

Annual Financial Report for the year ended 30 June 2010

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Manaccom Corporation Limited ABN 66 009 189 128 and Controlled Entities

ANNUAL FINANCIAL REPORT FOR THE YEAR ENDED 30 JUNE 2010

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Corporate Directory

DIRECTORS

David K Barwick Mike Veverka Bill Lyne Bonita Boezeman A.O. (Non-Executive Chairman) (Chief Executive Officer) (Non-Executive Director) (Non-Executive Director)

CHIEF FINANCIAL OFFICER

David Todd

COMPANY SECRETARY

Bill Lyne

REGISTERED OFFICE

BANKERS

Level 1 601 Coronation Drive Toowong QLD 4066 Telephone: +61 7 3831 3705 Facsimile: +61 7 3369 7844 ANZ Banking Group Commonwealth Bank of Australia Westpac Banking Corporation

SHARE REGISTRAR

Computershare Investor Services Pty Limited Level 19 307 Queen Street Brisbane QLD 4000 Telephone: +61 7 3237 2100 Facsimile: +61 7 3229 9860

AUDITORS

BDO Audit (QLD) Pty Ltd Level 18, 300 Queen Street GPO Box 457 Brisbane QLD 4001

INTERNET ADDRESS

www.manaccom.com

AUSTRALIAN BUSINESS NUMBER

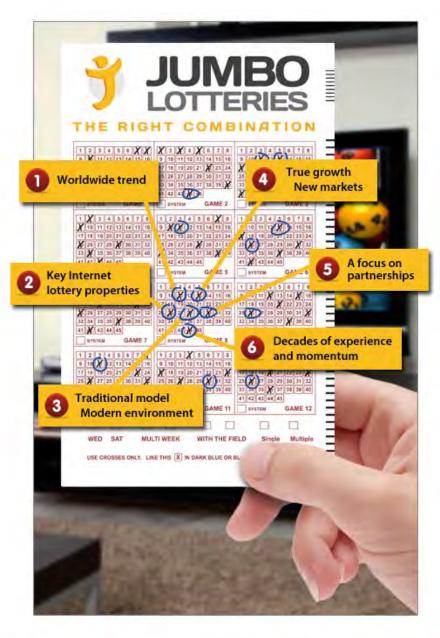
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JUMBO LOTTERIES - THE RIGHT COMBINATION

Lottery sales on the Internet are taking off and Jumbo Lotteries, the Company's Internet lottery division, has the right combination of assets, skills, experience and momentum to be at the forefront of this exciting worldwide trend.

Jumbo Lotteries has grown its Internet lottery sales in Australia from \$25 million to \$42 million to \$66 million over the past three years and has begun taking its successful six point formula overseas.



1. Worldwide trend

Just as travel, banking and many other industries have opened new markets on the Internet, lotteries are also going through a worldwide Internet transition.

Driven by the increasing governmental need to fund worthwhile causes such as education and health care, lotteries around the globe are listening to customer demand and have begun opening new markets on the Internet.

In Australia, lottery players are finding the benefits offered by <u>OzLotteries.com</u> to be a very engaging way to play. Four percent of all Australian lottery sales are now bought on the Internet.

Europe and Canada have also begun opening up their lotteries to the Internet with some countries already reaching over 10% of sales on the Internet.

The USA has not yet opened up to the Internet, however recent legislative changes are paving the way for US state lotteries to follow the rest of the world in the year ahead.

Jumbo Lotteries has been actively pursuing opportunities in the USA, Canada and Europe, laying the foundations for long term growth.

2. Key Internet lottery properties

Jumbo Lotteries owns key Internet lottery properties – akin to owning well located traditional store fronts – designed to appear wherever lottery players are searching on the Internet.

OzLotteries.com, LotteryResults.com and LotteryResults.co.uk are three examples of the many websites that the Company owns.

In Australia, thousands of people each day play their lucky numbers in their favourite lottery games at <u>OzLotteries.com</u>. The site is very customer focused and offers a large range of the most popular Australian lottery games, automatic number checking, automatic winning collection, as well as a host of customer friendly benefits.

Internationally, <u>LotteryResults.com</u> and <u>LotteryResults.co.uk</u> are part of a growing chain of websites that will form key assets in the Company's expansion plans.

3. Traditional model - Modern environment

Jumbo Lotteries follows the traditional agency model common to virtually all lotteries around the world and applies this model to the modern environment of the Internet.

The advantage of this agency model is that the path to partnership is much simpler. Even if a lottery operator already has a website selling lotteries, Jumbo Lotteries can bring additional value with its approach.

The software technology and systems are another set of key assets that have been in development for years. These have been built around the agency model and provide a very reliable platform for growth.

The agency model has proven to be very effective in the Australian market. Via partnership agreements with The Tatts Group dating back to before 2000, Jumbo Lotteries has delivered additional Internet lottery sales that have risen from \$25 million to \$42 million to \$66 million from 2008 to 2010.

4. True growth - New markets

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Jumbo Lotteries has demonstrated that true growth can be delivered to lottery operators and government causes. Following strict government guidelines for age restrictions and problem gambling precautions, Jumbo Lotteries works to find new lottery players that are not already playing.

The Internet provides access to new markets and new demographics that were not available before the Internet. The marketing agreement with ninemsn, one of Australia's largest web portals, is an example of one way these new markets are being opened up.



5. Focus on partnerships

Healthy partnerships with governments and lottery operators (who are often the same entity) are crucial to the overall success of lotteries. Jumbo Lotteries and its subsidiaries have operated in harmony with Australian and International regulators and operators for over 20 years.

Agreements were renewed in 2008 with The Tatts Group and NSW Lotteries Corporation and both run through to 2013 at which time further five year agreements will be sought. Over \$15 million in additional State Government revenue was raised in 2010 from sales through OzLotteries.com

Marketing partnerships with other Internet properties (such as ninemsn in Australia) are also key to opening up new markets and finding lottery players on the Internet.

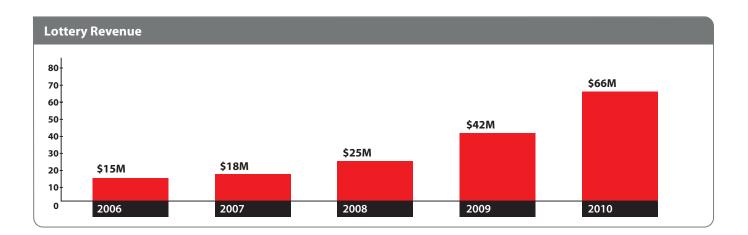
6. Decades of experience and momentum

A vibrant emerging market like Internet lotteries will no doubt give rise to new entrants and competitors. Jumbo Lotteries can rely on more than a decade of Internet experience and even longer lottery experience as a competitive advantage.

In the last five years alone, over 10 million Internet lottery transactions have been handled with very high levels of customer satisfaction.

Momentum is key to achieving early critical mass as new markets develop. The technology and marketing assets already in the marketplace have delivered in excess of 50% annual growth for the past few years providing further competitive advantages going forward.

As a publicly listed company, Manaccom Corporation Limited also provides financial strength, ready access to capital, as well as high standards of compliance, operations and transparency necessary for the lottery industry.



DISTRIBUTION AND SOFTWARE PUBLISHING DIVISION



Manaccom Corporation Limited operates a Distribution and Software Publishing Division that contributed \$9 million in revenue to the Group in the 2010 financial year.

In 2007, the Company diversified into software distribution with the acquisition of Manaccom Pty Ltd for \$5.1 million, followed by the acquisition of Star System Solutions Pty Ltd for \$3.45 million.

This division has a long history dating back to 1984 and is a respected name in the Australian and New Zealand software distribution industry.

The business publishes and markets popular software titles such as McAfee and Net Nanny through large retailers in Australia and New Zealand. Key retail relationships include Harvey Norman, Officeworks, JB Hi-Fi, Dick Smith and Noel Lemming.

The business also includes Star System Solutions which provides products for the enterprise software market predominantly in the USA and Canada.

In May 2009, this division signed a key distribution agreement with McAfee guaranteeing minimum royalties which led to significant losses.

The manager of this division, Mr Ian Mackay, resigned in October 2009. The Group CEO took on the task of restructuring the division which included contract renegotiation and cost cutting.

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A new agreement was signed in April 2010 and overheads were reduced to a more sustainable level, putting the division in a far stronger position for the year ahead.

Inspiring Creativity

The shareholding of Mr Ian Mackay was purchased by institutional investors, the CEO and by the Company in a share buy-back which concluded in August 2010. Mr Ian Mackay has no further involvement with the Company.

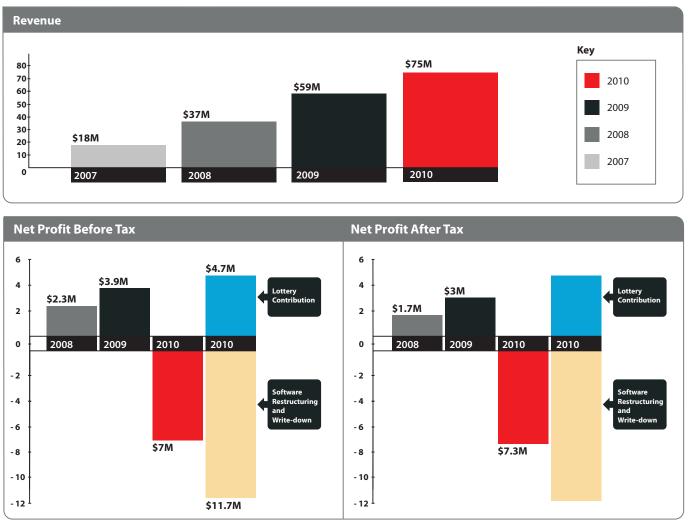
2010 - SUMMARY OF GROUP RESULTS

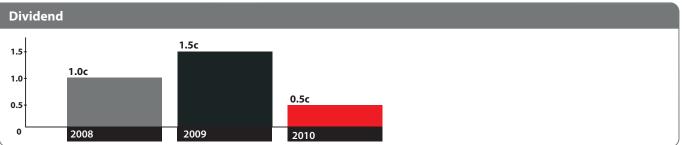
The highlight of the 2010 results was record sales of \$66 million from Jumbo Lotteries, an increase of 56% over the previous year. This powered the Group to record revenue of \$75 million for the 2010 year.

Jumbo Lotteries also contributed a net profit before tax of \$4.7 million, however a large once-off write down and once-off restructuring costs in the software distribution division contributed a loss of \$11.7 million, resulting in a net loss before tax of \$7.0 million for the Group. This was in line with forecasts announced earlier in the year when the restructuring was completed.

For the year ahead, management is driving the lottery business towards higher sales and the software business towards an improvement on last year's result.

Without the negative impact of the software distribution division to contend with, management are confident of delivering a far stronger result in 2011.





DIRECTORS' REPORT

The Directors of Manaccom Corporation Limited present their report on the consolidated entity (Group), consisting of Manaccom Corporation Limited and the entities it controlled at the end of, and during, the financial year ended 30 June 2010.

DIRECTORS

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

- David K Barwick (Non-Executive Chairman)
- Mike Veverka (Chief Executive Officer)
- Bill Lyne (Non-Executive Director appointed 30 October 2009)
- Bonita Boezeman A.O. (Non-Executive Director appointed 27 July 2010)
- Ian Mackay (Executive Deputy Chairman resigned 29 October 2009)

COMPANY SECRETARY

The following person held the position of Company Secretary at the end of the financial year: Mr Bill Lyne – refer to Information on Directors on page 11 for details.

PRINCIPAL ACTIVITIES AND SIGNIFICANT CHANGES IN NATURE OF ACTIVITIES

The principal activities of the Group during the financial year as described in the Business Overview section of this report consist of:

- TMS Global Services Pty Ltd (100% owned by Manaccom Corporation Limited). This company and its 100% owned subsidiaries are the main operational entities for the Internet lottery retailing activity;
- Benon Technologies Pty Ltd (100% owned by Manaccom Corporation Limited). This company provides IT services and support to the Group, mainly in relation to the Internet retailing activity;
- Jumbo Interactive Pty Ltd (100% owned by Manaccom Corporation Limited). This business generates, sells and manages Internet based traffic and advertising, mainly in relation to the Internet lottery retailing activity;
- Manaccom Pty Ltd (100% owned by Manaccom Corporation Limited). This company publishes and distributes popular software titles; and
- Star System Solutions Pty Ltd (100% owned by Manaccom Corporation Limited). This company is engaged in the design, development, sale and maintenance of software programmes for accounting systems.

There were no significant changes in the nature of the Group's principal activities during the financial year.

OPERATING RESULTS AND REVIEW OF OPERATIONS FOR THE YEAR

Operating Results

Revenue increased 28% to \$75,101,933 (2009: \$58,565,896) as a result of record Internet lottery sales that increased 56% to \$66,074,767 (2009: \$42,421,238).

The Group net profit/(loss) after tax amounted to (\$7,311,048) (2009: \$2,957,335 profit) due primarily to the once-off write down and restructuring costs of the software distribution division. The Group loss includes profits of \$3,754,414 (2009: \$3,436,170) from the Internet lottery division and losses of \$11,737,294 (2009: \$1,794,555 profit) from the software distribution division. EBITDA (Earnings Before Interest, Tax, Depreciation, Amortisation and Impairment Losses) was \$2,392,566 (2009: \$5,059,248). Further discussion on the Group's operations now follows.

Review of Operations

(a) Online Lottery

Continual improvements to the Internet lottery intellectual properties, notably www.ozlotteries.com, drove the business to new heights with record sales of \$66,074,767 in the financial year.

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Relationships with key partners, notably The Tatts Group and ninemsn, were strengthened with improvements to operations, customer management and the underlying technology. Two agreements with The Tatts Group were renewed in 2008 and run up to 2013 at which time further five year agreements will be sought.

International expansion, notably in the USA, was a major priority in the expectation of the Internet lottery market opening up with expected legislation changes. Efforts were directed towards those states that operate a lottery to move to the Internet.

(b) Software Publishing and Distribution

During the financial year, this division was restructured following a \$479,861 loss in the first half of the financial year plus accrued expenses subsequently crystalised, in addition to management changes. A key supply contract was renegotiated and cost cutting has placed the division on a far more solid foundation for expected improved results in the year ahead.

Due to the restructure, a once-off impairment loss of \$8,290,292 was accounted for. This primarily related to the goodwill acquired as part of the Manaccom Pty Ltd business acquisition in August 2007 for \$5,100,000 and the intellectual property acquired as part of the Star System Solutions Pty Ltd business acquisition in November 2008 for \$3,450,000.

(c) Summary of Results

The results for Manaccom Corporation Limited are summarised below:

Performance

	2010	2009	2008	2007	2006
Revenue	\$75.1 million	\$58.6 million	\$37.8 million	\$17.9 million	\$16.6 million
EBITDA	\$2,392,566	\$5,059,248	\$2,866,437	\$38,113	\$869,970
PROFIT - NPAT	(\$7,311,048)1	\$2,957,335	\$2,730,526	(\$739,790)	\$786,973

¹ after impairment losses of \$8,290,292

Five Year Asset Growth

	2010	2009	2008	2007	2006
Cash at Bank	\$9.5 million	\$9.8 million	\$5.6 million ²	\$4.8 million ²	\$6.2 million ²
Net Assets	\$6.4 million	\$14.2 million	\$11.8 million	\$6.8 million	\$7.8 million
NTA	\$0.4 million	\$1.1 million	\$3.0 million	\$3.8 million	\$4.8 million

² includes cash held under term deposit.

Five Year Share Price Analysis

	2010	2009	2008	2007	2006
PROFIT - NPAT	(\$7,311,048) ³	\$2,957,335	\$2,730,526	(\$739,790)	\$786,973
EPS	(17.0¢) ³	6.9¢	6.5¢	(0.22¢)	0.23¢
Share Price	27.0¢	21.5¢	22.5¢	3.3¢	3.4¢
Shares on Issue	43 million	43 million	43 million	368 million	370 million
Market Cap	\$11.6 million	\$9.2 million	\$9.7 million	\$12.2 million	\$12.6 million

³ after impairment losses of \$8,290,292

DIVIDENDS

Details of dividends paid to members of Manaccom Corporation Limited during the financial year are as follows:

Final dividend of 1.0 cent per share on ordinary shares for the year ended 30 June 2009 paid on 18 September 2009	\$430,315
Interim dividend of 0.5 cents per share on ordinary shares for the year ended 30 June 2010 paid on 19 March 2010	\$215,159
	\$645,474

No final ordinary dividend for the financial year ended 30 June 2010 has been declared or will be paid.

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

No significant changes in the Group's state of affairs occurred during the financial year, other than those referred to elsewhere in this report.

KEY BUSINESS STRATEGIES AND FUTURE PROSPECTS

The Group will continue to retail lottery tickets through the Internet and retail software programmes through its distribution network.

Other than information disclosed elsewhere in this annual report, information on future prospects in the operations of the Group and the expected results of those operations in future financial years has not been included in this Directors' report because the Directors believe, on reasonable grounds, that to include such information would be likely to result in unreasonable expectations of the Group.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

At an Extraordinary General Meeting on 19 August 2010, a resolution was passed to buy-back the residual 3,578,057 shares at 30c from a previous director and major shareholder. The settlement amount of \$1,073,417 was paid out of cash reserves on 23 August 2010, with the number of shares and share capital reducing accordingly.

A letter dated 31 August 2010 was received from the Company's banker notifying the Company of an event of default relating to the Company's facilities referred to in Notes 1 (p) and 19, advising they do not propose to take action in respect of this event of default at the present time.

The above subsequent events are summarised in the adjusted pro-forma abridged Statement of Financial Position as at 30 June 2010 below:

	As at 30 June 2010	Adjustments	Post 30June 2010
	\$	\$	\$
Current assets	11,848,882	(1,073,417)	10,775,465
Non-current assets	6,839,263		6,839,263
Total assets	18,688,145		17,614,728
Current liabilities	10,819,388	(1,803,963)	9,015,425
Non-current liabilities	1,488,432	1,803,963	3,292,395
Total liabilities	12,307,820		12,307,820
Net assets	6,380,325		5,306,908
Total equity	6,380,325	(1,073,417)	5,306,908

LIKELY DEVELOPMENTS

Other than information disclosed elsewhere in this annual report, information on likely developments in the operations of the Group and the expected results of those operations in future financial years has not been included in this Directors' report because the Directors believe, on reasonable grounds, that to include such information would be likely to result in unreasonable prejudice to the Group.

ENVIRONMENTAL REGULATION

The Group's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a State or Territory.

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INFORMATION ON DIRECTORS

Name	_	David K Barwick
Qualifications	—	N/A
Experience	_	Appointed as a Board member 30 August 2006 and Chairman 7 November 2007. David Barwick is an accountant by profession with over 38 years experience in the management and administration of publicly listed companies both in Australia and North America. During this period David has held the position of Chairman, Managing Director or President of over 27 public companies covering a broad range of activities.
Directorships currently held in other listed entities	_	Current Director and Chairman of Metallica Minerals Limited (since 11 March 2004), current Director and Chairman of MetroCoal Limited (since 6 July 2007), current Director and Chairman of Orion Metals Limited (since 28 November 2008), current Director and Chairman of Planet Metals Limited (since 9 June 2009).
Interest in shares and options ¹	—	100,000 ordinary shares and 550,000 options in Manaccom Corporation Limited.
Special responsibilities	—	Chairman (Non-Executive); Member of the Audit Committee.
Directorships formerly held in other listed entities during the three years prior to the current year	_	Previous Director of:- Macarthur Minerals Limited ({TSX Venture Exchange} from 24 October 2005 to 31 August 2009); Global Approach Limited (from 29 November 1996 to 29 October 2007); International Gold Mining Limited ({TSX Venture Exchange} from 15 August 2006 to 26 July 2007); Morningstar Holdings (Australia) Limited (from 12 October 2006 to 30 August 2007), and Cape Alumina Limited (from 2 February 2004 to 29 January 2009).
Name	_	Mike Veverka
Qualifications	_	Bachelor of Engineering
Experience	_	Mike Veverka has been Chief Executive Officer and a Director of Manaccom Corporation Limited since the restructuring of the Company in September 1999. Mike was instrumental in the development of the e-commerce software that is the foundation to the various Manaccom operations. Mike was the original founder of Benon Technologies in 1995 when development of the software began.
		Mike also established a leading Internet Service Provider in Queensland which operated successfully for three years before being sold. Mike is regarded as a pioneer in the Australian Internet industry with many successful Internet endeavours to his name. Mike graduated with an honours degree in engineering in 1987.
Directorships currently held in other listed entities	_	None
Interest in shares and options 1	—	9,316,057 ordinary shares and 550,000 options in Manaccom Corporation Limited.
Special responsibilities	—	Chief Executive Officer.
Directorships formerly held in other listed entities during the three years prior to the current year	_	Previous Director of Global Approach Limited (from 5 January 2004 to 22 August 2007).
Name		Bill Lyne
Qualifications	_	Bachelor of Commerce; Chartered Accountant
Experience	_	Appointed as a Board member 30 October 2009. Bill Lyne is the principal of Australian Company Secretary Service, providing company secretarial, compliance and governance services to public companies. He is Secretary of a number of other publicly listed companies and has a wealth of experience in corporate governance principles and practices.
		Mr Lyne is a fellow of the Chartered Secretaries Australia and a presenter at CSA courses in company secretarial practice.
Directorships currently held in other listed entities	_	None

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Interest in shares and options ¹	—	250,000 options in Manaccom Corporation Limited.
Special responsibilities	_	Member of the Audit Committee; Company Secretary.
Directorships formerly held in other listed entities during the three years prior to the current year	—	Previous Director of Eastern Corporation Limited ({now Galilee Energy Limited} from 24 April 2006 to 5 July 2007).
Name	_	Bonita Boezeman A.O.
Qualifications	_	PMD Harvard Business School
Experience	_	Appointed as a Board member 28 July 2010. Bonita Boezeman A.O. was a former top executive of Time Warner Inc. in Europe and the last position as Managing Director and Chairman of Time Life Australia Pty Ltd for nearly 13 years. Bonita has been a Director and/ or Chairman in Australia of over 10 public and private boards or subsidiaries, and 12 philanthropic boards and committees in the past 27 years, covering a varied range of businesses and charities. Bonita was the Deputy Chair of NSW State Lottery Corporation for 14 of the 16 years she served on the Board. She is experienced in strategy, marketing, and financial management, with an additional emphasis in the role of Executive Producer of music and musical events.
Directorships currently held in other listed entities	—	None
Interest in shares and options 1		20,000 ordinary shares in Manaccom Corporation Limited.
Special responsibilities	_	Chair of the Audit Committee.
Directorships formerly held in other listed entities during the three years prior to the current year	_	None
Name	_	lan Mackay
Qualifications	—	N/A
Experience	_	Ian Mackay left public accounting practise in 1976 to pioneer the use of computers by the profession. In 1986 he established Manaccom Pty Ltd to provide software for the booming PC market. Since that time he established strong relationships with large international software vendors such as Trend Micro and McAfee as well as large retail outlets such as Harvey Norman, The Coles Group, Dick Smith and JB Hi-Fi.
		lan is past National President of AIMIA (Australian Interactive Multimedia Industry Association), was a board member of QANTM (Government funded Co-operative Multimedia Centre) and chaired the Queensland Government IIB (Information Industries Board) panel to review the computer games industry in Queensland.
Directorships currently held in other listed entities	—	None
Interest in shares and options ¹	_	Nil.
Directorships formerly held in other listed entities during the three years prior to the current year	_	Previous Director of Manaccom Corporation Limited (from 22 November 2007 to 29 October 2009).

¹ includes transactions since balance sheet date up to and including the date of the Directors' Report.

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MEETINGS OF DIRECTORS

The number of meetings of the Board of Directors (including Board committees) held during the year ended 30 June 2010, and the number of meetings attended by each Director is set out below:

	Boar	d	Audit Committee		
Name	Eligible to attend	Attended	Eligible to attend	Attended	
David Barwick	12	12	8	8	
Mike Veverka	12	12	-	-	
Bill Lyne	8	8	8	8	
lan Mackay	4	4	4	4	

SHARE OPTIONS

Unissued ordinary shares of Manaccom Corporation Limited under option at the date of this report are as follows:

Date options granted	Expiry date	Exercise price of shares	Number under option
31 March 2008	31 March 2011	50 cents	700,000
1 May 2009	1 May 2012	50 cents	2,200,000
21 October 2009	31 October 2012	70 cents	1,350,000
			4,250,000

The holders of these options do not have any rights under the options to participate in any share issue of the Company or of any other entity.

During the financial year ended 30 June 2010, no ordinary shares of Manaccom Corporation Limited were issued as a result of the exercise of options.

During the financial year ended 30 June 2010, 850,000 options were forfeited due to staff leaving employment.

During or since the end of the financial year, 1,350,000 of options were granted by Manaccom Corporation Limited to the following directors and executives of the Group as part of their remuneration:

Name	Number of options granted	Number of ordinary shares under option
David Barwick	550,000	550,000
Mike Veverka	550,000	550,000
Bill Lyne	250,000	250,000

For details of options issued to Directors and executives as remuneration, refer to the Remuneration Report.

REMUNERATION REPORT (Audited)

This report details the nature and amount of remuneration for each Director of Manaccom Corporation Limited and for the executives receiving the highest remuneration.

a) Policy for determining the nature and amount of key management personnel remuneration

The remuneration policy of Manaccom Corporation Limited has been designed to align director and key management personnel objectives with shareholder and business objectives by providing a remuneration component and offering specific long term incentives based on key performance areas affecting the Group's financial results. The Board of Manaccom Corporation Limited believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best directors and key management personnel to run and manage the Group, as well as create goal congruence between directors, executives and shareholders.

The Board's policy for determining the nature and amount of remuneration for Board members and key management personnel of the Group is as follows:

- The remuneration policy, setting the terms and conditions for the executive directors and key management personnel, was developed by the Board.
- All key management personnel receive a base salary (which is based on factors such as length of service and experience), superannuation, and options (by invitation).
- The Board reviews executive and key management personnel packages annually by reference to the Group's performance, executive performance and comparable information from industry sectors and other listed companies in similar industries.

The performance of executives and key management personnel is measured against criteria agreed annually with each executive and is based predominantly on the Group's profits and shareholder value. All bonuses and incentives must be linked to predetermined performance criteria. Any changes must be justified by reference to measurable performance criteria. The policy is designed to attract the highest calibre of executives and reward them for performance that results in long term growth in shareholder wealth. Refer below for further details of performance based remuneration.

Key management personnel are also entitled to participate in the employee share option arrangements.

The executive Directors and key management personnel receive a superannuation guarantee contribution required by the government, which is currently 9%, and do not receive any other retirement benefits. Some individuals, however, may choose to sacrifice part of their salary to increase payments towards superannuation.

All remuneration paid to Directors and key management personnel is valued at the cost to the Company and expensed. Shares given to Directors and key management personnel are valued as the difference between the market price of those shares and the amount paid by the Director or executive. Options are valued using the Black-Scholes and Binomial methodologies.

The Board policy is to remunerate non-executive Directors at market rates for comparable companies for time, commitment and responsibilities. The Board determines payments to the non-executive Directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. The maximum aggregate amount of fees that can be paid to non-executive Directors is subject to approval by shareholders at the Annual General Meeting. Fees for non-executive Directors are not linked to the performance of the Group. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Company and are able to participate in the employee option plan.

Performance Based Remuneration

As part of the executive's remuneration package there is a performance based component, consisting of key performance indicators (KPIs). The intention of this program is to facilitate goal congruence between Directors/executives with that of the business and shareholders. These KPIs are set annually, with a certain level of consultation with directors/executives to ensure buy-in. The measures are specifically tailored to the areas each Director/executive is involved in and has a level of control over. For example, a KPI for the Chief Executive Officer is net profit after tax of the Group.

Performance in relation to the KPIs is assessed annually by the Board, with bonuses being awarded depending on the number and deemed difficulty of the KPIs achieved. Following the assessment, the KPIs are reviewed by the Board in light of the desired and actual outcomes, and their efficiency is assessed in relation to the Group's goals and shareholder wealth, before the KPIs are set for the following year. This method of assessment was chosen because it provides the Board an objective means of measuring performance.

In determining whether or not a KPI has been achieved, Manaccom Corporation Limited bases the assessment on audited figures.

Company Performance, Shareholder Wealth and Directors' and Executives' Remuneration

The remuneration policy has been tailored to increase goal congruence between shareholders and Directors and executives.

The following table shows the gross revenue and profits/(loss) for the last five years for the listed entity, as well as the share price at the end of the respective financial years.

	2006	2007	2008	2009	2010
Revenue	\$16.6 mil	\$17.9 mil	\$37.8 mil	\$58.6 mil	\$75.1 mil
Net profit/(loss)	\$786,973	(\$739,790)	\$2,730,526	\$2,957,335	(\$7,311,048) ²
Change in share price at year-end	(2.4c)	(0.1c)	(10.5c) ¹	(1.0c)	5.5c
Dividends paid per share	-	-	1c	1.5c	0.5c
Return on capital employed	10.1%	(10.8%)	23.0%	20.8%	(114.6%)

¹ this is after the 1:10 share consolidation in 2008.

² this is after a one-off impairment expense of \$8,290,292.

b) Key Management Personnel

The following persons were key management personnel of Manaccom Corporation Limited Group during the financial year:

Name	Position held
David K Barwick	Chairman (Non-executive)
Mike Veverka	Director and Chief Executive Officer
Bill Lyne	Director (Non-executive appointed 30 October 2009)
lan Mackay	Deputy Chairman (resigned 29 October 2009)
David Todd	Chief Financial Officer

All Group executives and Company executives receiving the highest remuneration have been included and there are no others.



Details of Remuneration Ĵ

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Details of compensation key management personnel and other executives of Manaccom Corporation Limited Group are set out below:	nent personnel and o	ther executives o	f Manaccom Corp	oration Limited Gro	up are set out b	elow:				
2010	Short-term employee benefits	yyee benefits		Post employment benefits	Long-term benefits		Share based payments		Proportion of remuneration that is	% of Value of remuneration that consists of
	Cash salary, fees and leave	Cash bonus	Non-monetary benefits	Superannuation	Long service leave	Termination benefits	Options	Total	performance based	options
	Ş	Ŷ	Ŷ	Ŷ	Ş	Ş	Ŷ	÷	%	%
Directors										
David Barwick	55,046		'	4,954	1,000	'	25,846	86,846	0	30
Mike Veverka	240,000	192,990	ı	36,913	4,984	I	25,846	500,733	39	5
Bill Lyne	18,349	I	ı	1,651	333	I	11,748	32,081	0	37
lan Mackay	56,545	I	I	5,089	943	I	,	62,577	ı	ı
Other key management personnel										
David Todd	173,076	10,000		17, 377	3,424	-	14,263	218,140	5	7
Total key management personal remuneration	543,016	202,990	ı	65,984	10,684	I	77,703	900,377		
Other executives									I	
Bill Lyne – as Company Secretary	38,232	I			T			38,232		
	581,248	202,990		65,984	10,684		77,703	938,609		
2009	Short-term employee benefits	ee benefits		Post employment benefits	Long-term benefits		Share based		Proportion of remuneration	% of Value of remuneration
							payments		that is	that consists of
	Cash salary, fees and leave	Cash bonus	Non-monetary benefits	Superannuation	Long service leave	Termination benefits	Options	Total	performance based	options
	¢	¢	Ş	¢	Ş	¢	Ŷ	Ş	%	%
Directors										
David Barwick	54,000	ı	I	ı	I	ı	I	54,000	ı	ı
Mike Veverka	245,156	149,632	I	35,607	I	I	I	430,395	35	ı
lan Mackay	216,631	I	I	I	'	'	'	216,631		

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2,345

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14,030

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10,000 159,632

155,884 671,671

Total key management personal remuneration

Other key management personnel

David Todd

49,637

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883,285 182,259

2,345

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34,935 918,220

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49,637 i

159,632

706,606

34,935

Bill Lyne – Company Secretary

Other executives

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Directors' Report

d) Cash bonuses

A cash bonus granted at the discretion of the Chief Executive Officer to David Todd during the financial year ended 30 June 2010 with no vesting conditions was paid on 8 July 2010. Refer to (h) regarding the Chief Executive Officer's cash bonus.

e) Options and rights granted as remuneration

Options are issued to executives and key management personnel as part of their remuneration at the discretion of the Board. The options are not issued based upon performance criteria, but are issued to selected executives of Manaccom Corporation Limited and its subsidiaries to increase goal congruence between executives, directors and shareholders.

Details of the terms and conditions of options and rights granted to key management personnel and executives as compensation during the reporting period are as follows:

2010	No. options/ rights granted	No. options/ rights vested	Fair value per option/right at grant date	Exercise price	Amount paid or payable	Expiry date	Date granted
Name							
David Barwick	550,000	-	\$0.206	\$0.70	-	30 Oct 2012	21 Oct 2009
Mike Veverka	550,000	-	\$0.206	\$0.70	-	30 Oct 2012	21 Oct 2009
Bill Lyne	250,000	-	\$0.206	\$0.70	-	30 Oct 2012	21 Oct 2009

Options will vest to executives and key management personnel when they exercise their options on condition that they are currently employed by the Manaccom Corporation Limited Group at the time of exercise. Market conditions indicate that the options are not likely to be exercised until closer to the expiry date. If the executive or key management person leaves before their options vest, then they will immediately forfeit them (one month after the event for retirement or retrenchment and three months if deceased).

f) Equity instruments issued on exercise of remuneration options

There were no equity instruments issued during the period to key management personnel and executives as a result of options exercised that had previously been granted as compensation.

g) Value of options to key management personnel and executives

Details of the value of options granted, exercised and lapsed during the year to key management personnel and executives as part of their remuneration are summarised below:

		Grant details	5	For the	e financial ye	ear ended	30 June 2	010	Overall		
Directors	Date	No.	Value per option at grant date	Exercised No.	Exercised \$	Lapsed No.	Lapsed \$	Vested No.	Vested %	Unvested %	Lapsed %
David Barwick	21 October 2009	550,000	\$0.206	-	-	-	-	-	0%	100%	0%
Mike Veverka	21 October 2009	550,000	\$0.206	-	-	-	-	-	0%	100%	0%
Bill Lyne	21 October 2009	250,000	\$0.206	-	-	-	-	-	0%	100%	0%
		1,350,000		-	-	-	-	-			

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h) Employment contracts of Directors and senior executives

The employment conditions of Directors and senior executives are formalised in contracts of employment.

The employment contracts stipulate a range of terms and conditions. The Company may terminate an employment contract without cause by providing generally four weeks written notice or making payment in lieu of notice, based on the individual's annual salary component. The notice period for the Chief Executive Officer is fifty two (52) weeks. A termination payment may or may not be applicable dependent on the particular circumstances. Termination payments are generally not payable on resignation or dismissal for serious misconduct. In the instance of serious misconduct the Company can terminate employment at any time. Any options not exercised before or on the date of termination will lapse.

The policy of the Company is that service contracts are generally unlimited in term.

Unless otherwise stated, service agreements do not provide for pre-determined compensation values or the manner of payment. Compensation is determined in accordance with the general remuneration policy outlined above. The manner of payment is determined on a case by case basis.

Mike Veverka	
Contract term:	Ongoing
Base salary:	\$240,000 plus bonus of 5% of NPAT (before abnormal/extraordinary items as agreed by the Board of Directors), plus superannuation, to be reviewed annually by the Board of Directors.
	The Directors approved a once-off variation in the calculation of the bonus component being (i) to take into account the additional roles and responsibilities in replacing lan Mackay as head of the software and distribution division when he resigned 29 October 2009 and the resultant cost savings of this, and (ii) to exclude this division's loss subject to the successful restructure of the division, including the renegotiation of a major Software Licence Agreement resulting in significant cost savings.
Termination payments:	Payment on early termination by the Group, other than for gross misconduct, equal to 12 months base salary plus bonus.
David Todd	
Contract term:	Ongoing
Base salary:	\$180,000 plus superannuation, to be reviewed annually by the Chief Executive Officer.
Termination payments:	Payment on early termination by the Group, other than for gross misconduct, equal to six months base salary.
END OF REMUNERATION REPORT	Γ

INDEMNIFYING OFFICERS OR AUDITOR

During the financial year, Manaccom Corporation Limited paid a premium in respect of a contract insuring Directors, Secretaries and executive officers of the Company and its controlled entities against a liability incurred as Director, Secretary or executive officer to the extent permitted by the *Corporations Act 2001*. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

The Company has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify an officer of the Company or any of its controlled entities against a liability incurred as such an officer.

No indemnity has been provided to the auditor of the Group.

NON-AUDIT SERVICES

During the financial year, the following fees for non-audit services were paid or payable to the auditor, BDO, or their related practices:

	Consolidated	
	2010	2009
	\$	\$
Taxation services		
Amounts paid or payable to a related practice of BDO		
 Tax compliance services - tax returns 	21,500	18,821
– Other tax	23,890	2,146
 International tax consulting 	-	4,000
Other services		
Amounts paid or payable to a related practice of BDO		
 Accounting advice 	13,980	12,488
 Independent expert's report 	25,000	
Total fees for non-audit services	84,370	37,455

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

On the advice of the Audit Committee, the Directors are satisfied that the provision of non-audit services by the auditor, as set out above, did not compromise the auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services have been reviewed by the Audit Committee to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the non-audit services undermine the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professional Accountants.*

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the *Corporations Act 2001.*

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the Auditor's Independence Declaration as required under section 307C of the Corporations Act 2001 is set out on page 20.

This report is made in accordance with a resolution of Directors.

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Mike Veverka Director Brisbane 10 September 2010



Auditor's Independence Declaration

AUDITOR'S INDEPENDENCE DECLARATION



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Level 18, 300 Queen St Brisbane QLD 4000, GPO Box 457, Brisbane QLD 4001 Australia

The Directors Manaccom Corporation Limited PO Box 824 TOOWONG QLD 4066

Dear Directors,

DECLARATION OF INDEPENDENCE BY M R JUST TO THE DIRECTORS OF MANACCOM CORPORATION LIMITED

As lead auditor of Manaccom Corporation Limited for the year ended 30 June 2010, I declare that to the best of my knowledge and belief, there have been:

- no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Manaccom Corporation Limited and the entities it controlled during the period.

MARJust

M R Just Director BDO Audit (QLD) Pty Ltd Brisbane, 10 September 2010

BDO Audit (QLD) Pty Ltd ABN 33 134 022 870

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Corporate Governance Statement

CORPORATE GOVERNANCE STATEMENT

INTRODUCTION

This statement summarises the corporate governance practices that have applied in Manaccom Corporation Limited throughout the reporting period except where otherwise stated. It is structured along the same lines as the ASX Corporate Governance Council's Principles and Recommendations, with sections dealing in turn with each of the Council's corporate governance Principles and addressing the Council's Recommendations. This statement and the charters, codes and policies referred to herein are posted on the Company's website <u>www.manaccom.com</u> and shareholders and other interested readers are welcome to refer to them. The Board will keep its corporate governance practices under review.

1. Lay solid foundations for management and oversight

The Council's first Principle states that companies should "establish and disclose the respective roles and responsibilities of board and management." Manaccom has adopted a formal **Board Charter** that sets out the functions reserved to the Board and those delegated to the Chief Executive Officer. This enables the Board to provide strategic guidance for the Company and effective oversight of management.

Manaccom provides new Directors with a letter on appointment which details the terms and conditions of their appointment, provides clear guidance on what input is required by them, and includes materials to assist with induction into the Company.

The Company has a similar approach for all senior executives whereby they are provided with a formal letter of appointment setting out their terms of office, duties, rights and responsibilities as well as a detailed job description. The Board has delegated responsibilities and authorities to the CEO and other executives to enable management to conduct the Company's day to day activities. Matters which exceed defined authority limits require Board approval.

The Board is also responsible for the performance of the Company's executives, which is reviewed against appropriate measures and the performance of the Company as a whole, and through an annual appraisal process.

2. Structure the Board to add value

In its second Principle the Council states that companies should *"have a board of an effective composition, size and commitment to adequately discharge its responsibilities and duties."* Manaccom's Board is so structured, and its Directors adequately discharge their responsibilities and duties for the benefit of shareholders.

The Board comprises three non-executive Directors (David Barwick, Chairman; Bill Lyne, also the Company Secretary; and Bonita Boezeman A.O.) and the Chief Executive Officer (Mike Veverka). A fundamental requirement for the Manaccom Board is a deep understanding of business management and financial markets. All Board members meet this requirement, and bring a diverse range of skills and backgrounds. Additionally, Mr Veverka has had a very long involvement in key sections of the Company and brings considerable relevant expertise and knowledge to the Board.

The Board formally meets monthly throughout the year, and informally at least every six to eight weeks to address issues that may arise outside of the monthly meetings.

The qualifications, experience and relevant expertise of each Board member and their terms in office are set out in the Directors' Report section of the Company's Annual Report. All Directors, apart from the CEO, are subject to re-election by rotation at least every three years at the Company's Annual General Meeting.

The Board's view is that an independent Director is a non-executive Director who does not have a relationship affecting independence on the basis set out in the Council's guidelines and meets materiality thresholds agreed by the Board as equating to payments to them or related parties of 5% of the Company's annual revenue or representing 20% of the individual's business revenue.

The Board considers that David Barwick, Bill Lyne and Bonita Boezeman A.O. all meet this criterion. On the other hand, Mike Veverka is considered to not be independent because he is a substantial shareholder in Manaccom (i.e. holds more than 5% as defined in Section 9 of the Corporations Act) and is an executive officer of the Company. Consequently, the current structure meets the Council's recommendation that the majority of the Board should be independent, and the Board also considers the current composition is appropriate given the Company's and the Directors' backgrounds and the current and foreseeable structure and size of the Company.

The Manaccom Board has not yet established a nomination committee. The full Board consists of four Directors and has formed the view that the Company's present size does not justify separate committees for other than audit matters and that it is more efficient for the Board as a whole to deal with these other functions. To ensure the integrity of these functions the Board has included reference to them in the Board Charter, rather than in separate charters.

The performance of the Board, its committees and the Directors themselves is reviewed periodically by the Directors as a whole, rather than examining each individual's performance. The Board's principal evaluation benchmark is the Company's financial performance compared to similar organisations and the industry in which it operates; but other than that no formalised annual evaluation process has yet been established for Directors.

The Company also complies with the Recommendations for Directors in relation to independent professional advice, information access and contact with the Company Secretary.

The Directors may seek external professional advice at the expense of the Company on matters relating to their role as Directors of Manaccom. However, they must first request approval from the Chairman, which must not be unreasonably withheld. If withheld then it becomes a matter for the whole Board.

Corporate Governance Statement

The Company Secretary attends all Board and committee meetings, is responsible for monitoring adherence to Board policy and procedures, and is accountable on governance matters.

3. Promote ethical and responsible decision-making

In Principle 3 the Council states that companies should *"actively promote ethical and responsible decision-making"*. To this end, Manaccom has formally adopted a **Code of Conduct** covering Directors and officers. The Code is based on respect for the law and acting accordingly, dealing with conflicts of interest appropriately, and ethical matters such as acting with integrity, exercising due care and diligence in fulfilling duties, acting in the best interests of the Company and respecting the confidentiality of all sensitive corporate information. If a Director or officer becomes aware of unlawful or unethical behaviour by anyone in the Company then he is obliged under the Code to report such activities to the Chairman.

In addition, Directors recognise the legal obligations relevant to their role and the reasonable expectations of shareholders, other stakeholders and the wider financial community.

Manaccom also has a documented **Share Trading Policy** for Directors, executives and other relevant staff and consultants. The Policy prohibits Directors and executives from dealing in the Company's securities whilst in possession of price sensitive information. Otherwise, those persons may generally deal in securities at any time provided they obtain the prior consent of the Board Chairman (or, in the case of the Chairman himself, from the chair of the Audit Committee).

The Policy includes restrictions and clearance procedures in relation to when trading can and cannot occur. The Board will ensure that restrictions on dealings in securities are strictly enforced.

The Company has initiated a move to establishing a diversity policy with the Board requesting management to design a policy to include measurable objectives for achieving gender diversity and provide for annual assessment by the Board.

4. Safeguard integrity in financial reporting

The Council states that companies should *"have a structure to independently verify and safeguard the integrity of their financial reporting."* Manaccom has an established Audit Committee which operates under an **Audit Committee Charter**. The role of this committee is to ensure the truthful and factual presentation of the Company's financial position and to monitor and review on behalf of the Board the effectiveness of the Company's control environment, reporting practices and responsibilities in the areas of accounting, risk management and compliance. To assist this process, as required by Section 295A of the Corporations Act, the CEO and the Chief Financial Officer must certify to the Board in writing that the Company's financial reports are complete and present a true and fair view, in all material respects, of the financial condition and operational results of the Company and are in accordance with relevant accounting standards.

The committee's Charter includes information on procedures for the selection and appointment of the external auditor and rotation of the engagement audit partner. The external auditor is required to attend the Company's Annual General Meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report.

The Audit Committee has three members, being the non-executive Directors, Bonita Boezeman A.O. (as Chair), David Barwick and Bill Lyne, all of whom have strong finance and accounting backgrounds, experience and appropriate technical expertise. The Committee composition meets the Council's Recommendations with all three members being independent Directors.

The qualifications of the Committee and meeting attendances are set out in the Directors' Report section of the Company's Annual Report.

Minutes of all Committee meetings are provided to the Board and its chair also reports to the Board after each Committee meeting.

5. Make timely and balanced disclosure

In this Principle the Council states that companies should "promote timely and balanced disclosure of all material matters concerning the company." Manaccom is committed to the promotion of investor confidence by ensuring that trading in the Company's securities takes place in an informed market. To assist compliance with continuous disclosure requirements under the ASX Listing Rules, the Company has a **Continuous Disclosure Policy** in place to ensure that material price sensitive information is identified, reviewed by management and disclosed to the ASX in a timely manner. The CEO is accountable for compliance with this policy.

In addition, all changes in Directors' interests in the Company's securities are promptly reported to the ASX in compliance with Section 205G of the Corporations Act and the ASX Listing Rules.

The Company's Annual Report is also used to keep investors informed, particularly in its review of operations and activities.

6. Respect the rights of shareholders

In Principle 6 the Council states that companies should "respect the rights of shareholders and facilitate the effective exercise of those rights". Manaccom supports its desire to provide shareholders with adequate information about the Company and its activities through a published **Communications Policy**. It is also committed to electronic communications through its website, <u>www.manaccom.com</u>, which provides access to all recent ASX announcements, shareholder updates, boardroom broadcasts, notices of meetings, explanatory memoranda, annual reports and key contact details, as well as comprehensive information about the Company and its products and operations. Shareholders and other interested parties may sign up to receive email notification of all ASX releases and other important announcements.

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Corporate Governance Statement

Company general meetings also represent a good opportunity for shareholders to meet with, and ask questions of, the Board of Manaccom and all shareholders are notified of such meetings and encouraged to attend.

As part of the Company's management of investor relations the CEO does, at times, also undertake briefings with investors and analysts to assist their understanding of the Company and its operations, and provide explanatory background and technical information.

7. Recognise and manage risk

In this Principle the Council states that companies should "establish a sound system of risk oversight and management and internal control". Manaccom maintains documented policies for identifying, assessing and monitoring risk, summarised in a **Risk Management Policy**. Through the Audit Committee the Company monitors key business and financial risks, taking into consideration their likelihood and impact, and reviews and appraises risk control measures.

The CEO and senior executives have operational responsibility for risk management through Board approved guidelines. Some of these measures include formal authority limits for management to operate within, policies on treasury-related risk management, and an information technology plan. The CEO reports to the Board on any departures from policy or matters of concern that might be seen as or become material business risks.

In addition, the CEO and CFO are required to state in writing annually to the Board that to the best of their knowledge the integrity of the Company's risk management, internal control and compliance systems are sound and such systems are operating efficiently and effectively in all material respects in relation to financial reporting risks.

8. Remunerate fairly and responsibly

The Council's final Principle states that companies should "ensure that the level and composition of remuneration is sufficient and reasonable and that its relationship to performance is clear". The Board has not yet established a Remuneration Committee, nor is there a Remuneration Charter. The Board has formed the view that the Company's present size and structure does not justify a separate committee as it is considered more efficient for the Board as a whole to deal with this function.

The Board considers that the Directors are sufficiently qualified to consider and decide on remuneration matters. However, external professional advice may be sought from experienced consultants where appropriate to assist in the Board's deliberations.

Non-executive Directors' remuneration is reviewed periodically with reference to comparable businesses and the trend in Directors' fees generally, with the object of ensuring maximum stakeholder benefit from the retention of an effective Board. Shareholders, at the Company's AGM, determine any increase in the aggregate fees payable to non-executive Directors, but it is those Directors who decide amongst themselves the split of such remuneration.

The CEO's remuneration is based on a fixed amount plus an incentive (calculated on audited figures) linked to the Company's financial performance. The base amount is designed to attract and retain an appropriately qualified and experienced CEO, and the incentive element is to reward him for his contribution towards the Company's success.

Other senior executives are offered remuneration packages necessary to attract and retain appropriately qualified key personnel as well as being commensurate with the skill and attention required to manage an organisation of the size and scope of the Manaccom Group as it is today and taking into account its plans and forecasts into the future. In addition, the Company has an Employee Option Plan in place and from time to time has granted options to deserving staff as a reward for performance. However, the Board prohibits transactions by executives which might limit the economic risk of participating in unvested entitlements under any equity-based remuneration scheme.

Further information about the Manaccom remuneration policy, along with details of all emoluments of Directors and key management can be found in the Remuneration Report section of the Directors' Report in the Company's Annual Report. There are no separate retirement benefits for non-executive Directors, other than statutory superannuation.

Statement of Comprehensive Income

Manaccom Corporation Limited and its Controlled Subsidiaries STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 June 2010

	Note	Consolidat	ed Group
		2010	2009
		\$	\$
Revenue from continuing operations	2	74,832,960	58,387,758
Cost of sales	3	(60,445,505)	(43,921,634)
Gross profit		14,387,455	14,466,124
Other income/ revenue	2	269,033	178,138
Distribution expenses		(81,601)	(72,779)
Marketing costs		(1,396,560)	(1,314,436)
Occupancy expenses		(955,802)	(530,377)
Administrative expenses	3	(10,736,664)	(8,536,154)
Impairment of intangible assets	3	(8,290,292)	-
Finance costs	3	(239,990)	(237,358)
Other expenses	3	(42)	(95,488)
Profit/(loss) before income tax expense		(7,044,463)	3,857,670
Income tax expense	4	(266,585)	(974,784)
Profit/(loss) after income tax expense from continuing operations		(7,311,048)	2,882,886
Profit/(loss) from discontinued operations	5	-	74,449
Profit/(loss) for the year		(7,311,048)	2,957,335
Other comprehensive income		(47.271)	(4.120)
Foreign currency translation differences		(47,271)	(4,129)
Total comprehensive income for the year attributable to the owners of Manac- com Corporation Limited		(7,358,319)	2,953,206
Earnings Per Share (cents per share)			
Overall operations			
Basic and diluted earnings per share (cents per share)	9	(17.0)	6.9
Continuing operations			
Basic and diluted earnings per share (cents per share)	9	(17.0)	6.7
Discontinued operations			
Basic and diluted earnings per share (cents per share)	9	-	0.2

The above Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

Statement of Financial Position

Manaccom Corporation Limited and its Controlled Subsidiaries STATEMENT OF FINANCIAL POSITION

As at 30 June 2010

	Note	Consolida	ited Group
		2010	2009
		\$	\$
CURRENT ASSETS			
Cash and cash equivalents	10	9,461,658	9,754,757
Trade and other receivables	11	1,509,509	2,958,238
Current tax assets	20	194,485	-
Inventories	12	683,230	506,600
TOTAL CURRENT ASSETS		11,848,882	13,219,595
NON-CURRENT ASSETS			
Property, plant and equipment	16	812,719	680,359
Intangible assets	17	5,198,083	12,303,277
Deferred tax assets	20	828,461	822,466
TOTAL NON-CURRENT ASSETS		6,839,263	13,806,102
TOTAL ASSETS		18,688,145	27,025,697
CURRENT LIABILITIES			
Trade and other payables	18	8,106,023	7,479,367
Interest-bearing liabilities	19	2,428,733	581,986
Current tax liabilities	20	-	791,960
Provisions	21	284,632	125,957
TOTAL CURRENT LIABILITIES		10,819,388	8,979,270
NON-CURRENT LIABILITIES			
Interest-bearing liabilities	19	1,188,033	3,444,488
Provisions	21	80,693	164,014
Deferred tax liabilities	20	219,706	200,789
TOTAL NON-CURRENT LIABILITIES		1,488,432	3,809,291
TOTAL LIABILITIES		12,307,820	12,788,561
NET ASSETS		6,380,325	14,237,136
EQUITY			
Issued capital	22	28,156,064	28,155,664
Accumulated losses		(22,036,016)	(14,079,494)
Reserves		260,277	160,966
TOTAL EQUITY		6,380,325	14,237,136

The above Statement of Financial Position should be read in conjunction with the accompanying notes.

Statement of Changes in Equity

Manaccom Corporation Limited and its Controlled Subsidiaries STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2010

	lssued capital	Accumulated losses	Share- based payment reserve	Foreign currency translation reserve	Total equity
CONSOLIDATED GROUP	\$	\$	\$	\$	\$
Balance at 1 July 2008	28,155,664	(16,391,355)	105,501	(18,434)	11,851,376
Total comprehensive income for the year					
Profit for the year	-	2,957,335	-	-	2,957,335
Other comprehensive income					
Foreign currency translation reserve differences	-	-	-	(4,129)	(4,129)
Total comprehensive income for the year	-	2,957,335	-	(4,129)	2,953,206
Transactions with owners in their capacity as owners					
Dividends paid	-	(645,474)	-	-	(645,474)
Share-based payments expense	-	-	78,028	-	78,028
Transactions with owners in their capacity as owners	-	(645,474)	78,028	-	(567,446)
Balance at 30 June 2009	28,155,664	(14,079,494)	183,529	(22,563)	14,237,136
Total comprehensive income for the year					
Loss for the year	-	(7,311,048)	-	-	(7,311,048)
Other comprehensive income					
Foreign currency translation reserve differences	-	-	-	(47,271)	(47,271)
Total comprehensive income for the year	-	(7,311,048)	-	(47,271)	(7,358,319)
Transactions with owners in their capacity as owners					
Other	400	-	-	-	400
Dividends paid	-	(645,474)	-	-	(645,474)
Share-based payments expense	-	-	146,582	-	146,582
Transactions with owners in their capacity as owners	400	(645,474)	146,582	-	(498,492)
Balance at 30 June 2010	28,156,064	(22,036,016)	330,111	(69,834)	6,380,325

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes.

Statement of Cash Flows

Manaccom Corporation Limited and its Controlled Subsidiaries STATEMENT OF CASH FLOWS

For the year ended 30 June 2010

	Note	Consolidated Group	
		2010	2009
		\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		79,551,120	65,444,298
Payments to suppliers and employees		(75,979,863)	(58,934,285)
Interest received		258,245	171,247
Interest and other costs of finance paid		(239,990)	(237,357)
Income tax paid		(1,240,109)	(786,996)
Net cash provided by (used in) operating activities	26 (a)	2,349,403	5,656,907
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment, and intangibles		(1,587,322)	(2,059,428)
Acquisition of business net of cash acquired	26 (b)	-	(1,500,000)
Proceeds from funds on deposit		-	79,520
Net cash provided by (used in) investing activities		(1,587,322)	(3,479,908)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds/ (repayment) of borrowings		(409,708)	2,652,390
Dividends paid		(645,472)	(645,474)
Net cash provided by (used in) financing activities		(1,055,180)	2,006,916
Net increase/(decrease) in cash and cash equivalents		(293,099)	4,183,915
Cash and cash equivalents at beginning of year		9,754,757	5,570,842
Cash and cash equivalents at end of year	10	9,461,658	9,754,757

The above Statement of Cash Flows should be read in conjunction with the accompanying notes.

Manaccom Corporation Limited and its Controlled Subsidiaries NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2010

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements of Manaccom Corporation Limited for the year ended 30 June 2010 were authorised in accordance with a resolution of the Directors on 10 September 2010 and covers the consolidated entity consisting of Manaccom Corporation Limited and its subsidiaries as required by the *Corporations Act 2001*. Separate financial statements for Manaccom Corporation Limited as an individual entity are no longer presented as a consequence of a change to the *Corporations Act 2001*. However, limited financial information for Manaccom Corporation Limited as an individual entity is included in Note 15.

The financial statements are presented in the Australian currency.

Manaccom Corporation Limited is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange.

BASIS OF PREPARATION

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, including Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions to which they apply. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of this financial report are presented below. They have been consistently applied unless otherwise stated.

All bank borrowings have been classified as current in this reporting period (refer Note 1 (p) for details).

The financial report has been prepared on an accruals basis and is based on historical costs except for, available-for-sale financial assets and held-for-trading investments that have been measured at fair value.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following significant accounting policies have been adopted in the preparation and presentation of the financial statements:

(a) Basis of Consolidation

Subsidiaries

The consolidated financial statements comprise the financial statements of Manaccom Corporation Limited and its subsidiaries at 30 June each year ("the Group"). Subsidiaries are entities over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. Potential voting rights that are currently exercisable or convertible are considered when assessing control. Consolidated financial statements include all subsidiaries from the date that control commences until the date that control ceases. The financial statements of subsidiaries are prepared for the same reporting period as the parent, using consistent accounting policies.

All intercompany balances and transactions, including unrealised profits arising from intragroup transactions have been eliminated. Unrealised losses are also eliminated unless costs cannot be recovered.

(b) Business Combinations

The acquisition method of accounting is used to account for all business combinations. Cost is measured as the fair value of the assets given, shares issued or liabilities incurred or assumed at the date of exchange. Where equity instruments are issued, the value of the equity instruments is their published market price as at the date of exchange unless, in rare circumstances it can be demonstrated that the published price at the date of exchange is an unreliable indicator of fair value and that other evidence and valuation methods provide a more reliable measure of fair value. Transaction costs arising on the issue of equity instruments are recognised directly in equity.

Identifiable assets acquired and liabilities and contingent liabilities assumed in business combinations are initially measured at their fair values at acquisition date. The excess of the cost of acquisition over the fair value of the Group's share of identifiable net assets acquired is recorded as goodwill (refer Note 1(n)). If the cost of acquisition is less than the Group's share of the fair value of the net assets acquired, the difference is recognised in profit or loss, but only after a reassessment of the identification and measurement of the net assets acquired.

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Notes to the Financial Statements

Where settlement of any part of the cash consideration is deferred, the amounts payable in future are discounted to present value at the date of exchange using the entity's incremental borrowing rate as the discount rate.

(c) Foreign Currency Translation

The functional and presentation currency of Manaccom Corporation Limited and its Australian subsidiaries is Australian dollars (A\$).

Foreign currency transactions are translated into the functional currency using the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the end of the reporting period. Foreign exchange gains and losses resulting from settling foreign currency transactions, as well as from restating foreign currency denominated monetary assets and liabilities, are recognised in profit or loss, except when they are deferred in other comprehensive income where they relate to differences on foreign currency borrowings that provide a hedge against a net investment in a foreign entity.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when fair value was determined.

The functional currency of the overseas subsidiaries is measured using the currency of the primary economic environment in which that entity operates. At the end of the reporting period, the assets and liabilities of these overseas subsidiaries are translated into the presentation currency of Manaccom Corporation Limited at the closing rate at the end of the reporting period and income and expenses are translated at the average exchange rates for the year. All resulting exchange differences are recognised in other comprehensive income as a separate component of equity (foreign currency translation reserve). On disposal of a foreign entity, the cumulative exchange differences recognised in foreign currency translation reserves relating to that particular foreign operation is recognised in profit or loss.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

(d) Revenue Recognition

Revenue is recognised at the fair value of consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances and duties and taxes paid. The following specific recognition criteria must also be met before revenue is recognised:

Sale of Goods

Revenue from sale of goods is recognised when the significant risks and rewards of ownership have passed to the buyer and can be reliably measured. Risks and rewards are considered passed to buyer when goods have been delivered to the customer.

Rendering of Services

Revenue from software maintenance contracts is recognised in equal monthly instalments over the period of the contracts.

Revenue from rendering other services is recognised in accordance with the percentage of completion method. The stage of completion is measured by reference to labour hours incurred to date as a percentage of estimated total labour hours for each contract. Where the contract outcome cannot be reliably measured, revenue is recognised only to the extent of the expenses recognised that are recoverable.

Interest

Revenue is recognised as interest accrues using the effective interest method.

Dividends

Dividends are recognised as revenue when the Group's right to receive payment is established.

(e) Income Tax

The income tax expense for the period is the tax payable on the current period's taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax base of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for all temporary differences, between carrying amounts of assets and liabilities for financial reporting purposes and their respective tax bases, at the tax rates expected to apply when the assets are recovered or liabilities settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. Exceptions are made for certain temporary differences arising on initial recognition of an asset or a liability if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit.

Deferred tax assets are only recognised for deductible temporary differences and unused tax losses if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, associates and interests in joint ventures where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Current and deferred tax balances relating to amounts recognised directly in other comprehensive income are also recognised directly in other comprehensive income.

Manaccom Corporation Limited and its wholly-owned subsidiaries have implemented the tax consolidation legislation for the whole of the financial year. The Group notified the Australian Tax Office that it had formed an income tax consolidated group to apply from 1 July 2006. Manaccom Corporation Limited is the head entity in the tax consolidated group. The stand-alone taxpayer/separate taxpayer within a group approach has been used to allocate current income tax expense and deferred tax expense to wholly-owned subsidiaries that form part of the tax consolidated group. Manaccom Corporation Limited has assumed all the current tax liabilities and the deferred tax assets arising from unused tax losses for the tax consolidated group via intercompany receivables and payables because a tax funding arrangement that has been in place for the whole financial year. The amounts receivable/payable under tax funding arrangements are due upon notification by the head entity, which is issued soon after the end of each financial year. Interim funding notices may also be issued by the head entity to its wholly-owned subsidiaries in order for the head entity to be able to pay tax instalments.

(f) Impairment of Assets

At the end of each reporting period the Group assesses whether there is any indication that individual assets are impaired. Where impairment indicators exist, recoverable amount is determined and impairment losses are recognised in profit or loss where the asset's carrying value exceeds its recoverable amount. Recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purpose of assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Where it is not possible to estimate recoverable amount for an individual asset, recoverable amount is determined for the cash-generating unit to which the asset belongs.

(g) Cash and Cash Equivalents

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

(h) Trade Receivables

Trade receivables are recognised at original invoice amounts less an allowance for uncollectible amounts and have repayment terms between seven and 120 days. Collectibility of trade receivables is assessed on an ongoing basis. Debts which are known to be uncollectible are written off. An allowance is made for doubtful debts where there is objective evidence that the Group will not be able to collect all amounts due according to the original terms. Objective evidence of impairment includes financial difficulties of the debtor, default payments or debts more than 90 days overdue. On confirmation that the trade receivable will not be collectible the gross carrying value of the asset is written off against the associated provision.

From time to time, the Group elects to renegotiate the terms of trade receivables due from customers with which it has previously had a good trading history. Such renegotiations will lead to changes in the timing of payments rather than changes to the amounts owed and are not, in the view of the Directors, sufficient to require the derecognition of the original instrument.

(i) Inventories

Raw Materials, Work in Progress and Finished Goods

Inventories are stated at the lower of cost and net realisable value. Cost comprises all direct materials, direct labour and an appropriate portion of variable and fixed overheads. Fixed overheads are allocated on the basis of normal operating capacity. Costs are assigned to inventories using the first-in-first-out basis. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and selling expenses.

(j) Investments and Other Financial Assets

All investments and other financial assets are initially stated at the fair value of consideration given plus acquisition costs. Purchases and sales of investments are recognised on trade date which is the date on which the Group commits to purchase or sell the asset. Accounting policies for each category of investments and other financial assets subsequent to initial recognition are set out below.

Loans and receivables

Non-current loans and receivables include loans due from related parties repayable within 366 days of the end of the reporting period. As these are non-interest bearing, fair value at initial recognition requires an adjustment to discount these loans using a marketrate of interest for a similar instrument with a similar credit rating. The discount is debited on initial recognition to the investment in subsidiary/associate/jointly controlled entity.

Impairment losses are measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows, excluding future credit losses that have not been incurred. The cash flows are discounted at the asset's original effective interest rate. Impairment losses are recognised in profit or loss.

(k) Fair Values

Fair values may be used for financial asset and liability measurement and well as for sundry disclosures.

Fair values for financial instruments traded in active markets are based on quoted market prices at the end of the reporting period. The quoted market price for financial assets is the current bid price.

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values due to their short-term nature. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

(I) Property, Plant and Equipment

Plant and equipment is stated at historical cost, including costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, less depreciation and any impairments.

Depreciation is calculated on a straight-line basis over the estimated useful life, or in the case of leasehold improvements and certain leased plant and equipment, the shorter lease term, as follows:

- Property Plant and Equipment 1 - 40 years

- Leased Plant and Equipment 3 - 8 years

The assets' residual values and useful lives are reviewed and adjusted, if appropriate, at the end of each reporting period.

Gains and losses on disposals are calculated as the difference between the net disposal proceeds and the asset's carrying amount and are included in profit or loss in the year that the item is derecognised.

(m) Leases

Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases and capitalised at inception of the lease at the fair value of the leased property, or if lower, at the present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged to profit or loss over the lease period.

Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

Leases where the lessor retains substantially all the risks and rewards of ownership of the asset are classified as operating leases. Payments made under operating leases (net of incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

When assets are leased out under finance leases, the present value of the lease payments is recognised as a lease receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Lease income is recognised over the lease term using the net investment method which reflects a constant periodic rate of return.

Lease income from operating leases is recognised in profit or loss on a straight-line basis over the lease term. Initial direct costs incurred in negotiating operating leases are added to the carrying value of the leased asset and recognised as an expense over the lease term on the same bases as the lease income.

(n) Intangible Assets

Goodwill

Goodwill represents the excess of the cost of the business combination over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities. Goodwill is not amortised but is measured at cost less any accumulated impairment losses. Goodwill is reviewed for impairment annually, or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill acquired is allocated to each of the cash-generating units expected to benefit from the combination's synergies. Impairment is determined by assessing the recoverable amount of the cash-generating unit to which the goodwill relates. Impairment losses on goodwill cannot be reversed.

Intellectual Property

Acquired intellectual property is stated at cost, and is measured at cost less any accumulated impairment losses. Intellectual property is considered to have an indefinite useful life and is not amortised. The carrying value of intellectual property is reviewed for impairment annually, or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Impairment losses are recognised in profit or loss. Any reversal of impairment losses of intellectual property is recognised in profit or loss.

Website Developments Costs

Expenditure during the research phase of a project is recognised as an expense when incurred. Development costs are capitalised only when technical feasibility studies identify that the project will deliver future economic benefits and these benefits can be measured reliably.

Development costs have a finite life and are amortised on a straight-line basis matched to the future economic benefits over the useful life of the project of 3 years.

Domain Names

Acquired domain names are stated at cost and are considered to have indefinite useful lives and are not amortised. The useful life is assessed annually to determine whether events or circumstances continue to support an indefinite useful life assessment. The carrying value of domain names is reviewed semi-annually at each reporting date for impairment.

Customer Acquisition Costs

Expenditure on customer acquisition is recognised at cost of acquisition. Customer acquisition costs have a finite life and are amortised on a straight-line basis matched to the future economic benefits over their useful life ranging between 1 ½ and 3 years. Customer acquisition costs are tested semi-annually at each reporting date for impairment and carried at cost less accumulated amortisation and any impairment losses.

Software

Items of computer software which are not integral to the computer hardware owned by the Group are classified as intangible assets with a finite life. Computer software is amortised on a straight line basis over the expected useful life of the software. These lives range from 1½ to 4 years.

(o) Trade and Other Payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the year end and which are unpaid. These amounts are unsecured and have 7-90 day payment terms.

(p) Interest-bearing Liabilities

All loans and borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the loans and borrowings using the effective interest method.

Normally, all borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period. In this reporting period, all bank facilities provided by ANZ Banking Group Limited are classified as current in accordance with AASB 101.74 due to the company not achieving the Interest Cover Ratio of not less than 4:1 as at 30 June 2010. A letter dated 31 August 2010 has been received from the Company's banker notifying the Company of an event of default relating to the Company's facilities referred to in note 19, advising they do not propose to take action in respect of this event of default at the present time.

AASB 101.74 states "When an entity breaches a provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand, it classifies the liability as current, even if the lender agreed, after the reporting period and before the authorisation of the financial statements for issue, not to demand payment as a consequence of the breach. An entity classifies the liability as current because, at the end of the reporting period, it does not have an unconditional right to defer its settlement for at least twelve months after that date".

(q) Borrowing Costs

Borrowing costs incurred for the construction of a qualifying asset are capitalised during the period of time that it is required to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed when incurred.

The capitalisation rate used to determine the amount of borrowing costs to be capitalised is the weighted average interest rate on the Group's borrowings outstanding during the year, being 5.11% (2009: 6.34%).

(r) Provisions

Provisions for legal claims, service warranties and make good obligations are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that that an outflow of economic resources will be required to settle the obligation and the amount can be reliably estimated. For service warranties, the likelihood than an outflow will be required to settle the obligation is determined by considering the class of obligations as a whole. Provisions are not recognised for future operating losses.

Where the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

(s) Employee Benefits

Wages and Salaries, Annual Leave and Sick Leave

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave expected to be settled within 12 months of the end of the reporting period are recognised in respect of employees' services rendered up to the end of the reporting period and are measured at amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when leave is taken and measured at the actual rates paid or payable.

Long Service Leave

Liabilities for long service leave are recognised as part of the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees to the end of the reporting period. Consideration is given to expected future salaries and wages levels, experience of employee departures and periods of service. Expected future payments are discounted using national government bond rates at the end of the reporting period with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Profit-sharing and Bonus Plans

The Group recognises an expense and a liability for bonuses and profit-sharing based on when the entity is contractually obliged to make such payments or where there is past practice that has created a constructive obligation.

Retirement Benefit Obligations

Employees have defined contribution superannuation funds. Contributions are recognised as expenses as they become payable. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

(t) Contributed Equity

Ordinary shares are classified as equity (refer note 22). Mandatorily redeemable preference shares are classified as liabilities.

Costs directly attributable to the issue of new shares or options are shown as a deduction from the equity proceeds, net of any income tax benefit.

(u) Dividends

Provision is made for dividends declared, and no longer at the discretion of the Group, on or before the end of the reporting period but not distributed at the end of the reporting period.

(v) Share-Based Payments

The Group provides benefits to employees (including Directors) of the Group in the form of share-based payment transactions, whereby employees render services in exchange for shares or options over shares ("equity-settled transactions"). The following plan is currently in place to provide these benefits:

- the Manaccom Corporation Limited Employee Share Option Plan (ESOP) which provides benefits to Directors and senior executives.

The fair value of options granted under the Manaccom Corporation Limited Employee Share Option Plan are recognised as an employee benefit expense with a corresponding increase in equity (share option reserve). The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the options. Fair value is determined by an independent valuer using the Black-Scholes and Binomial option pricing models. In determining fair value, no account is taken of any performance conditions other than those related to the share price of Manaccom Corporation Limited ("market conditions"). The cumulative expense recognised between grant date and vesting date is adjusted to reflect the Directors' best estimate of the number of options that will ultimately vest because of internal conditions of the options, such as the employees having to remain with the company until vesting date, or such that employees are required to meet internal sales targets. No expense is recognised for options that do not ultimately vest because a market conditions were not met. An expense is still recognised for options that do not ultimately vest because a market condition was not met.

Where the terms of options are modified, the expense continues to be recognised from grant date to vesting date as if the terms had never been changed. In addition, at the date of the modification, a further expense is recognised for any increase in fair value of the transaction as a result of the change.

Where options are cancelled, they are treated as if vesting occurred on cancellation and any unrecognised expenses are taken immediately to profit or loss. However, if new options are substituted for the cancelled options and designated as a replacement on grant date, the combined impact of the cancellation and replacement options are treated as if they were a modification.

(w) Earnings Per Share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to members of Manaccom Corporation Limited, adjusted for the after-tax effect of preference dividends on preference shares classified as equity, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares during the year.

Diluted earnings per share

Earnings used to calculate diluted earnings per share are calculated by adjusting the basic earnings by the after-tax effect of dividends and interest associated with dilutive potential ordinary shares. The weighted average number of shares used is adjusted for the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

(x) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of GST except where GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority, are classified as operating cash flows.

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

(y) Financial Guarantees

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and at the end of each subsequent reporting period at the higher of the amount determined under AASB 137 Provisions, Contingent Liabilities and Contingent Assets and the amount initially recognised less cumulative amortisation, where appropriate.

(z) Critical Accounting Estimates and Judgments

The Directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the group.

i. Impairment of Assets

Under AASB 136: Impairment of Assets, the recoverable amount of an asset is determined as the higher of fair value less costs to sell, and value in use. In determining value in use, projected future cash flows are discounted using a risk adjusted pre-tax discount rate and impairment is assessed for the individual asset or at the 'cash generating unit' level. A 'cash generating unit' is determined as the smallest group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

Goodwill on Consolidation

Under AASB 3: Business Combinations, goodwill is capitalised to the balance sheet and subjected to an annual impairment test. Amortisation of goodwill is prohibited.

Impairment testing as at 1 July 2010 confirmed impairment of \$5,278,024 of the \$8,986,379 goodwill less accumulated impairment losses of \$854,805 as disclosed in the financial statements at 30 June 2010.

Impairment recognised on assets for the year ended 30 June 2010 are detailed in note 17.

ii. Recognition of the DTA on tax losses

Tax losses have been recognised as a DTA notwithstanding the loss for the 30 June 2010 period as management expect future profits to be earned based on profit and cash flow forecasts.

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(aa) Adoptions of New and Revised Accounting Standards

During the current year the Group adopted all of the new and revised Australian Accounting Standards and Interpretations applicable to its operations which became mandatory.

The adoption of these standards has impacted the recognition, measurement and disclosure of certain transactions. The following is an explanation of the impact the adoptions of these standards and interpretations has had on the financial statements of the Group.

AASB 101: Presentation of Financial Statements

The Group has applied the revised AASB 101 Presentation of Financial Statements which became effective on 1 January 2009. The revised standard requires the separate presentation of a statement of comprehensive income and a statement of changes in equity. All non-owner changes in equity must now be presented in the statement of comprehensive income. As a consequence, the Group has to change the presentation of its financial statements. Comparative information has been re-presented so that it is also in conformity with the revised standard.

AASB 8: Operating Segments

The Group has adopted AASB 8 Operating Segments from 1 July 2009. AASB 8 replaces AASB 114 Segment Reporting. The new standard requires a 'management approach', under which segment information is presented on the same basis as that used for internal reporting purposes. This has resulted in a decrease in the number of reportable segments presented. In addition, the segments are reported in a manner that is consistent with the internal reporting provided to the chief operating decision maker. There has been no impact on the measurement of the Company's assets and liabilities. Comparatives for 2009 have been restated.

Early Adoption of Standards

The Group has elected to apply AASB 2009-5 further Amendments to Australian Accounting Standards arising from the Annual Improvements Project to the annual reporting period beginning 1 July 2009. This includes applying the revised pronouncement to the comparatives in accordance with AASB 108 Accounting Policies, Changes in Accounting Estimates and Errors. As a result of the early adoption of AASB 2009-5, segment assets have not been disclosed in Note 25 as they should only be disclosed when such information is provided to the chief operating decision maker which is not the case for the Group. There are no other changes to the financial statements as a result of early adopting this pronouncement.



NOTE 2: REVENUE AND OTHER INCOME

	Consolida	ited Group
	2010 \$	2009 \$
Revenue		
From continuing operations:		
 Revenue from sale of goods 	74,790,405	57,993,814
 Revenue from rendering services 	42,555	393,944
Revenue from continuing operations	74,832,960	58,387,758
From discontinuing operations:		
 Revenue from rendering services 		236,696
	74,832,960	58,624,454
Other revenue		
From continuing operations:		
 Interest received 		
- Cash	258,245	171,247
— Other revenues	10,788	6,891
	269,033	178,138
Total revenue from continuing operations	75,101,993	58,565,896
Total revenue	75,101,993	58,802,592
NOTE 3: PROFIT FOR THE YEAR		
	Consolida	ted Group
	2010	2009

	2010	2009
	\$	\$
a. Expenses		
Cost of sales:		
 — Sale of goods 	60,445,505	43,900,988
Rendering of services	-	20,646
 Discontinued operations – rendering of services 	-	67,677
Finance costs expensed:		
 Interest expense on financial liabilities not at fair value through profit and loss 	194,368	191,888
 Fee expense arising from financial liabilities not at fair value through profit and loss 	45,622	45,470
Depreciation of non-current assets:		
 Plant and equipment 	202,420	182,626
Amortisation of non-current assets:		
 Leased plant and equipment 	27,401	336
— Intangibles	980,501	923,050
Other Expenses:		
 Operating lease rentals 	966,554	548,375
 Employee benefits expense 	4,911,787	3,692,293
 Defined contribution superannuation expense 	428,497	340,991

		Consolidate	d Group
		2010 \$	2009 \$
k	. Significant Revenue and Expenses		
	The following significant revenue and expense items are relevant in explaining financial perfor- mance:		
_	- Crystalisation of McAfee royalties expense under previous agreement	1 564 360	-

—	Crystalisation of McAfee royalties expense under previous agreement	1,564,360	-
—	Foreign exchange loss/ (gain)	42	99,084
_	Bad and doubtful debts provision	-	124,764
	Impairment losses	8,290,292	-

NOTE 4: INCOME TAX EXPENSE

		Note	Consolidate	ed Group
			2010	2009
			\$	\$
a.	The components of tax expense comprise:			
—	Current tax		259,173	805,204
—	Deferred tax arising from origination and reversal of temporary differences	20	12,923	245,076
—	Under/ overprovision tax prior years		(6,669)	(75,496)
—	Under/ overprovision overseas tax prior years		1,158	-
Total	income tax expense in profit and loss		266,585	974,784
b.	Reconciliation:			
—	Tax at the Australian tax rate of 30% (2009: 30%)		(1,974,662)	1,179,636
_	Income tax effect of overseas profits		42,859	(8,129)
—	R&D expense		189,946	143,833
—	Share options expensed during year		43,975	23,408
—	Impairment losses		2,476,178	-
—	Other		(33,394)	-
—	Under/ over provision for income tax in prior year		(6,669)	(75,496)
_	Investment allowance		(4,500)	-
—	R&D concession		(467,148)	(288,468)
Incom	ne tax attributable to entity		266,585	974,784

NOTE 5: DISCONTINUED OPERATIONS

On 1 February 2009, the wholly controlled entity TMS Global Services PNG Limited which provided gambling monitoring services in PNG ceased trading, thereby discontinuing this operation.

Financial information relating to the discontinued operation to the date it ceased trading is set out below and is included in the Online Lottery Business figures at Note 25: Segment Reporting.

The financial performance of the discontinued operation to the date it ceased trading which is included in profit/(loss) is as follows:

	2010	2009
	\$	\$
Sales Revenue	-	236,696
Cost of goods sold		(67,677)
Gross Profit	-	169,019
Depreciation	-	(2,137)
Salaries and employee benefits expense	-	(39,197)
Foreign exchange gain/ (loss)	-	3,596
Other expenses		(56,832)
Profit before income tax	-	74,449
Income tax expense		
Profit	-	74,449

The net cash flows of the discontinued operation which have been incorporated into the statement of cash flows are as follows:

-	(26,721)
(3,014)	3,847
-	(37,459)
(3,014)	(60,333)
	(3,014)

The carrying amounts of assets and liabilities of the discontinued operation is as follows:

Prepayments	60,409	67,387
Cash	449	3,463
Inter-company loan	22,087	31,584
Total assets	82,945	102,434
Other payables	23,473	13,773
GST receivable	(1,153)	(3,007)
Total liabilities	22,320	10,766
Net assets	60,625	91,668

No material obsolescence or impairment of assets is expected and net assets will be transferred back to Australia once liquidated.

NOTE 6: KEY MANAGEMENT PERSONNEL (KMP)

(a) Key management personnel compensation

	Consolidate	Consolidated Group	
	2010	2009	
	\$	\$	
Short-term employee benefits	746,006	831,303	
Post employment benefits	65,984	49,637	
Other long-term benefits	10,684	-	
Share based payments	77,703	2,345	
	900,377	883,285	

Further information regarding the identity of key management personnel and their compensation can be found in the Audited Remuneration Report contained in the Directors' report on pages 13 to 18 of this report.

(b) Equity Instruments

Options and Rights Holdings

Details of options and rights held directly, indirectly or beneficially by key management personnel and their related parties are as follows:

Balance at beginning of year	Granted as remuneration during the year	Exercised during the year	Other chang- es during the year	Balance at end of year	Vested during the year	Vested and exerciseable	Vested and unexercisable
-	550,000	-	-	550,000	-	-	-
-	550,000	-	-	550,000	-	-	-
-	250,000	-	-	250,000	-	-	-
550,000	-	-	-	550,000	-	-	-
550,000	1,350,000	-		1,900,000	-	-	-
	beginning of year - - 550,000	beginning of year - 550,000 - 550,000 - 250,000 	beginning remuneration during the during the year - 550,000 - - 250,000 - 550,000 -	beginning remuneration during the year year - 550,000 - 250,000 550,000 - 250,000	beginning of yearremuneration during the yearduring the yeares during the yearat end of year-550,000550,000-550,000550,000-250,000250,000550,000550,000550,000550,000	beginning of yearremuneration during the yearduring the yeares during the yearat end of yearduring the year-550,000550,000550,000550,000250,000250,000-550,000550,000250,000550,000-	beginning of yearremuneration during the yearduring the yeares during the yearat end of yearduring the yearexerciseable-550,000550,000550,000550,000250,000250,000550,000550,000550,000550,000

30 June 2009	Balance at beginning of year	Granted as remuneration during the year	Exercised during the year	Other chang- es during the year	Balance at end of year	Vested during the year	Vested and exercisable	Vested and unexercisable
David Todd	-	550,000	-	-	550,000	-	-	-
	-	550,000	-		550,000	-	-	-

Shareholdings

Details of equity instruments (other than options and rights) held directly, indirectly or beneficially by key management personnel and their related parties are as follows:

30 June 2010	Balance at beginning of year	Granted as remuneration during the year	lssued on execise of options during the year	Other changes during the year	Balance at end of year
David Barwick	100,000	-	-	-	100,000
Mike Veverka	8,559,057	-	-	727,000	9,286,057
Bill Lyne	-	-	-	-	-
lan Mackay 1	8,960,000	-	-	-	8,960,000
David Todd	10,000	-	-	-	10,000
	17,629,057	-	-	727,000	18,356,057

¹ Ian Mackay ceased being a part of key management personnel on 29 October 2009, and shares bought back as detailed in note 29.

30 June 2009	Balance at beginning of year	Granted as remuneration during the year	lssued on exercise of options during the year	Other changes during the year	Balance at end of year
David Barwick	100,000	-	-	-	100,000
Mike Veverka	8,231,723	-	-	327,334	8,559,057
lan Mackay	8,960,000	-	-	-	8,960,000
David Todd	10,000	-	-	-	10,000
	17,301,723	-	-	327,334	17,629,057

NOTE 7: AUDITOR'S REMUNERATION

	Consolida	ted Group
	2010	2009
	\$	\$
Audit services		
Amounts paid/payable to BDO for audit or review of the financial statements for the entity or any entity in		
the group	84,000	83,000
	84,000	83,000
Taxation services		
Amounts paid/payable to a related practice of BDO for audit-related services for the entity or any entity in the group:		
- review of income tax return	21,500	18,821
- international tax consulting	-	4,000
- other taxation advice	23,890	2,146
	45,390	24,967

	Consolidated Group	
	2010	2009
Other services	\$	\$
Amounts paid/payable to a related practice of BDO for other services for the entity or any entity in the group:		
- accounting advice	13,980	12,488
- independent expert's report	25,000	-
	38,980	12,488
Total	168,370	120,455

NOTE 8: DIVIDENDS

		Consolid	ated Group
		2010	2009
Distri	butions paid	\$	\$
	m fully franked ordinary dividend of 0.5 (2009: 0.5) cents per share franked at the tax rate of 2009: 30%)	215,159	215,159
	fully franked ordinary dividend of 1.0 (2008: 1.0) cents per share franked at the tax rate of 30% : 30%)	430,315	430,315
		645,474	645,474
a.	Proposed no final 2010 fully franked ordinary dividend (2009: 1.0) franked at the rate of 30% (2009: 30%)	-	430,315
b.	Balance of franking account at year end adjusted for franking credits arising from:		
	 Payment of the interim dividend referred to above 	(92,211)	-
	 Payment of provision for income tax 	1,034,980	817,068
	Subsequent to year-end, the franking account would be reduced by the proposed dividend reflected per (a) as follows:	-	(184,421)
		942,769	632,647

NOTE 9: EARNINGS PER SHARE

Reconciliation of earnings used in calculating earnings per share

	Consolidated Group	
	2010	2009
Basic earnings/(loss) per share	\$	\$
Profit from continuing operations attributable to owners of Manaccom Corporation Limited used to calculate basic earnings per share	(7,311,048)	2,882,886
Profit from discontinued operation	-	74,449
Profit/(loss) attributable to owners of Manaccom Corporation Limited used to calculate basic earn- ings per share	(7,311,048)	2,957,335
Diluted earnings/(loss) per share		
Profit from continuing operations attributable to owners of Manaccom Corporation Limited used to calculate diluted earnings per share	(7,311,048)	2,882,886
Profit from discontinued operation	-	74,449
Profit /(loss) attributable to owners of Manaccom Corporation Limited used to calculate diluted earnings per share	(7,311,048)	2,957,335

	Consolidated Group	
	2010	2009
	Number	Number
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	43,031,525	43,031,525
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings per share	43,031,525	43,031,525

4,250,000 options were not included in the number of potential ordinary shares used to calculate diluted earnings per share because they are currently out-of-the-money.

NOTE 10: CASH AND CASH EQUIVALENTS

	Consolidated Group		
	2010	2009	
	\$	\$	
Cash at bank and in hand	9,461,658	9,754,757	
Balances per statement of cash flows	9,461,658	9,754,757	
Online lottery customer account balances	3,984,120	3,970,513	

Customer account balances included in cash at bank being deposits and prize winnings earmarked for payment to customers on demand.

NOTE 11: TRADE AND OTHER RECEIVABLES

	Consolidate	d Group
	2010 \$	2009 \$
CURRENT		
Trade receivables	1,450,771	2,799,473
Allowance for doubtful debts	(124,764)	(124,764)
	1,326,007	2,674,709
Other receivables	22,580	171,691
Prepayments	160,922	111,838
	1,509,509	2,958,238

All receivables that are neither past due nor impaired are with long standing clients who have a good credit history with the Group.

a. Analysis of the allowance account

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Current trade receivables are non-interest bearing and generally on terms ranging from 30 days to 120 days. Trade receivables are assessed for recoverability based on the underlying terms of the contract. A provision for impairment is recognised when there is objective evidence that an individual trade receivable is impaired. These amounts have been included in the other expense items.

Movement in the trade receivables allowance for doubtful debts is as follows:

	Consolidated Group	
	2010	2009
	\$	\$
Opening balance	124,764	28,576
Provision for doubtful receivables	-	124,764
Reversal of amounts provided	-	(28,576)
Closing balance	124,764	124,764

There are no balances within trade and other receivables that contain assets that are not impaired and are past due other than noted in (b) below. It is expected these balances will be received when due. Impaired assets are provided for in full.

No security is held over receivables.

b. Age analysis of trade receivables that are past due at the end of the reporting period

The following provides an aging analysis of trade receivables which are past due and impairments which have been raised.

Consolidated Group

		2010		2009		
	Total	Total Amount Amount not Impaired impaired				Amount not impaired
	\$	\$	\$	\$	\$	\$
Not past due	1,200,069	-	1,200,069	2,264,454	-	2,264,454
Past due 30 days	4,338	-	4,338	181,442	-	181,442
Past due 60 days	120,689	-	120,689	169,794	-	169,794
Past due 90 days	-	-	-	34,730	-	34,730
Past due 90 days+	125,675	124,764	911	149,053	124,764	24,289
Total	1,450,771	124,764	1,326,007	2,799,473	124,764	2,674,709

Payment terms on receivables past due but not considered impaired have not been renegotiated. The Group has been in direct contact with the relevant customers and are reasonably satisfied that payment will be received in full.

As at 30 June 2010 the Group had current trade receivables of \$124,764 (2009: \$124,764) that was impaired. The amounts relate to customers who have not settled their debts with the terms and conditions between the Group and the customer, and specific circumstances indicate that the debt may not be fully repaid to the Group.

NOTE 12: INVENTORIES

	Consolidated Group	
	2010	2009
	\$	\$
CURRENT		
Finished goods at cost	683,230	506,600
Carrying amount of inventories pledged as security for liabilities	683,230	506,600

Write-downs of inventories to net realisable value during the current financial year amounted to \$0 (2009: \$0).

NOTE 13: RELATED PARTY TRANSACTIONS

	Consolidat	ted Group
Company secretary fees paid to Company Secretarial Services Pty Ltd t/a Australian Company Secretary Service, an entity owned by Mr Bill Lyne (current Director)	2010	2009
	\$	\$
	38,232	34,935
	38,232	34,935

NOTE 14: CONTROLLED ENTITIES

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1(a).

Subsidiaries of the ultimate parent entity Manaccom Corporation Limited:

	Country of Incorporation		Percentage Ownership	
		2010	2009	
		%	%	
Benon Technologies Pty Ltd	Australia	100	100	
Editson Pty Ltd	Australia	100	100	
TMS Global Services Pty Ltd	Australia	100	100	
Star System Solutions Pty Ltd	Australia	100	100	
Intellitron Pty Ltd	Australia	100	100	
Manaccom Pty Ltd	Australia	100	100	
Jumbo Interactive Pty Ltd	Australia	100	100	
Cook Islands Tattslotto Pty Ltd	Cook Islands	1	1	

Subsidiaries of TMS Global Services Pty Ltd:

	Country of Incorporation		entage Ownership
		2010	2009
		%	%
TMS Global Services (NSW) Pty Ltd	Australia	100	100
TMS Global Services (VIC) Pty Ltd	Australia	100	100
TMS Fiji Limited	Fiji	100	100
TMS Fiji On-Line Limited	Fiji	100	100
TMS Global Services (PNG) Limited	Papua New Guinea	100	100
Cook Islands Tattslotto Pty Ltd	Cook Islands	99	99
Jumbo Lotteries USA Limited ¹	United States of America	100	0

¹ The Company was incorporated during the year and has not traded and neither does it have any material assets nor liabilities.

NOTE 15: PARENT ENTITY INFORMATION

The Corporations Act requirement to prepare parent entity financial statements where consolidated financial statements are prepared has been removed and replaced by the new regulation 2M.3.01 which requires the following limited disclosure in regards to the parent entity (Manaccom Corporation Limited). The consolidated financial statements incorporate the assets, liabilities and results of the parent entity in accordance with the accounting policy described in Note 1 (a).

Parent entity	2010	2009
	\$	\$
Current assets	326,900	892,324
Non-current assets	5,841,440	10,700,190
Total assets	6,168,340	11,592,514
Current liabilities	2,109,130	1,135,817
Non-current liabilities		3,313,977
Total liabilities	2,109,130	4,449,794
Net assets	4,059,210	7,142,720
Issued capital	28,156,064	28,155,664
Share based payment reserve	330,111	183,529
Retained earnings/(accumulated losses)	(24,426,965)	(21,196,473)
Total shareholders' equity	4,059,210	7,142,720
Profit/(loss) for the year	(2,546,018)	(139,112)
Total comprehensive income for the year	(2,546,018)	(139,112)

Guarantees

The parent entity has provided guarantees to third parties in relation to the obligations of controlled entities in respect to banking facilities. The guarantees are for the terms of the facilities per note 19 and are ongoing.

Contractual commitments

There were no contractual commitments for the acquisition of property, plant and equipment entered into by the parent entity at 30 June 2010 (2009: \$0).

Contingent liabilities

The parent entity has no contingent liabilities other than the guarantees referred to above.

NOTE 16: PROPERTY, PLANT AND EQUIPMENT

	Consolidat	ed Group
	2010	2009
	\$	\$
PLANT AND EQUIPMENT		
Plant and equipment		
At cost	1,533,864	1,487,888
Accumulated depreciation	(955,272)	(818,797)
	578,592	679,091
Leasehold improvements	265,126	21,600
Accumulated depreciation	(30,999)	(20,332)
	234,127	1,268
Total property, plant and equipment	812,719	680,359

a. Movements in Carrying Amounts

Movement in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year.

	Plant and Equipment	Leasehold Improvements	Total
	\$	\$	\$
Consolidated Group:			
Year ended 30 June 2009			
Balance at the beginning of year	489,587	1,604	491,191
Additions through acquisition of business	15,000	-	15,000
Additions	387,343	-	387,343
Disposals	(30,213)	-	(30,213)
Depreciation expense	(182,626)	(336)	(182,962)
Carrying amount at the end of year	679,091	1,268	680,359
Year ended 30 June 2010			
Balance at the beginning of year	679,091	1,268	680,359
Additions	269,032	265,125	534,157
Disposals	(167,111)	(4,865)	(171,976)
Depreciation expense	(202,420)	(27,401)	(229,821)
Carrying amount at the end of year	578,592	234,127	812,719

NOTE 17: INTANGIBLE ASSETS

	Consolidated	Group
	2010	2009
	\$	\$
Goodwill	8,964,379	8,964,379
Accumulated impaired losses	(6,132,829)	(854,805)
Net carrying value	2,831,550	8,109,574
Intellectual property	3,013,004	3,106,629
Accumulated impairment losses	(3,012,268)	-
Net carrying value	736	3,106,629
Website development costs	2,293,168	1,552,149
Accumulated amortisation	(1,186,710)	(742,591)
Accumulated impairment losses	(218,249)	(218,249)
Net carrying value	888,209	591,309
Customer acquisition costs	1,691,949	1,126,604
Accumulated amortisation	(1,257,320)	(775,741)
Net carrying value	434,629	350,863
Software costs	292,869	288,566
Accumulated amortisation	(215,698)	(181,579)
Net carrying value	77,171	106,987
Domain names	864,772	44,680
Accumulated impaired losses	-	(20,529)
Net carrying value	864,772	24,151
Other	149,993	21,528
Accumulated amortisation	(48,977)	(7,764)
Net carrying value	101,016	13,764
Total intangibles	5,198,083	12,303,277



a. Movements in Carrying Amounts								
	Goodwill	Intellectual property	Website development costs	Customer acquisition costs	Software	Domain names	Other	Total
	ŝ	Ŷ	ŝ	ŝ	Ş	Ŷ	Ŷ	Ş
Consolidated Group:								
Year ended 30 June 2009								
Balance at the beginning of year	7,670,622	736	317,619	386,567	55,354	18,396	1,346	8,450,640
Additions through acquisition of entity	I	3,069,529	I	ı	85,000	I	I	3,154,529
Additions acquired	438,952	36,364	I	541,731	8,660	13,761	21,426	1,060,894
Additions internally developed	I	ı	560,264	ı	,	ı	ı	560,264
Amortisation charge	ı		(286,574)	(577,435)	(42,027)	(8,006)	(9,008)	(923,050)
Closing value as at 30 June 2009	8,109,574	3,106,629	591,309	350,863	106,987	24,151	13,764	12,303,277
0100 مساما 20 الماسم سمك								
Balance at the beginning of year	8,109,574	3,106,629	591,309	350,863	106,987	24,151	13,764	12,303,277
Additions acquired	ı	ı		565,345	4,303	820,092	128,465	1,518,205
Additions internally developed	ı	I	787,205	I		I	I	787,205
Disposals	I	I	(46,186)	I	ı	I	I	(46,186)
Fair value adjustment	ı	(93,625)	I	ı	·	I	ı	(93,625)
Amortisation charge	ı	I	(444,119)	(481,579)	(34,119)	20,529	(41,213)	(980,501)
Impairment losses	(5,278,024)	(3,012,268)	ı	ı	T	I	I	(8,290,292)
Closing value at 30 June 2010	2,831,550	736	888,209	434,629	77,171	864,772	101,016	5,198,083

b. Other Disclosures

Domain names have an indefinite useful life because:

- There is no time limit on the expected usage of the domain names;
- Licence renewal is automatic on payment of the renewal fee without satisfaction of further renewal conditions;
- The cost is not significant when compared with future economic benefits expected to flow from renewal. As such, the useful life can include the renewal period; and
- Since there is no limit on the number of times the licence can be renewed this leads to the assessment of "indefinite" useful life.

This assessment has been based on:

- Technical, technological, commercial and other types of obsolescence;
- The stability of the industry in which the asset operates and changes in the market demand for the products and/or services output from the asset;
- The level of maintenance expenditure required to obtain the expected future economic benefits from the asset and the entity's ability and intention to reach such a level; and
- The period of control over the asset and legal or similar limits on the use of the asset.

Intellectual property has an indefinite useful life because:

- There is no time limit on the expected usage of the intellectual property; and
- The intellectual property is proprietary in nature and only the Company has the source code.

The assessment has been based on:

- Technical, technological, commercial and other types of obsolescence;
- The stability of the industry in which the asset operates and changes in the market demand for the products and/ or services output from the asset; and
- The period of control over the asset and legal or similar limits on the use of the asset.

Intangible assets include capitalised website development costs, capitalised customer acquisition costs and domain names with a carrying value of \$2,187,610. The amortisation period relating to the website developments costs is three years and to the customer acquisition costs is 18 months. Domain names have an indefinite useful life and therefore have no amortisation period.

c. Impairment Testing of Cash-Generating Units (CGUs) Containing Goodwill or Intangible Assets with Indefinite Useful Lives

Goodwill, domain names and intellectual property have been allocated to cash-generating units which are the Group's operating segments:

	Consolida	ted Group
	2010	2009
Carrying amounts of goodwill	\$	\$
Internet Lottery division	2,831,550	2,919,485
Software Publishing and Distribution division		5,190,089
Total	2,831,550	8,109,574
Carrying amounts of domain names		
Internet Lottery division	864,772	24,151
Total	864,772	24,151
Carrying amounts of intellectual property		
Internet Lottery division	736	51,417
Software Publishing and Distribution division		3,105,893
Total	736	3,157,310

The recoverable amount of all cash-generating units is based on value-in-use calculations which use historical cash flows extrapolated over a 5 year period and in line with budgets approved by management. The growth rates used in these budgets does not exceed the historical growth rates of the relative cash-generating units.

Key assumptions used for value-in-use calculations of both CGUs are as follows:

- Annual growth rates of 5%
- Terminal growth rates of 3%
- Discount rates of 18%

Management determined budgets based on past performance and its expectations for the future. The growth rates used are consistent with those used in industry reports. Discount rates used are pre-tax and are specific to relevant segments in which they operate.

The recoverable amount of the goodwill of the Internet lottery division is estimated to be at least \$30m which exceeds the carrying amount at 30 June 2010 by \$27m. If a discount rate of 50% was used instead of 18%, the recoverable amount of goodwill would still well exceed the carrying amount.

d. Impairment Charge

The impairment charge is recognised in the following line items in the statement of comprehensive income:

	Consolidated	Group
	2010	2009
	\$	\$
Impairment of goodwill	5,278,024	-
Impairment of intellectual property	3,012,268	-
	8,290,292	-

Losses in the software publishing and distribution division during the financial year, in particular during the first 3 quarters, led to the decision to recognise impairment losses of goodwill \$5,278,024 and intellectual property \$3,012,268 (as announced 28 April 2010).

The division has been restructured and placed in a far stronger position for the year ahead.

NOTE 18: TRADE AND OTHER PAYABLES

	Consolidat	ed Group
	2010	2009
	\$	\$
CURRENT		
Trade creditors	1,322,822	1,636,433
GST payable	396,728	453,951
Sundry creditors and accrued expenses	5,857,551	4,933,318
Unearned revenue	269,559	300,004
Employee benefits	259,363	155,661
	8,106,023	7,479,367

NOTE 19: INTEREST BEARING LIABILITIES

	Consolida	ated Group
	2010	2009
	\$	\$
CURRENT		
Unsecured liabilities		
Deferred consideration	238,069	333,548
Secured liabilities		
Bank loans	1,999,998	166,669
Chattel mortgages	190,666	81,769
Total secured current interest-bearing liabilities	2,190,664	248,438
Total current interest-bearing liabilities	2,428,733	581,986
NON-CURRENT		
Unsecured liabilities		
Deferred consideration	1,188,033	1,259,656
Secured liabilities		
Bank loans	-	1,999,998
Chattel mortgages	-	184,834
Total secured non-current interest-bearing liabilities	-	2,184,832
Total non-current interest-bearing liabilities	1,188,033	3,444,488
Total interest-bearing liabilities	3,616,766	4,026,474
Total current and non-current secured liabilities		
Bank loans	1,999,998	2,166,667
Chattel mortgages	190,666	266,603
	2,190,664	2,433,270
Bank overdraft		

Bank overdraft

The bank overdraft of \$500,000 is repayable on demand and currently bears interest at a floating rate of 10.80% p.a. (2009: 9.25% p.a.). The overdraft was undrawn as at 30 June 2010 (2009: \$0).

Bank loans

A bank loan of \$1,250,000 is repayable in equal quarterly instalments of \$125,000 from 14 June 2011 and the final instalment is due on 14 September 2013. The bank loan bears interest at a floating rate of 6.96% p.a. (2009: 4.56% p.a.), up to a cap of 7.00% pa for the term of the loan until maturity 14 September 2013.

A bank loan of \$1,000,000 is repayable in quarterly instalments of \$41,667 from 13 March 2009 and the final instalment of \$208,333 is due on 14 November 2013. The bank loan bears interest at a floating of 6.93% p.a. (2009: 4.41% p.a.), up to a cap of 7.00% pa for the term of the loan until maturity 14 November 2013.

Deferred consideration

The deferred consideration is repayable in annual instalments from 15 December 2009 calculated as 30% of Gross Sales of the Star System Solutions business for the 12 month period ending each 14 November prior to each payment date. The effective interest rate method is used to calculate and allocate the interest expense over the estimated period of the loan. An effective interest rate of 5.41% p.a. (2009: 5.41% p.a.) was used to discount the estimated future cash payments of this loan.

The weighted average interest rate of interest bearing liabilities is 6.34% pa (2009: 5.11% p.a.).

a. Assets pledged as security

The bank liabilities are secured by a fixed and floating charge over all the assets of the parent entity and subsidiaries.

Chattel mortgage liabilities are secured over the rights to the mortgaged assets recognised in the statement of financial position which will revert to the mortgagor if the Group defaults.

The covenants within the bank liabilities require interest not to exceed 25% of profit before finance costs and income tax (net profit before interest and tax/ total interest expense > 4x), and debt not to exceed 50% of earnings before interest, tax, depreciation and amortisation (consolidated debt/ net profit before deduction of interest, tax, depreciation and amortisation, and before significant items < 2x).

b. Bank overdraft facility

The bank overdraft facilities may be drawn down at any time but may be terminated by the bank without notice. The bank loans may be drawn down at any time and have an average maturity of 3 years 4 months.

c. Defaults and breaches

For the reporting period ended 30 June 2010, the Interest Cover Ratio of not less than 4:1 has not been achieved relating to bank liabilities totalling \$2,190,664, due mainly to the once-off impairment losses. A letter dated 31 August 2010 was received from the Company's banker notifying the Company of this event of default, advising they do not propose to take action in respect of this event of default at the present time and reserving their right to take action in respect of this event of default at any future time. The breach is expected to be remedied before the next reporting period ending 31 December 2010. All bank facilities have been classified as current for the reporting period in accordance with AASB 101.74. Refer note 1 (p) for details.

Please refer to Matters Subsequent to the End of the Financial Year on page 10 for important information regarding the Statement of Financial Position post 30 June 2010.

NOTE 20: TAX

		Consolidate	ed Group
		2010	2009
		\$	\$
CURRENT			
Income tax payable/ (refundable)		(194,485)	791,960
NON-CURRENT			
	Opening Balance	Charged to Profit or Loss	Closing Balance
	\$	\$	\$
Deferred tax liabilities comprise temporary differences recognised in the profit	or loss as follows	:	
Property plant and equipment			
- depreciation	3,256	4,972	8,228
- lease	9,571	(2,778)	6,793
Amortisation	115,970	(14,541)	101,429
Accruals	15,611	(15,611)	-
Other		84,339	84,339
Balance at 30 June 2009	144,408	56,381	200,789
Property plant and equipment			
- depreciation	8,228	(2,242)	5,986
- lease	6,793	(6,793)	-
Amortisation	101,429	25,420	126,849
Other	84,339	2,532	86,871
Balance at 30 June 2010	200,789	18,917	219,706

	Opening Balance	Charged to Profit or Loss	Closing Balance
	\$	\$	\$
Deferred tax assets comprise temporary differences recognised in the profit or loss as follows:			
Attributable to tax losses	572,079	(398,487)	173,592
Property plant and equipment			
- depreciation	-	3,891	3,891
- lease	8,113	(4,691)	3,422
Amortisation	25,794	19,286	45,080
Accruals	212,935	191,133	404,068
Provisions	104,276	42,236	146,512
Other	30,677	15,224	45,901
Balance at 30 June 2009	953,874	(131,408)	822,466
Attributable to tax losses	173,592	(29,121)	144,471
Property plant and equipment			
- depreciation	3,891	14,354	18,245
- lease	3,422	(3,422)	-
Amortisation	45,080	32,822	77,902
Accruals	404,068	(65,320)	338,748
Provisions	146,512	74,907	221,419
Other	45,901	(18,225)	27,676
Balance at 30 June 2010	822,466	5,995	828,461

NOTE 21: PROVISIONS

	Consolidat	Consolidated Group	
	2010	2009	
	\$	\$	
CURRENT			
Other	(5,387)	4,193	
Long service leave	177,470	121,764	
Make good provision	112,549		
	284,632	125,957	
NON-CURRENT			
Long service leave	80,693	164,014	
	80,693	164,014	

a. Make good

Subsidiary companies are required under the terms of their leases to restore the leased premises at the end of the lease to its original condition. A provision has been recognised for the present value of the estimated expenditure required to demolish any leasehold improvements at the end of the lease. These costs have been capitalised as part of the cost of leasehold improvements and are amortised over the shorter of the term of the lease or the useful life of the assets.

	Make good provision \$
Balance at beginning of the year	-
Provisions made during the year	112,549
Balance at end of the year	112,549

NOTE 22: ISSUED CAPITAL

	Consoli	Consolidated Group	
	2010	2009	
	\$	\$	
43,031,525 (2009: 43,031,525) fully paid ordinary shares	28,156,06	28,155,664	

The Group does not have authorised capital or par value in respect of its issued shares.

	Consolidated	d Group
	Number of shares	Number of shares
	2010	2009
Ordinary shares		
At the beginning of the reporting period	43,031,525	43,031,525
Shares issued during the year	-	-
Shares bought back during the year	-	-
	43,031,525	43,031,525

a. Ordinary shares

Ordinary shareholders are entitled to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held. Every ordinary shareholder present at a meeting in person or by proxy is entitled to one vote on a show of hands or by poll.

b. Employee options

Details of the employee option plan, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the financial year are set out in note 27.

c. Capital management

Management controls the capital of the Group in order to maintain a good debt to equity ratio, provide the shareholders with adequate returns and ensure that the Group can fund its operations and continue as a going concern.

The Board regularly reviews its capital management strategies in order to optimise shareholder value. On 30 April 2007 Manaccom Corporation Limited advised the market of the intention to buy-back on-market up to 37 million (pre-consolidation) of its then issued share capital. Shares are bought back when the Board considers investment in the Company's own shares represents a better business opportunity than any alternative at the time. The last share-buy back under this program was 9 May 2008, and the Company lodged its final share buy-back notice 7 June 2010. The Company bought back and cancelled a total of 1,975,436 shares (post-consolidation 1:10) at an average price of 21.5¢ and ranging from 19.5¢ to 25¢.

There are no externally imposed capital requirements.

Management effectively manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distributions to shareholders and share issues.

There have been no changes in the strategy adopted by management to control the capital of the Group since the prior year. This strategy is to ensure that the Group's gearing ratio remains between 20% and 40%. The gearing ratios for the years ended 30 June 2010 and 30 June 2009 are as follows:

	Note	Consolidated Group	
		2010	2009
		\$	\$
Total borrowings ¹	18	2,190,664	2,433,270
Total equity		6,380,325	14,237,136
Total capital		8,570,989	16,670,406
Gearing ratio		26%	15%

¹Total borrowings is all financial borrowings excluding those where repayment is dependent upon sales performance

NOTE 23: RESERVES

a. Foreign Currency Translation Reserve

The foreign currency translation reserve records exchange differences arising on translation of foreign controlled subsidiaries. Amounts are reclassified to profit or loss when an entity is disposed of.

b. Share based payments

The share based payments reserve records items recognised as expenses on valuation of employee share options. This reserve can be reclassified as retained earnings if options lapse.

NOTE 24: FINANCIAL COMMITMENTS

	Consolidated Group	
	2010	2009
a. Operating Lease Commitments	\$	\$
Non-cancellable operating leases contracted for but not capitalised in the financial statements	5	
Payable		
— Not later than 1 year	1,100,437	541,029
 Later than 1 year but not later than 5 years 	2,410,647	648,540
	3,511,084	1,189,569

The property leases are non-cancellable leases for occupied premises at various locations ranging from 2 to 5 year terms, with rent payable monthly in advance. Options to renew leases at the end of the term range from terms of 2 to 5 years. Rent and outgoings are paid on a monthly basis with periodic pricing reviews.

b. Finance Lease Commitments

Payable

—	Not later than 1 year	95,437	85,633
—	Later than 1 year but not later than 5 years	113,816	195,639
		209,253	281,272
Less fu	ture finance charges	(18,587)	(14,669)
		190,666	266,603

Leases relate to motor vehicles and have terms of up to 4 years with commitments paid monthly based on fixed interest rates.

The bank lease facilities have been classified as current for the reporting period due to a breach in one of the bank covenants. Further information relating to defaults and breaches is set out in note 19.

c. Other Commitments

	Consolidat	ed Group
	2010	2009
	\$	\$
Software Licence Agreement		
A subsidiary entity has signed an agreement with a key supplier to publish and distribute certain of their computer software under licence for three years until 31 May 2012. The agreement includes a minimum royalty payment to be paid if sales do not reach a certain level. The fair value of the minimum royalty over the remaining term of the agreement is determined by discounting future cash flows by the Reserve Bank of Australia bond rate 4.57% (2009: 4.71%).	2,691,889	9,063,330
Co-Branded Website Agreement		
A subsidiary entity has signed a Co-Branded Website Agreement with a key marketing partner for one year until 4 July 2010, automatically extended for a period of six months with termination by either party during this extended period on 30 days notice. Negotiations for a new agreement are advanced and management are confident of a positive outcome. It is not practical to estimate the potential liability.		

NOTE 25: SEGMENT REPORTING

The Group has adopted AASB 8 Operating Segments from 1 July 2009 whereby segment information is presented using a 'management approach', i.e. segment information is provided on the same basis as information used for internal reporting purposes by the chief operating decision maker (executive management committee that makes strategic decisions). This has resulted in an increase in the number of reportable segments but has had no impact on the allocation of goodwill to cash-generating units and no additional goodwill impairment has resulted from the application of the new standard. Comparatives for 2009 have been restated on this basis.

Accounting policies

Segment revenues, expenses, assets and liabilities are those that are directly attributable to a segment and the relevant portion that can be allocated to the segment on a reasonable basis.

Segment information

(a) Description of segments

Management has determined the operating segments based on the reports reviewed by the strategic steering committee that are used to make strategic decisions.

The committee considered the business from both a product and a geographic perspective and has identified two reportable segments.

Internet Lotteries consists of retail of lottery tickets sold both in Australia and legible International jurisdictions, and Internet database management/marketing. The committee monitors the performance of the regions combined.

Software Publishing and Distribution consists of publishing and distribution of third party software programmes, and the design, development, sale and maintenance of proprietary software programmes for accounting systems.

The PNG Gaming monitoring business included in the Internet Lotteries division ceased trading 1 February 2009. Information about this is provided in note 5.

(b) Segment information provided to the strategic steering committee

The segment information provided to the strategic steering committee for the reportable segments for the year ended 30 June 2010 is as follows:

2010	Internet Lotteries	Software Publishing & Distribution	Total (Continuing operations)
Total segment revenue	66,074,767	8,792,989	74,867,756
Inter-segment revenue		(6,400)	(6,400)
Revenue from external customers	66,074,767	8,786,589	74,861,356
NPBT	3,754,414	(11,727,294)	(7,982,880)
Interest revenue	250,929	6,908	257,837
Finance costs expense	-	96,188	96,188
Depreciation and amortisation	1,053,848	156,766	1,210,614
Impairment losses	-	7,941,707	7,941,707

The segment information provided to the strategic steering committee for the reportable segments for the year ended 30 June 2009 is as follows:

2009	Internet Lotteries	Software Publishing & Distribution	Total (Continuing operations)
Total segment revenue	42,421,238	15,983,010	58,404,248
Inter-segment revenue	-	(9,600)	(9,600)
Revenue from external customers	42,421,238	15,973,410	58,394,648
NPBT	3,436,170	1,794,555	5,230,725
Interest revenue	137,843	24,741	162,584
Finance costs expense	25	66,847	66,872
Depreciation and amortisation	985,189	118,686	1,103,875

There was no impairment charge or other significant non-cash item recognised in 2009.

(c) Other segment information

i. Segment revenue

Sales between segments are carried out at arm's length and are eliminated on consolidation. The revenue from external parties reported to the strategic steering committee is measured in a manner consistent with that in the profit or loss.

Revenues from external customers are derived from the sale of lottery tickets and provision of related services, and from the sale of software programmes and related peripherals. A breakdown of revenue and results is provided in the tables above.

Segment revenue reconciles to total revenue from continuing operations as follows:

	Consolidated Group		
	2010 200		
	\$	\$	
Total segment revenue	74,867,756	58,404,248	
Intersegment eliminations	(6,400)	(9,600)	
Interest revenue	258,245	171,248	
Other	(17,608)	-	
Total revenue from continuing operations (note 2)	75,101,993	58,565,896	

ii. NPBT

The strategic steering committee assess the performance of the operating segments based on a measure of NPBT. This measure excludes the effects of non-recurring expenditure from the operating segments such as restructuring costs and goodwill impairments when the impairment is the result of an isolated, non-recurring event. Furthermore the measure excludes the effects of foreign currency gains/ (losses).

A reconciliation of the NPBT to operating profit before income tax is provided as follows:

	Consolidated Group	
	2010	2009
	\$	\$
NPBT	(7,982,880)	5,230,725
Intersegment eliminations	2,586,897	-
Interest revenue	258,245	171,248
Impairment losses	(348,585)	-
Finance costs expense	(143,803)	(170,486)
Share based payments expense	(146,582)	(78,028)
Directors' remuneration	(141,634)	(84,000)
Salaries and wages	(673,520)	(641,752)
Other	(452,601)	(570,037)
Profit before income tax from continuing operations	(7,044,463)	3,857,670

Geographic Segments

	5	evenue from Customers	Carrying A Segmen	
Geographic Location:	2010	2009	2010	2009
	\$	\$	\$	\$
Australia	68,886,453	50,742,083	11,391,804	13,726,706
Fiji	3,242,912	4,119,579	631,295	1,138,907
Papua New Guinea	-	236,696	82,945	102,434
Samoa	685,834	1,006,099	54,741	83,536
United States of America	490,761	313,764	218,775	145,378
New Zealand	93,638	519,442	3,372	103,594
Other Countries	1,461,758	1,456,985	136,873	132,628
	74,861,356	58,394,648	12,519,805	15,433,183

No single external customer derives more than 10% of total revenues.

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NOTE 26: CASH FLOW INFORMATION

20102009\$\$A. Reconciliation of Cash Flow from Operations with Profit after Income TaxProfit/(loss) for the year after income tax(7,311,048)2.957,335Non-cash flowsAmortisation1,007,902Depreciation2024,240Impairment provision8,290,292Fair value adjustment Star acquisition-Star acquisition balances-(Gain)/Loss on sale of non-current assets-Other176,467Share option expense146,582Capitalised expenses(1,211,069)Charges in operating assets and liabilities, net of the effects of purchase and disposal of subsidiaries1,348,702Decrease/(Increase) in trade receivables1,348,702Decrease/(Increase) in inventories(1,76,630)Increase/(decrease) in other receivables314,242Increase/(decrease) in other receivables321,349Increase/(decrease) in other provisions372,399Increase/(decrease) in other provisions372,399Incre		Consolidate	ed Group
a.Reconciliation of Cash Flow from Operations with Profit after Income Tax(7,311,048)2,957,335Profit/(loss) for the year after income tax(7,311,048)2,957,335Non-cash flows1,007,902908,334Depreciation202,420198,155Impairment provision8,290,292-Fair value adjustment Star acquisition.(280,471)Star acquisition balances.(260,650)(Gain)/Loss on sale of non-current assets.2,576Other176,467Share option expense(1,211,069)(1,050,321)Capitalised expensesSubsidiariesDecrease/(Increase) in trade receivablesDecrease/(Increase) in inventoriesIncrease/(Increase) in inventoriesIncrease/(Increase) in inventoriesIncrease/(Increase) in inventoriesIncrease/(Increase) in inventoriesIncrease/(Increase) in inter creditorsIncrease/(Increase) in other receivablesIncrease/(Increase) in other provisionsIncrease/(Increase) in other provisionsIncrease/(Increase) in other provisionsIncrease/(Increase) in other provisionsIncrease/(Increase) in other provisions<		2010	2009
Profit/(loss) for the year after income tax(7,311,048)2,957,335Non-cash flows1,007,902908,334Depreciation202,420198,155Impairment provision8,290,292-Fair value adjustment Star acquisition.(280,471)Star acquisition balances.(260,650)(Gain)/Loss on sale of non-current assets.2,576Other176,467.Share option expense146,58278,028Capitalised expenses(1,211,069)(1,050,321)Changes in operating assets and liabilities, net of the effects of purchase and disposal of subsidiaries1,348,7025,814Decrease/(Increase) in trade receivables100,02720,142Decrease/(Increase) in other receivables100,02720,142Decrease/(Increase) in inventories(176,630)148,112Decrease/(Increase) in inventories(314,242)(1,912,036)Increase/(decrease) in other receivables372,39978,911Increase/(decrease) in other provisions372,39978,911Increase/(decrease) in other provisions372,39978,911 <t< td=""><td></td><td>\$</td><td>\$</td></t<>		\$	\$
Non-cash flows Non-cash flows Amortisation 1,007,902 908,334 Depreciation 202,420 198,155 Impairment provision 8,290,292 - Fair value adjustment Star acquisition 202,420 (280,471) Star acquisition balances - (280,471) (Gain)/Loss on sale of non-current assets - 2,576 Other 176,467 - Share option expense 146,582 78,028 Capitalised expenses (1,211,069) (1,050,321) Changes in operating assets and liabilities, net of the effects of purchase and disposal of subsidiaries 5,814 20,142 Decrease/(Increase) in trade receivables 1,348,702 2,814 Decrease/(Increase) in other receivables 100,027 20,142 Decrease/(Increase) in inventories 100,027 20,142 Decrease/(Increase) in trade receivables 100,027 20,142 Increase/(Increase) in other receivables 100,027 20,142 Decrease/(Increase) in other receivables 100,027 20,142 Increase/(Increase) in other credito	a. Reconciliation of Cash Flow from Operations with Profit after Income Tax		
Amortisation 1,007,902 908,334 Depreciation 202,420 198,155 Impairment provision 8,290,292 - Fair value adjustment Star acquisition - (280,471) Star acquisition balances - (280,471) (Gain)/Loss on sale of non-current assets - 2,576 Other 176,467 - Share option expense 146,582 78,028 Capitalised expenses (1,211,069) (1,050,321) Changes in operating assets and liabilities, net of the effects of purchase and disposal of subsidiaries 1,348,702 5,814 Decrease/(Increase) in trade receivables 100,027 20,142 20,506 Decrease/(Increase) in other receivables 100,027 20,142 20,506 Increase/(Increase) in inventories (176,630) 148,112 20,506 11,912,0361 148,112 20,506 11,912,0361 11,912,0361 11,912,0361 11,912,0361 11,912,0361 11,912,0361 11,912,0361 11,912,0361 11,912,0361 11,912,0361 11,912,0361 11,912,0361 11,912,0361 11,912,0361 11,912,0361 11,912,0361 11,912,0361	Profit/(loss) for the year after income tax	(7,311,048)	2,957,335
Depreciation 202,420 198,155 Impairment provision 8,290,292 - Fair value adjustment Star acquisition - (280,471) Star acquisition balances - (260,650) (Gain)/Loss on sale of non-current assets - 2,576 Other 176,467 - Share option expense 146,582 78,028 Capitalised expenses (1,211,069) (1,050,321) Charges in operating assets and liabilities, net of the effects of purchase and disposal of subsidiaries - - Decrease/(Increase) in trade receivables 1,348,702 5,814 Decrease/(Increase) in other receivables 100,027 20,142 Decrease/(Increase) in inventories (1,76,630) 148,112 Decrease/(Increase) in prepayments - 27,506 Increase/(decrease) in prepayments - 27,506 Increase/(decrease) in other creditors (314,242) (1,912,036) Increase/(decrease) in other provisions 372,399 78,911 Increase/(decrease) in other provisions 372,399 78,911	Non-cash flows		
Impairment provision8,290,292-Fair value adjustment Star acquisition(280,471)Star acquisition balances(260,650)(Gain)/Loss on sale of non-current assets2,576Other176,467-Share option expense146,58278,028Capitalised expenses(1,211,069)(1,050,321)Changes in operating assets and liabilities, net of the effects of purchase and disposal of subsidiaries1,348,7025,814Decrease/(Increase) in trade receivables1,348,7025,814Decrease/(Increase) in other receivables100,02720,142Decrease/(Increase) in inventories(176,630)148,112Decrease/(Increase) in inventories(176,630)148,112Decrease/(Increase) in trade creditors(314,242)(1,912,036)Increase/(decrease) in other receivables372,39978,911Increase/(decrease) in other provisions372,39978,911Increase/(decrease) in other provisions372,392187,789Increase/(decrease) in deferred tax balances12,922187,789Increase/(decrease) in provision for income tax(986,446)680,443	Amortisation	1,007,902	908,334
Fair value adjustment Star acquisition	Depreciation	202,420	198,155
Star acquisition balances(260,650)(Gain)/Loss on sale of non-current assets2,576Other176,467Share option expense146,582Capitalised expenses(1,211,069)Changes in operating assets and liabilities, net of the effects of purchase and disposal of subsidiaries(1,211,069)Decrease/(Increase) in trade receivables1,348,702Decrease/(Increase) in other receivables100,027Decrease/(Increase) in inventories(176,630)Decrease/(Increase) in prepayments27,506Increase/(decrease) in other creditors(314,242)Increase/(decrease) in other provisions372,399Increase/(decrease) in other provisions372,399Increase/(decrease) in other receivablances12,922Increase/(decrease) in other provision for income tax(88,6446)(88,6446)68,6443	Impairment provision	8,290,292	-
(Gain)/Loss on sale of non-current assets2,576Other176,467176,467Share option expense146,58278,028Capitalised expenses(1,211,069)(1,050,321)Changes in operating assets and liabilities, net of the effects of purchase and disposal of subsidiaries1,348,7025,814Decrease/(Increase) in trade receivables1,348,70220,142Decrease/(Increase) in other receivables100,02720,142Decrease/(Increase) in inventories(176,630)148,112Decrease/(Increase) in prepayments27,5061,912,036Increase/(decrease) in trade creditors(314,242)(1,912,036)Increase/(decrease) in other provisions372,39978,911Increase/(decrease) in foreign exchange reserve47,271(4,129)Increase/(decrease) in deferred tax balances12,922187,789Increase/(decrease) in provision for income tax(986,446)684,443	Fair value adjustment Star acquisition	-	(280,471)
Other176,467-Share option expense146,58278,028Capitalised expenses(1,211,069)(1,050,321)Changes in operating assets and liabilities, net of the effects of purchase and disposal of subsidiaries1,348,7025,814Decrease/(Increase) in trade receivables1,348,70220,142Decrease/(Increase) in other receivables100,02720,142Decrease/(Increase) in inventories(176,630)148,112Decrease/(Increase) in inventories(176,630)148,112Decrease/(Increase) in inventories(1,912,036)148,112Increase/(decrease) in other creditors(314,242)(1,912,036)Increase/(decrease) in other provisions372,39978,911Increase/(decrease) in foreign exchange reserve47,271(4,129)Increase/(decrease) in deferred tax balances12,922187,789Increase/(decrease) in provision for income tax(986,446)680,443	Star acquisition balances	-	(260,650)
Share option expense146,58278,028Capitalised expenses(1,211,069)(1,050,321)Changes in operating assets and liabilities, net of the effects of purchase and disposal of subsidiaries58,144Decrease/(Increase) in trade receivables1,348,7025,814Decrease/(Increase) in other receivables100,02720,142Decrease/(Increase) in inventories100,02720,142Decrease/(Increase) in inventories(176,630)148,112Decrease/(Increase) in prepayments-27,506Increase/(decrease) in trade creditors(314,242)(1,912,036)Increase/(decrease) in other receivables372,39978,911Increase/(decrease) in other provisions372,39978,911Increase/(decrease) in deferred tax balances12,922187,789Increase/(decrease) in provision for income tax(986,446)680,443	(Gain)/Loss on sale of non-current assets	-	2,576
Capitalised expenses(1,211,069)(1,050,321)Changes in operating assets and liabilities, net of the effects of purchase and disposal of subsidiariesDecrease/(Increase) in trade receivables1,348,7025,814Decrease/(Increase) in other receivables100,02720,142Decrease/(Increase) in inventories(176,630)148,112Decrease/(Increase) in prepayments-27,506Increase/(decrease) in trade creditors(314,242)(1,912,036)Increase/(decrease) in other provisions372,39978,911Increase/(decrease) in foreign exchange reserve47,271(4,129)Increase/(decrease) in deferred tax balances12,922187,789Increase/(decrease) in provision for income tax(986,446)680,443	Other	176,467	-
Changes in operating assets and liabilities, net of the effects of purchase and disposal of subsidiaries1,348,7025,814Decrease/(Increase) in trade receivables100,02720,142Decrease/(Increase) in other receivables100,02720,142Decrease/(Increase) in inventories(176,630)148,112Decrease/(Increase) in prepayments-27,506Increase/(decrease) in trade creditors(314,242)(1,912,036)Increase/(decrease) in other creditors643,8543,871,369Increase/(decrease) in other provisions372,39978,911Increase/(decrease) in foreign exchange reserve47,271(4,129)Increase/(decrease) in deferred tax balances12,922187,789Increase/(decrease) in provision for income tax(986,446)680,443	Share option expense	146,582	78,028
subsidiariesDecrease/(Increase) in trade receivables1,348,7025,814Decrease/(Increase) in other receivables100,02720,142Decrease/(Increase) in inventories(176,630)148,112Decrease/(Increase) in prepayments-27,506Increase/(decrease) in trade creditors(314,242)(1,912,036)Increase/(decrease) in other creditors643,8543,871,369Increase/(decrease) in other provisions372,39978,911Increase/(decrease) in foreign exchange reserve47,271(4,129)Increase/(decrease) in deferred tax balances12,922187,789Increase/(decrease) in provision for income tax(986,446)680,443	Capitalised expenses	(1,211,069)	(1,050,321)
Decrease/(Increase) in other receivables100,02720,142Decrease/(Increase) in inventories(176,630)148,112Decrease/(Increase) in prepayments-27,506Increase/(decrease) in trade creditors(314,242)(1,912,036)Increase/(decrease) in other creditors643,8543,871,369Increase/(decrease) in other provisions372,39978,911Increase/(decrease) in foreign exchange reserve47,271(4,129)Increase/(decrease) in deferred tax balances12,922187,789Increase/(decrease) in provision for income tax(986,446)680,443			
Decrease/(Increase) in inventories(176,630)148,112Decrease/(Increase) in prepayments-27,506Increase/(decrease) in trade creditors(314,242)(1,912,036)Increase/(decrease) in other creditors643,8543,871,369Increase/(decrease) in other provisions372,39978,911Increase/(decrease) in foreign exchange reserve47,271(4,129)Increase/(decrease) in deferred tax balances12,922187,789Increase/(decrease) in provision for income tax(986,446)680,443	Decrease/(Increase) in trade receivables	1,348,702	5,814
Decrease/(Increase) in prepayments-27,506Increase/(decrease) in trade creditors(314,242)(1,912,036)Increase/(decrease) in other creditors643,8543,871,369Increase/(decrease) in other provisions372,39978,911Increase/(decrease) in foreign exchange reserve47,271(4,129)Increase/(decrease) in deferred tax balances12,922187,789Increase/(decrease) in provision for income tax(986,446)680,443	Decrease/(Increase) in other receivables	100,027	20,142
Increase/(decrease) in trade creditors(314,242)(1,912,036)Increase/(decrease) in other creditors643,8543,871,369Increase/(decrease) in other provisions372,39978,911Increase/(decrease) in foreign exchange reserve47,271(4,129)Increase/(decrease) in deferred tax balances12,922187,789Increase/(decrease) in provision for income tax(986,446)680,443	Decrease/(Increase) in inventories	(176,630)	148,112
Increase/(decrease) in other creditors643,8543,871,369Increase/(decrease) in other provisions372,39978,911Increase/(decrease) in foreign exchange reserve47,271(4,129)Increase/(decrease) in deferred tax balances12,922187,789Increase/(decrease) in provision for income tax(986,446)680,443	Decrease/(Increase) in prepayments	-	27,506
Increase/(decrease) in other provisions372,39978,911Increase/(decrease) in foreign exchange reserve47,271(4,129)Increase/(decrease) in deferred tax balances12,922187,789Increase/(decrease) in provision for income tax(986,446)680,443	Increase/(decrease) in trade creditors	(314,242)	(1,912,036)
Increase/(decrease) in foreign exchange reserve47,271(4,129)Increase/(decrease) in deferred tax balances12,922187,789Increase/(decrease) in provision for income tax(986,446)680,443	Increase/(decrease) in other creditors	643,854	3,871,369
Increase/(decrease) in deferred tax balances12,922187,789Increase/(decrease) in provision for income tax(986,446)680,443	Increase/(decrease) in other provisions	372,399	78,911
Increase/(decrease) in provision for income tax (986,446) 680,443	Increase/(decrease) in foreign exchange reserve	47,271	(4,129)
	Increase/(decrease) in deferred tax balances	12,922	187,789
Cash flow from operations 2,349,403 5,656,907	Increase/(decrease) in provision for income tax	(986,446)	680,443
	Cash flow from operations	2,349,403	5,656,907

b. Acquisition

During the 2009 financial year 100% of the business of Star System Solutions Pty Ltd was acquired. Details of this transaction are:

	Consolidat	ted Group
	2010	2009
	\$	\$
Purchase consideration	-	3,450,000
Consisting of:		
Cash consideration	-	1,500,000
Deferred consideration		1,950,000
Total consideration		3,450,000
Cash consideration paid		1,500,000
Cash outflow		1,500,000
Assets and liabilities held at acquisition date:		
Property, plant and equipment	-	15,000
Intellectual property	-	3,435,000
	-	3,450,000

c. Facilities with Banks

	Consolidat	ed Group
	2010	2009
	\$	\$
Credit facility	3,236,283	4,041,667
Facilities utilised		
– Overdraft	-	-
– Multi Option	(190,666)	(266,603)
– Loans	(1,999,998)	(2,166,667)
 Bank guarantees 	(236,283)	-
Amount Available	809,336	1,608,397

The facilities are provided by ANZ Group Limited subject to general and specific terms and conditions being set and met periodically. Interest rates are both fixed and variable and subject to adjustment.

The bank facilities have been classified as current for the reporting period due to an event of default being the Interest Cover ratio of not less than 4:1 not being achieved. Further information relating to this default is set out in note 19.

NOTE 27: SHARE BASED PAYMENTS

	Consolidate	ed Group
	2010	2009
Share-based payment expense recognised during the financial year	\$	\$
Options issued under employee option plan	146,582	78,028
	146,582	78,028

Employee option plan

The Manaccom Corporation Limited Employee Option Plan was ratified at the Annual General Meeting held on 28 October 2008. Employees are invited to participate in the scheme from time to time. Options vest when exercised provided the staff member is still employed by the Group. When issued, the shares carry full dividend and voting rights.

Options granted carry no dividend or voting rights.

Fair value of options granted

The weighted average fair value of options granted during the year was 20.6 cents (2009: 7.8 cents). The fair value at grant date was determined by an independent valuer using a Black-Scholes option pricing model that takes into account the share price at grant date, exercise price, expected volatility, option life, expected dividends, and the risk free rate. The inputs used for the Black-Scholes option pricing model for options granted during the year ended 30 June 2010 were as follows:

- Options are granted for no consideration, have a 3 year life, and are exercisable if the staff member is still employed by the Group
- Grant date 21 October 2009 (2009: 1 May 2009)
- Share price at grant date \$0.48 (2009: \$0.24)
- Exercise price \$0.70 (2009: \$0.50)
- Expected volatility 85.473% (2009: 87.848%)
- Expected dividend yield 3.13% (2009: 6.25%)
- Risk free rate 5.46% (2009: 4.08%)

Expected volatility was determined based on the historic volatility (based on the remaining life of the option), adjusted for any expected changes to future volatility based on publicly available information.

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	יאבורוזה אוורה	Exercise price Expiry date	Balance at beginning of year	Granted during the year	Forteited during the year	Exercised during the year	Expired during the year	balance at end of year	Exercisable at end of year
31 March 2008 \$	\$0.50	31 March 2011	1,550,000	I	(850,000)	ı	ı	700,000	ı
l May 2009 \$	\$0.50	1 May 2012	2,200,000	I	ı	I	ı	2,200,000	I
21 October 2009 \$	\$0.70	30 October 2012		1,350,000	I		·	1,350,000	'
		I	3,750,000	3,750,000 1,350,000	(850,000)	1	1	4,250,000	1

2009

le at ear	ı	T	ı	·
Exercisable at end of year				
Balance at end of year	I	1,550,000	2,200,000	3,750,000
en en				
Expired during the year	·	·	·	
Exercised during the year	'	I	ı	ı
Forfeited during the year	(1,350,000)	I		2,200,000 (1,350,000)
Granted during the year		I	2,200,000	2,200,000
Balance at beginning of year	1,350,000	1,550,000	ı	2,900,000
	4 July 2009	31 March 2011	1 May 2012	
Exercise price Expiry date	\$1.00	\$0.50	\$0.50	
Grant date	4 July 2006	31 March 2008	1 May 2009	

The weighted average exercise price for the year ended 30 June 2010 was \$0.54 (2009: \$0.50).

The weighted average remaining contractual life of share options outstanding at 30 June 2010 was 1 year 10 months (2009: 2 years 5 months).

Notes to the Financial Statements

NOTE 28: FINANCIAL INSTRUMENTS

a. Financial Risk Management

The Group's financial instruments consist mainly of deposits with banks, short-term investments, accounts receivable and payable, bank loans and chattel mortgages.

The main purpose of non-derivative financial instruments is to raise finance for Group operations.

There are no derivative instruments recognised or unrecognised.

i. Treasury Risk Management

An Audit Committee consisting of a majority of non-executive Directors meet on a regular basis to consider currency and interest rate exposure and to evaluate treasury management strategies in the context of the most recent economic conditions and forecasts.

The Committee's overall risk management strategy seeks to assist the consolidated Group in meeting its financial targets, whilst minimising potential adverse effects on financial performance.

The Audit Committee operates under policies approved by the Board of Directors. Risk management policies are approved and reviewed by the Board on a regular basis. These include the use of hedging derivative instruments, credit risk policies, and future cash flow requirements.

ii. Financial Risk Exposures and Management

The main risks the Group is exposed to through its financial instruments are interest rate risk, foreign currency risk, liquidity risk and credit risk.

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the entity's income or the value of its holdings of financial instruments.

The Group is exposed to market risks from interest rates and foreign currency.

Interest rate risk

Interest rate risk arises principally from cash and cash equivalent, and borrowings.

The object of market risk management is to manage and control interest rate risk exposure within acceptable parameters while optimising the return.

Interest rate risk is managed with a mixture of fixed and floating rate debt. At 30 June 2010 100% of Group interest bearing debt is capped. The Group policy is to manage between 50% and 100% of interest bearing debt using available interest rate risk management instruments.

Foreign currency risk

The Group is exposed to fluctuations in foreign currencies arising from the sale and purchase of goods and services in currencies other than the Group's functional currency. Senior management monitor the Group's exposure regularly and utilise the spot market to buy and sell specified amounts of foreign currency to manage this risk.

Liquidity risk

The Group manages liquidity risk by monitoring forecast cash flows and ensuring that adequate cash balances and unutilised borrowing facilities are maintained.

Credit risk

Credit risk is the risk of financial loss to the entity if a customer or counterparty to a financial instrument fails to meet its contractual obligations to the entity.

Credit risk arises principally from cash and cash equivalents and trade and other receivables.

The objective of the entity is to minimize risk of loss from credit risk exposure.

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets, is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements.

Credit risk is managed on a Group basis and reviewed regularly by the Audit Committee.

The Audit Committee monitors credit risk by actively assessing the rating quality and liquidity of counter parties:

- only banks and financial institutions with no less than an 'A' rating are utilised;
- all potential customers are rated for credit worthiness taking into account their size, market position and financial standing; and
- customers that do not meet the Group's strict credit policies may only purchase in cash or using recognised credit cards.

The maximum exposure to credit risk for trade receivables at balance date by geographic region:

	201	2010 200		009	
	\$	%	\$	%	
Australia	1,106,599	76.3	2,254,482	80.5	
Fiji	64,365	4.4	201,416	7.2	
USA	150,022	10.3	108,705	3.9	
New Zealand	3,093	0.2	102,986	3.7	
Cook Islands	84,365	5.8	83,724	3.0	
Samoa	34,117	2.4	44,299	1.6	
Other countries	8,210	0.6	3,861	0.1	
	1,450,771	100	2,799,473	100	

The economic entity's most significant customer, located in Australia, accounts for 16% of trade receivables as at 30 June 2010 (30% as at 30 June 2009).

Credit risk is measured using debtor aging. Refer Note 11 (b) for aging analysis.

b. Financial Instruments

Categories of Financial Instruments

	Consolidated Group	
	2010	2009
Financial Assets	\$	\$
Cash and cash equivalents	9,461,658	9,754,757
Loans and receivables	1,509,509	2,958,238
Financial Liabilities		
Interest bearing liabilities	3,616,766	4,026,474
Trade and other payables	8,106,023	7,479,367



i. Maturity analysis

Financial liabilities have differing maturity profiles depending on the contractual term and in the case of borrowings, different repayment amounts and frequency. The table shows the period in which the principal and interest (if applicable) of financial liability balances will be paid based on the remaining period to repayment date assuming contractual repayments are maintained.

Trade and other payables are expected to be paid as follows:

	Consolidated	d Group
	2010	2009
	\$	\$
Less than 6 months	8,106,023	7,479,367
	8,106,023	7,479,367

Borrowings and chattel mortgages are expected to be paid as follows:

Less than 1 year	2,428,733	581,986
1 to 5 years	1,188,033	3,444,488
	3,616,766	4,026,474

The bank facilities have been classified as current for the reporting period due to a breach in one of the bank covenants. Further information relating to defaults and breaches is set out in note 19.

ii. Net Fair Values

The net fair values of:

- Cash, cash equivalents and receivables are valued at their carrying value because of their short term to maturity.
- Listed investments have been valued at the quoted market bid price at balance date. For unlisted investments where there is
 no organised financial market, the net fair value has been based on a reasonable estimation of the underlying net assets or
 discounted cash flows of the investment.
- Bank loans, overdrafts, trade and other payables are valued at their carrying value because of their short term to maturity.
- The deferred consideration is valued at fair value based on discounting future cash flows by the current interest rate of 5.41% (2009: 5.41%) for liabilities with similar risk profiles.
- Other assets and other liabilities approximate their carrying value.
- Contingent liabilities not recognised in the statement of financial position in respect of guarantees relating to premises leased by Group Companies are valued at their carrying amounts determined by the value of the guarantee issued for bank guarantees and the value of the remaining lease for subsidiary company guarantees. Contingent liabilities not recognised in the statement of financial position in respect of the McAfee agreement are valued at their carrying amount determined by discounting future cash flows by the Reserve Bank of Australia bond rate 4.57% (2009: 4.71%).

No financial assets and financial liabilities are readily traded on organised markets in standardised form other than listed investments, forward exchange contracts and interest rate swaps.

Fair values and carrying amounts of financial assets and liabilities at reporting date.

	2010		2009	
	Carrying Amount	Net Fair Value	Carrying Amount	Net Fair Value
	\$	\$	\$	\$
Financial Assets				
Cash and cash equivalents	9,461,658	9,461,658	9,754,757	9,754,757
Trade and other receivables	1,509,509	1,509,509	2,958,238	2,958,238
	10,971,167	10,971,167	12,712,995	12,712,995
	20	10	20	09
	Carrying Amount	Net Fair Value	Carrying Amount	Net Fair Value
Financial liabilities	\$	\$	\$	\$
Interest bearing liabilities	3,616,766	3,905,515	4,026,474	4,383,270
Trade and other payables	8,106,023	8,106,023	7,479,367	7,479,367
	11,722,789	12,011,538	11,505,841	11,862,637

Fair values are materially in line with carrying values.

iii. Sensitivity Analysis

Interest Rate Risk and Foreign Currency Risk

The Group has performed a sensitivity analysis relating to its exposure to interest rate risk and foreign currency risk at reporting date. This sensitivity analysis demonstrates the effect on the current year results and equity which could result from a change in these risks.

Interest Rate Sensitivity Analysis

At 30 June 2010, the effect on profit and equity as a result of changes in the interest rate, with all other variables remaining constant would be as follows:

	Consolidated Group	
	2010 200	
	\$	\$
Change in profit		
- increase in interest rate by 2%	189,233	146,430
- decrease in interest rate by 2%	(189,233)	(146,430)
Change in equity		
- increase in interest rate by 2%	189,233	146,430
- decrease in interest rate by 2%	(189,233)	(146,430)

Foreign Currency Risk Sensitivity Analysis

At 30 June 2010, the effect on profit and equity as a result of changes in the value of the Australian Dollar to the Fijian Dollar, with all other variables remaining constant is as follows:

	Consolidated Group	
	2010 20	
	\$	\$
Change in profit		
- Improvement in AUD to FJD by 5%	(176,437)	(196,170)
- Decline in AUD to FJD by 5%	195,009	216,820
Change in equity		
- Improvement in AUD to FJD by 5%	(176,437)	(196,170)
- Decline in AUD to FJD by 5%	195,009	216,820

The above interest rate and foreign exchange rate sensitivity analysis has been performed on the assumption that all other variables remain unchanged.

NOTE 29: EVENTS AFTER THE BALANCE SHEET DATE

At an Extraordinary General Meeting on 19 August 2010, a resolution was passed to buy-back the residual 3,578,057 shares at 30c from a previous Director and major shareholder. The settlement amount of \$1,073,417 was paid out of cash reserves on 23 August 2010, with the number of shares and share capital reducing accordingly.

A letter dated 31 August 2010 was received from the Company's banker notifying the Company of an event of default relating to the Company's facilities referred to in Notes 1 (p) and 19, advising they do not propose to take action in respect of this event of default at the present time.

There are no other material events after the balance sheet date.

NOTE 30: CONTINGENT LIABILITIES

	Consolidated Group	
	2010	2009
	\$	\$
Estimates of the potential financial effect of contingent liabilities that may become payable:		
Contingent Liabilities		
Guarantees provided by the Group's bankers		
The Group's bankers have provided guarantees to third parties in relation to premises leased by Group companies. These guarantees have no expiry term and are payable on demand, and are		
secured by a fixed and floating charge over the Group's assets.	236,283	175,520
Related party guarantees provided by subsidiary entities		
A subsidiary entity has provided guarantees to third parties in relation to premises leased by its wholly owned subsidiaries. These guarantees have no expiry term and are payable on demand,		
and unsecured.	32,265	14,451
	268,548	189,971
and unsecured.		·

NOTE 31: NEW OR EMERGING STANDARDS

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2010 reporting periods. The Economic Entity's assessment of the impact of these new standards and interpretations is set out below.

AASB reference	Title and Affected Standard(s):	Nature of Change	Application date:	Impact on Initial Application
AASB 9 (issued December 2009)	Financial Instruments	Amends the requirements for classification and measurement of financial assets	Periods beginning on or after 1 January 2013	Due to the recent release of these amendments and that adoption is only mandatory for the 30 June 2014 year end, the entity has not yet made an assessment of the impact of these amendments.
AASB 2009-8 (issued July 2009)	Amendments to Australian Accounting Standards – Group Cash-settled Share- based Payment Transactions	Clarifies the scope and accounting for Group cash-settled share-based payment transactions in the individual financial statements of an entity receiving the goods/services when that entity has no obligation to settle the share-based payment transaction.	Periods beginning on or after 1 January 2010	There will be no impact as there are no share-based payment transactions where the entity receives goods or services with no corresponding obligation to settle the share-based payment transaction.
		Supersedes Interpretation 8 Scope of AASB 2 and Interpretation 11 AASB 2 – Group and Treasury Share Transactions.		
AASB 2009-5 (issued May 2009)	Further Amendments to Australian Accounting Standards arising from the Annual Improvements Process – AASB 107 Statement of Cash Flows	Clarifies that only expenditures that result in a recognised asset in the statement of financial position are eligible for classification as cash flows from investing activities.	Periods commencing on or after 1 January 2010	Initial adoption of this amendment will have no impact as the entity only recognises cash flows from investing activities for expenditures that result in a recognised asset in the statement of financial position.
AASB 2009-5 (issued May 2009)	AASB 136 Impairment of Assets	Clarifies that CGUs to which goodwill is allocated cannot be larger than an operating segment as defined in AASB 8 Operating Segments before aggregation.	Periods commencing on or after 1 January 2010	There will be no impact as these requirements are only required to be applied prospectively to goodwill impairment calculations for periods commencing on or after 1 January 2010.

NOTE 32: COMPANY DETAILS

The registered office of the Company is: Manaccom Corporation Limited Level 1, 601 Coronation Drive, Toowong, QLD, 4066

The principal places of business are:

- Level 1, 601 Coronation Drive, Toowong, QLD, 4066
- Suite 604, 370 St Kilda Road, Melbourne, VIC, 3001



Directors' Declaration

DIRECTORS' DECLARATION

The Directors of the Company declare that:

- 1. The financial statements, comprising the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and Statements of Cash Flows, and accompanying notes, are in accordance with the *Corporations Act 2001* and:
 - (a) comply with Accounting Standards and the Corporations Regulations 2001; and
 - (b) give a true and fair view of the consolidated entity's financial position as at 30 June 2010 and of its performance for the year ended on that date.
- 2. The Company has included in the notes to the financial statements an explicit and unreserved statement of compliance with International Financial Reporting Standards.
- 3. In the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
- 4. The remuneration disclosures included in pages 13 to 18 of the Directors' report (as part of the audited Remuneration Report), for the year ended 30 June 2010, comply with section 300A of the *Corporations Act 2001*.
- 5. The Directors have been given the declarations by the Chief Executive Officer and Chief Financial Officer required by section 295A.

This declaration is made in accordance with a resolution of the Directors and is signed for and on behalf of the Directors by:

all

Mike Veverka Director 10 September 2010



Independent Auditor's Report



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INDEPENDENT AUDITOR'S REPORT

To the members of Manaccom Corporation Limited

Report on the Financial Report

We have audited the accompanying financial report of Manaccom Corporation Limited, which comprises the statement of financial position as at 30 June 2010, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the Directors' declaration of the consolidated entity comprising the Company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' Responsibility for the Financial Report

The Directors of the Company are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Act 2001. This responsibility includes establishing and maintaining internal controls relevant to the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 Presentation of Financial Statements, that compliance with the Australian equivalents to International Financial Reporting Standards ensures that the financial report, comprising the financial statements and notes, complies with International Financial Reporting Standards.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial report.

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

Independence

In conducting our audit, we have complied with the independence requirements of the Corporations Act 2001. We confirm that the independence declaration required by the Corporations Act 2001 would be in the same terms if it had been given to the Directors at the time that this auditor's report was made.

BDO Audit (QLD) Pty Ltd ABN 33 134 022 870

BDO is the brand name for the BDO International network and for each of the BDO Member Firms. BDO in Australia is a national association of separate entities. Liability of each entity is limited by a scheme approved under the Professional Standards Legislation other than for acts or omissions of financial services licensees.

Independent Auditor's Report

Auditor's Opinion

In our opinion:

- (a) the financial report of Manaccom Corporation Limited is in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2010 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and
- (b) the financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

Report on the Remuneration Report

We have audited the Remuneration Report included in pages 13 to 18 of the Directors' Report for the year ended 30 June 2010. The Directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's Opinion

In our opinion, the Remuneration Report of Manaccom Corporation Limited for the year ended 30 June 2010, complies with section 300A of the Corporations Act 2001.

BDO Audit (QLD) Pty Ltd

MR

M R Just Director Brisbane, 10 September 2010

BDO Audit (QLD) Pty Ltd ABN 33 134 022 870

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Additional Information for Listed Public Companies

ADDITIONAL INFORMATION FOR LISTED PUBLIC COMPANIES

The following additional information is required by the Australian Securities Exchange in respect of listed public companies only.

1. Shareholding

The Company has 39,453,468 ordinary shares on issue, each fully paid. There are 1,498 holders of these ordinary shares as at 31 August 2010. Shares are quoted on the Australian Securities Exchange (Home branch: Brisbane) under the code MNL and on the German Stock Exchange.

In addition, there are an aggregate total of 4,250,000 options over ordinary shares on issue but not quoted on the Australian Securities Exchange.

On 7 June 2010 the Company announced its final share buy-back notice relating to the on-market buy-back for up to 10% of its ordinary shares active since 30 April 2007. The Company bought back and cancelled a total of 1,975,436 shares at an average price of 21.5¢ and ranging from 19.5¢ to 25¢.

a. Distribution of Shareholders Number at 31 August 2010

	Nun	Number		
Category (size of Holding)	Holders of Ordinary Shares	Ordinary Shares Held		
1 – 1,000	365	237,410		
1,001 – 5,000	573	1,553,391		
5,001 – 10,000	211	1,741,621		
10,001 – 100,000	307	9,095,571		
100,001 – and over	42	26,825,475		
	1,498	39,453,468		
b. The number of shareholdings held in less than marketable	parcels is: 500	417,900		
c. The names of the substantial shareholders listed in the hole	ding Company's register as at 31 August 2010 are:			
Namo	Ordinary Sharos	Porcontago Hold		

Name	Ordinary Shares	Percentage Held
Vesteon Pty Ltd and associates	9,316,057	23.61%
HSBC Custody Nominees (Australia) Limited	3,014,236	7.64%
ANZ Nominees Limited	2,982,824	7.56%

d. Voting Rights

The voting rights attached to each class of equity security are as follows: Ordinary shares

Each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.

Options

Optionholders have no voting rights until their options are exercised.

e. 20 Largest Shareholders — Ordinary Shares as at 31 August 2010

Name		Number of Ordinary Fully Paid Shares Held	% Held of Issued Ordinary Capital
1.	VESTEON PTY LTD	8,871,724	22.49
2.	HSBC CUSTODY NOMINEES (AUSTRALIA) PTY LTD	3,014,236	7.64
3.	ANZ NOMINEES LIMITED <cash a="" c="" income=""></cash>	2,982,824	7.56
4.	NATIONAL NOMINEES LIMITED	1,863,643	4.72
5.	WARAWONG PTY LTD <bethanga a="" c="" fam="" holdings=""></bethanga>	1,426,100	3.61
6.	MR ANTHONY BROWN & MS MELISSA GOLLAN <jarvis a="" brown="" c="" f="" s=""></jarvis>	809,063	2.05
7.	MR BARNABY COLMAN CADDICK	775,000	1.96
8.	MR XAVIER ROBERT BERGADE	500,000	1.27
9.	MR MIKE VEVERKA	444,333	1.13
10.	MR CRAIG KUHN	400,000	1.01
11.	J P MORGAN NOMINEES AUSTRALIA LIMITED	359,588	0.91
12.	MR EDWARD JAMES INNES MACKAY	353,769	0.90
13.	MR DAVID PLATT & MRS SUE PLATT < SUPERANNUATION FUND A/C>	340,000	0.86
14.	I FUTURE PTY LTD <tpoaz account=""></tpoaz>	250,000	0.63
15.	BRAZIL FARMING PTY LTD	230,000	0.58
16.	MR JOHN ROSAIA	204,000	0.52
17.	MR EDWARD KEITH HAWKINS + MRS BARBARA JEAN HAWKINS	200,000	0.51
18.	MAYFAIR PTY LTD <honeywill a="" c="" f="" family="" s=""></honeywill>	200,000	0.51
19.	MR AHMAD KHOSHNEVIS NIA	190,000	0.48
20.	MR RICKY CHI-TO CHEN	185,000	0.47
		23,599,280	59.82

- 2. The name of the Company Secretary is Mr Bill Lyne.
- 3. The address of the principal registered office in Australia is Level 1, 601 Coronation Drive, Toowong, QLD, 4066. Telephone (07) 3831 3705.
- 4. Registers of securities are held at the following addresses:
 - Computershare Investor Services Pty Ltd Level 19, 307 Queen Street Brisbane QLD 4000
- 5. Stock Exchange Listing

Quotation has been granted for all the ordinary shares of the Company on the Australian Securities Exchange.

6. Unquoted Securities

Options over Unissued Shares.

A total of 4,250,000 options are on issue to employees under the Manaccom Corporation Limited Employee Option Plan.

Exercise Price	Expiry Date	Number on Issue	Number of Holders
\$0.50	31 March 2011	700,000	2
\$0.50	1 May 2012	2,200,000	6
\$0.70	30 October 2012	1,350,000	3

7. Other Disclosures

There are no other disclosures.

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Manaccom Corporation Limited Level One, 601 Coronation Drive Toowong QLD 4066 AUSTRALIA