date of such investments may not always be coterminous with the year end date of the Company and in such cases the valuation of the investment as at the investment's last valuation date is used.

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.

The Directors value the options held by the Company, using an Option Pricing Model that utilises the historical volatility of the assets returns to calculate a theoretical price for the options. Although the price is based on historical data, this is no guarantee of future performance and actual prices for the options, when they become available, may differ from the price utilised. This could result in either a positive or negative movement in the value of the options held.

(e) Going Concern

The Directors have, at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements of the Company.

4. Significant judgements and estimates

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 in the revision affects both current and future periods.

Valuation of Investments

Critical judgement exists on the valuation of certain financial instruments which are valued using unadjusted net asset values per share provided by the manager or administrator of the instrument (Level 3). These are historical prices which would have been in effect had a transaction been undertaken as at the net asset value date. It is the judgement of the directors that these valuations represent fair value of these instruments.

Listed investments are based upon quoted prices in an active market and therefore do not involve a significant element of judgement or estimation.

INTERNATIONAL CAPITAL INVESTMENTS LIMITED

Notes to the Financial Statements (continued)

5. Taxation

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

It is the intention of the Directors to conduct the affairs of the Company so as to ensure that it continues to qualify for exempt company status for the purposes of Guernsey taxation.

6. Investments

| | 30 June 2016 | 30 June 2015 |
|---|------------------|--------------|
| | AUD | AUD |
| Opening portfolio cost | - | - |
| Additions at cost | 3,360,000 | - |
| Closing portfolio cost (see note 10) | 3,360,000 | - |
| Accumulated unrealised loss on investments | (1,065,644) | - |
| Closing valuation | 2,294,356 | - |

As a result of the Company's investment in UCW Limited, the Company acquired 8,888,888.89 options as a result of a 1:3 offer on subscription to UCW's shares. The options are exercisable at AUD 0.06 per option.

The Directors value the options held by the Company, using an Option Pricing Model that utilises the historical volatility of the assets returns to calculate a theoretical price for the options. Although the price is based on historical data, this is no guarantee of future performance and actual prices for the options, when they become available, may differ from the price utilised. This could result in either a positive or negative movement in the value of the options held.

As at the year end the fair value of the options held was AUD 4,356 as a result of the current market price being lower than the exercise price of AUD \$0.06.

7. Debtors and prepayments

| | 30 June 2016 | 30 June 2015 |
|--------------------------|---------------|--------------|
| | AUD | AUD |
| Prepayments | 8,529 | - |
| Bank interest receivable | 73,809 | - |
| | 82,338 | - |

INTERNATIONAL CAPITAL INVESTMENTS LIMITED

Notes to the Financial Statements (continued)

8. Creditors: amounts falling due within one year

| | 30 June 2016 | 30 June 2015 |
|-------------------------------------|---------------|----------------|
| | AUD | AUD |
| Investment Manager's fee payable | 43,750 | 131,250 |
| Administration fees payable | 15,884 | 38,143 |
| Legal and professional fees payable | - | 46,887 |
| Establishment costs payable | - | 15,300 |
| Audit fee payable | 16,257 | 10,200 |
| Directors' fees payable | 2,269 | 7,315 |
| General expenses payable | - | 1,408 |
| | <u>78,160</u> | <u>250,503</u> |

9. Share Capital

Management shares

| | 2016 | 2015 |
|--------------------------------|----------|----------|
| | AUD | AUD |
| Authorised | | |
| Management shares of AUD1 each | <u>1</u> | <u>1</u> |
| Issued and unpaid | | |
| Management shares of AUD1 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.

Ordinary Share Capital

| | 2016 | 2015 |
|----------------------------------|----------------|----------------|
| | AUD | AUD |
| Authorised | | |
| Ordinary shares of AUD 0.01 each | <u>999,000</u> | <u>999,000</u> |

| | 2016 | 2015 |
|----------------------------------|------------|----------|
| | AUD | AUD |
| Issued and fully paid | | |
| Ordinary shares of AUD 0.01 each | <u>175</u> | <u>-</u> |

Share Premium

| | 2016 | 2015 |
|--|-------------------|----------|
| | AUD | AUD |
| In respect of ordinary share as at year / period end | <u>17,499,845</u> | <u>-</u> |

The ordinary shares have a par value of AUD0.01 each in the share capital of the Company, as well as fractions of such ordinary shares, as the context requires.

On the Redemption Date, being the date one calendar month after the 11th anniversary of the Initial Closing Date, 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.

INTERNATIONAL CAPITAL INVESTMENTS LIMITED

Notes to the Financial Statements (continued)

9. Share Capital (continued)

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 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 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.

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.

Mr Hill, a director of the Company, is also a principal of Global Capital Holdings (Australia) Pty Ltd, the Investment Manager of the Company. Given this relationship, the Investment Manager is considered to be a related party.

Under the Investment Management Agreement the Investment Manager is 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, 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 will 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 return 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 the Manager.

During the year under review the Investment Manager was entitled to fees of AUD105,100 (for the period 13 October 2014 to 30 June 2015: AUD131,250), of which AUD43,750 (30 June 2015: AUD131,250) remained outstanding at the year end.

Mr Platt-Ransom, a director of the Company, is also a Director of Vistra Fund Services (Guernsey) Limited (formerly Orangefield Legis Fund Services Limited), the Designated Manager, Administrator and owner of the Management Share of the Company. Given this relationship, the Administrator is considered to be a related party.

As of 1 April 2016, Mr Platt-Ransom is entitled to a Directors fee of GBP5,025 (to 31 March 2016: GBP5,000) per annum. As per the administration agreement, the fee was increased by the Guernsey RPI figure which, as at 1 April 2016 was 0.5%.

During the year Mr Platt-Ransom earned fees of AUD10,676 (for the period 13 October 2014 to 30 June 2015: AUD7,315), of which AUD2,269 (30 June 2015: AUD7,315) remained outstanding at the year end.

INTERNATIONAL CAPITAL INVESTMENTS LIMITED

Notes to the Financial Statements (continued)

10. Related party transactions (continued)

For the provision of Administration, Valuation, Accounting, Corporate Secretarial, Listing and Compliance Support services the Administrator is entitled to a fixed annual fee of GBP35,175 as of 1 April 2016 (to 31 March 2016: GBP35,000). As per the administration agreement, the fee was increased by the Guernsey RPI figure which, as at 1 April 2016 was 0.5%.

During the year the Administrator was entitled to fees of AUD73,653 (for the period 13 October 2014 to 30 June 2015: AUD38,143), of which AUD15,884 (30 June 2015: AUD38,143) remained outstanding at the year end.

The Company has invested in two entities; UCW Limited and Evolt Pty Limited. These entities are considered related parties as they are controlled by Global Capital Holdings (Australia) Pty Limited, the investment manager of the Company.

During the year, two investments of AUD 1,600,000 and AUD 1,760,000 were made in UCW Limited and Evolt Pty Limited respectively.

The Investment in Evolt Pty Ltd is held by Global Evolt Pty Ltd under the terms of a bare trust agreement. Mr Hill, a director of the Company, is also a director of Global Evolt Pty Ltd. Given this relationship, Global Evolt Pty Ltd is considered a related party.

Mr Hill, is also a director of Evolt Pty Limited. Given this relationship, Evolt Pty Limited is also considered a related party.

The Investment in UCW Limited is held by Global UCW Pty Ltd under the terms of a bare trust agreement. Mr Hill, a director of the Company, is also a director of Global UCW Pty Ltd. Given this relationship, Global UCW Pty Ltd is considered a related party.

Mr Hill, is also an alternate director of UCW Limited. Given this relationship, UCW Limited is also considered a related party.

11. Financial Instruments

The carrying values of the Company's financial assets and liabilities measured at fair value through the Statement of Comprehensive Income are summarised by category below:

| | 30 June 2016 | 30 June 2015 |
|---|-------------------|--------------|
| | AUD | AUD |
| Financial assets | | |
| Measured at fair value through Statement of Comprehensive Income: | | |
| Investment at fair value | 2,294,356 | - |
| Measured at undiscounted amount receivable: | | |
| Debtors | 73,809 | - |
| Cash at bank and in hand | 13,892,981 | - |
| Total financial assets | 16,261,146 | - |

INTERNATIONAL CAPITAL INVESTMENTS LIMITED

Notes to the Financial Statements (continued)

11. Financial Instruments (continued)

| | 30 June 2016 | 30 June 2015 |
|--|---------------|----------------|
| | AUD | AUD |
| Financial liabilities | | |
| Measured at undiscounted amount payable: | | |
| Creditors and accrued expenses | 78,160 | 250,503 |
| Total financial liabilities | 78,160 | 250,503 |

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 - Prices of recent transactions for identical instruments
- 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 Level 3 measurement. 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:

| | 30 June 2016 | 30 June 2015 |
|---|------------------|--------------|
| | AUD | AUD |
| Level 1 - Quoted Prices (unadjusted) for identical instruments in active markets | | |
| <i>Financial assets at fair value through Statement of Comprehensive Income</i> | <u>1,333,333</u> | <u>-</u> |
| Level 3 - Valuation techniques using unobservable market data | | |
| <i>Financial assets at fair value through Statement of Comprehensive Income</i> | <u>961,022</u> | <u>-</u> |

There have been no movements between levels during the year.

The price of a recent transaction for an identical asset provides evidence of fair value as long as there has not been a significant change in economic circumstances or a significant lapse of time since the transaction took place. If the Company can demonstrate that the last transaction price is not a good estimate of fair value, that price is adjusted using a valuation technique and classified as a Level 3 investment.

INTERNATIONAL CAPITAL INVESTMENTS LIMITED

Notes to the Financial Statements (continued)

11. Financial Instruments (continued)

Level 3 comprises of unlisted Private Equity instruments that are not quoted in active markets. In determining the fair value of the instruments, the Company has been advised by the Investment Manager of the current financial performance of the investment and as a result, has advised its valuation based on the investments actual performance compared to expected performance. Where actual performance has fallen significantly below the expected level, an impairment has been recognised to reflect the change in economic reality of the investment.

A significant judgement in the valuation of the unlisted investments is the use of an earnings multiple applied to the earnings before interest, taxation, depreciation and amortisation ("EBITDA") of the investment. The multiple of EBITDA used during the year was 5.5 (2015: N/A).

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 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. This may be exceeded if the investment is approved by Investors by Ordinary Resolution.

This investment policy remains unchanged from the previous year.

The Company's sensitivity to a 10% increase or decrease in market prices is as follows:

| | Total Value of Investments AUD | Impact on Statement of Financial Position AUD |
|--------------|---|---|
| 30 June 2016 | <u>2,294,356</u> | <u>+/- 229,436</u> |
| 30 June 2015 | <u>-</u> | <u>-</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 (Channel Islands) Limited has a Moody's rating of A2 and a Fitch rating of BBB.

INTERNATIONAL CAPITAL INVESTMENTS LIMITED

Notes to the Financial Statements (continued)

12. Financial Risk Management (continued)

b) Credit risk (continued)

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 before an investment is made along with monitoring the investment throughout its life.

The exposure to a single investment are monitored by the Investment Manager to ensure that all investments do not exceed the agreed upon investment restrictions per the Investment Management Agreement.

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

| | 30 June 2016 | 30 June 2015 |
|---|-------------------|--------------|
| Assets | | |
| Cash and cash equivalents | 13,892,981 | - |
| Debtors | 73,809 | - |
| Financial assets at fair value through profit or loss | 2,294,356 | - |
| | <u>16,261,146</u> | <u>-</u> |

c) Liquidity risk

The Company's assets consist mainly of investment in Private Equity and cash. The main liabilities of the Company are Investment Management, Audit, Administration and Directors' fees. Liquidity risk may arise from the potential inability to pay these liabilities when they fall due and the potential difficulty in liquidating its 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 suspend redemptions 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 its ongoing annual operating expenses

30 June 2016

| | Less than 1 month AUD | 1 - 3 months AUD | 3 months to 1 year AUD | Total AUD |
|----------------------------|-----------------------------|------------------------|------------------------------|---------------|
| Administration fees | 15,884 | - | - | 15,884 |
| Directors fees | 2,269 | - | - | 2,269 |
| Audit fees | 16,257 | - | - | 16,257 |
| Investment management fees | 43,750 | - | - | 43,750 |
| | <u>78,160</u> | <u>-</u> | <u>-</u> | <u>78,160</u> |

INTERNATIONAL CAPITAL INVESTMENTS LIMITED

Notes to the Financial Statements (continued)

12. Financial Risk Management (continued)

c) Liquidity risk (continued)

30 June 2015

| | Less than 1 month AUD | 1 - 3 months AUD | 3 months to 1 year AUD | Total AUD |
|-----------------------------|-----------------------------|------------------------|------------------------------|----------------|
| Administration fees | 38,143 | - | - | 38,143 |
| Directors fees | 7,315 | - | - | 7,315 |
| Audit fees | 10,200 | - | - | 10,200 |
| Investment management fees | 131,250 | - | - | 131,250 |
| Legal and professional fees | 46,887 | - | - | 46,887 |
| Establishment costs payable | 15,300 | - | - | 15,300 |
| General expenses payable | 1,408 | - | - | 1,408 |
| | <u>250,503</u> | <u>-</u> | <u>-</u> | <u>250,503</u> |

d) Currency risk

The Company's assets may be acquired in currencies other than the base currency of the Company. At the year end, no investments had been purchased in a currency other than the Company's base currency, Australian Dollars.

Administration, Audit and Directors' fees are all based in Pounds Sterling and as such, are exposed to Currency risk, however, the Directors' are of the opinion that there is no significant risk to exchange rate fluctuations and the risk is mitigated by holding the majority of net assets in the base currency.

e) Capital risk

The capital of the Company is represented by its capital and reserves. The Company's capital can change significantly as a result of subscriptions and redemptions. The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to provide returns.

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 suspend redemptions should this be required to mitigate liquidity risk.

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 5.

INTERNATIONAL CAPITAL INVESTMENTS LIMITED

Notes to the Financial Statements (continued)

12. Financial Risk Management (continued)

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.

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

| | 30 June 2016 | 30 June 2015 |
|--------------------------------|-------------------|--------------|
| Zero rate financial assets | 327,679 | - |
| Variable rate financial assets | 13,565,302 | - |
| | <u>13,892,981</u> | <u>-</u> |

The following sensitivity analysis has been determined based on the exposure to interest rates at the end of the reporting period. As at 30 June 2016, the impact on the result of a 100 basis point decrease in interest rates (with all other factors remaining equal) would result in a AUD 135,653 (2015: AUD Nil) decrease in bank interest income. Similarly, a 100 basis point increase in interest rates would result in a AUD 135,653 (2015: AUD Nil) increase in bank interest income.

13. Basic and Diluted Earnings per share

| | 30 June 2016 | 30 June 2015 |
|--|--------------|--------------|
| Loss attributable to ordinary shares | (1,058,002) | - |
| Weighted average number of shares in issue | 17,500.02 | - |
| Loss per ordinary share | (60.46) | - |

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 2016. Therefore, basic and diluted earnings per share are equal.

14. Subsequent events

The following significant events occurred subsequent to the Statement of Financial Position date;

On 18 August 2016, an investment of AUD 6,435,000 (GBP 3,750,000) was made to purchase shares in Universal Partners Limited, a company founded in Mauritius, at GBP 1.00 per share. The company has a primary listing on the Mauritian Stock Exchange with a secondary listing on the Johannesburg Stock Exchange's Alt X listing.