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Annual General Meeting
24th April 2013 at 1 pm
Michaelmas Cay Ballroom
35-41 Wharf Street
Cairns Old Australia
Unit Distribution

# Half year ended 31 December 2012

12 cents per unit.

Payment date 21 March 2013. Total for 2012 21.0 cents per unit

### **Announcement Dates**

# Half year ending 30 June 2013

Estimate distribution mid June 2013 Results late August 2013

# Half year ending 31 December 2013

Estimated distribution mid December 2013 Results late February 2014



# CHAIRMAN'S REVIEW

### Dear Unitholders.

On behalf of the Board of Directors of Reef Corporate Services Limited, responsible entity of the Reef Casino Trust (the Trust), I present my review of the Reef Casino Trust for the financial year ended 31 December 2012.

# **Key points**

- Trust continued to do well in 2012 during the on-going global financial crisis
- Trust distributable profit\* was \$10.8 million, compared to \$11.6 million in 2011. Unitholders'
  distributions classified as "finance costs" were \$5.4 million resulting in a net profit of \$5.4
  million, compared to \$5.8 million last year.
- First half year Trust distributable profit\* was \$3.9 million; the second half year was \$6.9 million.
- Unit distribution of 12 cents per unit for the six months from July to December 2012 (last year 11 cents). Earnings per unit were 14 cents (last year 14.2 cents).
- Total unit distribution of 21 cents per unit for the year from January to December 2012 (last year 20 cents).
- Casino level 2 at the Reef Hotel Casino was closed throughout the first half year for extensive renovations. A new Casino Sports Arena reopened successfully in July 2012. Direct flights from Shanghai, China into Cairns, which commenced at the end of October 2012, contributed to the continued growth of the Chinese tourist market.
- Otherwise, trading conditions in Cairns and the region continued to be challenging but manageable.
- Operating costs at the Reef Hotel Casino and the Reef Casino Trust were held under tight control
  with savings made wherever possible.



# Trust distributable profit

Trust distributable profit\* was \$10.8 million for the year ended 31 December 2012. This compares with \$11.6 million in 2011.

Total Trust revenue (comprising mainly of rental income from the Reef Hotel Casino) was \$21.3 million (last year \$22.0 million). This is due to a lower premium play win in 2012 compared to 2011.

Premium play aside, all key revenue generating segments of the Reef Hotel Casino posted growth despite the closure of level 2 of the casino for half a year.

Operating expenses were well controlled.

\* Basis of preparation: Distributable profit is a non-IFRS measure that is determined in accordance with the Trust Constitution and used as the basis for determining distributions to unitholders. Distributable profit is determined as net profit for the year, adding back distributions to unitholders which have been treated as finance costs in accordance with IFRS. The distributable profit has been audited by KPMG. Refer to the auditor's report on page 43 of the Annual Report for the year ended 31 December 2012.





2012 \$'000	2011 \$'000	
21,089	21,808	-3.3%
		-3.3%
21,303	22,020	-3.3 /0
6,033	5,949	1.4%
	,	4.00/
10,487	10,388	1.0%
10,818	11,638	-7.0%
5,409	5,819	
5,409	5,819	-7.0%
4		
cents per unit	cents per unit	
21.7	23.4	
21.0	20.0	
	\$'000 21,089 216 <b>21,305</b> 6,033 4,454 <b>10,487</b> <b>10,818</b> 5,409 <b>5,409</b> <b>cents per</b> <b>unit</b> 21.7	\$ 000 \$ 000

 $<sup>^{\</sup>mbox{\scriptsize 1}}$  "Finance costs" relate to 50% of distributable profit payable to unitholders.



### **Unit distribution**

The Trust has declared a distribution of 12 cents per unit or a total of \$5.98M million for the six months from 1 July to 31 December 2012. A portion of this distribution will be paid on a "tax deferred" basis and the balance may be taxable in the hands of the unitholders. This will depend on the unitholders' individual tax circumstances. The Trust had paid a distribution of 9 cents per unit for the six months from 1 January to 30 June 2012.

For the 2012 financial year, the total distribution declared was 21 cents per unit compared to the distributable earnings per unit of 21.7 cents. 0.7 cents per unit (total of \$360K) has been transferred to the undistributed income account which now stands at 13.95 cents per unit or \$6.9 million.

The actual distribution for the 2012 financial year is close to the Trust's policy to pay out "100% of distributable profits".

### Trust balance sheet

The overall position remains strong and healthy. The Trust's cash flows remain positive and the Trust continues to have adequate working capital. The Trust's interest only loan facility remains unchanged at \$16.5 million. This term loan extends to December 2015. As at 31 December 2012, the Trust has drawn down \$8.75 million. The Trust also has an overdraft facility of \$2 million which has not been used to date.

# Review of performance and strategy at Reef Hotel Casino

The CEO of the Reef Hotel Casino, Allan Tan has provided his report as follows.

# **CEO's Report**

# **Trading Conditions**

- The first half year is traditionally the low tourist season in Cairns with the second half year being the high season.
- The local economy including tourism remained flat in general. However, the China tourist market continued to grow. Overall, trading conditions were challenging but manageable.
- The casino's level 2 gaming floor was temporarily closed throughout the first half year for
  extensive renovations. As expected, this has affected casino visitations and complex revenues
  in general in the first half year.
- Putting premium play which experienced a lower win rate compared to last year aside, all key revenue generating segments posted growth in 2012 compared to last year.

# **Key Strategies**

# • "Locals strategy" - The Only Place to Play

The new Casino Sports Arena successfully opened in July 2012. Occupying level 2 of the casino, it offers a range of gaming and entertainment options. Combined with food and beverage products and service, our "locals strategy" is aimed at the local, regional and tourist markets.

# • "China strategy" - Reef by Day, Reef by Night

Some key elements of this strategy include being a Cairns' pioneer in being 'China-ready', having the right gaming products and service and the best and largest Chinese restaurant in Cairns. Our "China strategy" is aimed at the growing number of Chinese tourists who visit Cairns

### . The best hotel in Cairns

All guest rooms in our Pullman Reef Hotel Casino will be refurbished commencing in January 2013. This will strengthen our hotel's position as the best 5 star hotel in Cairns. Work is expected to be completed around the middle of 2013.

# · Cost control throughout complex

Tight cost control in each of our hotel, casino and administration departments will continue as will initiatives directed towards better management and staff outcomes.

### **Complex Performance**

### Casino

### · Casino visitations

These were 7.9% lower in the first half and was anticipated due to the temporary closure of casino level 2 for extensive renovations, however visitations were up 4.5% in second half year such that overall visitations for the year held up well.

## · Table games

Main floor revenues were up 5.8% compared to last year while premium revenues were lower due to a lower level of win by the casino with the win rate lower than last year.

#### Electronic Gaming

Electronic gaming machine revenues were up 0.6% despite the temporary closure of casino level 2 in the first half year.

## Hotel

## Rooms

Rooms revenues were up 6% compared to last year.

## · Food and beverage

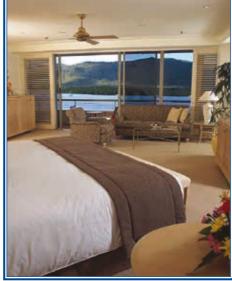
Overall revenues were just 1.6% lower than last year due to the temporary closure of casino level 2 in the first half year and special bar promotions following the opening of the new Casino Sports Arena.

# **Complex cost control, Trust rental**

Due to continuing excellent cost control outcomes throughout the complex, the overall rental
paid to the Trust held up well compared to last year. Contributions from main floor table games,
electronic gaming and hotel operations all grew. The actual rental paid to the Trust was just
3.3% lower than last year mainly because of a lower premium play win by the casino.







# Chairman's review continues

### Trust outlook for 2013

#### Global and local economies

 The global economy is expected to remain flat and the Australian dollar is expected to remain strong. These are likely to have a bearing on the local Cairns economy which is dependent on tourism and is expected to remain subdued.

# Some positives for the Trust and Reef Hotel Casino

### New Casino Sports Arena

The new Casino Sports Arena located on casino level 2 successfully reopened on 3 July 2012 and is designed to increase our share of the local and regional gaming market. So far, its contribution to the complex's performance is encouraging. Management will continue to build on the momentum generated to date.

### · Chinese tourist market

Chinese tourists to Australia continue to grow and Cairns is a popular destination. Direct flights from China to Cairns commenced in October last year. The Chinese New Year holiday season in February 2013 is expected to bring the largest ever number of Chinese tourists into Cairns. These exciting developments will allow the Reef Hotel Casino to consolidate and expand its existing Chinese casino tourist market and to develop its Chinese premium player market further.

### . Best 5 star hotel in Cairns

The refurbishment of all the guest rooms in our Pullman Reef Hotel Casino in the first half of 2013 will enable us to strengthen our hotel's leading position as the best 5 star hotel in Cairns.

## · Strong balance sheet and cash flows

The Trust's balance sheet is expected to remain strong and the Reef Hotel Casino business is expected to continue to generate strong cash flows. The Trust still expects to distribute 100% of its distributable profits of each half yearly financial period.

The Trust has maintained its profitability and distributions throughout the global financial crisis. It is well placed to continue to do so.

**Ben Macdonald** 

Chairman

Reef Corporate Services Limited Responsible Entity of Reef Casino Trust

# DIRECTORS' REPORT

Mr Ben Macdonald Non-executive Chairman



**Mr Julian Hercus** Non-executive Director



Mr Michael Issenberg Non-executive Director



Mr Allan Tan Executive Director, CEO Reef Hotel Casino



Mr Alex Tucek Alternate for Dr Stoss





Mr Keith DeLacy Non-executive Director Chairman of Compliance, Audit & Risk Committee



**Dr Karl Stoss** Non-executive Director



**Mr Kim Mooney** Non-executive Director



**Mr Simon McGrath** Non-executive Director



**Mr Phillip Basha** Alternate for Mr Issenberg & Mr Mooney

The directors of Reef Corporate Services Limited, ABN 66 057 599 621, the Responsible Entity of Reef Casino Trust (the Trust) present their report together with the financial report of the Trust for the year ended 31 December 2012 and the auditor's report thereon.

# **Responsible Entity**

The directors of Reef Corporate Services Limited during the financial year and until the date of this report (except as otherwise stated) are:

Mr Benjamin W Macdonald (Chairman)

Mr Keith DeLacv

Mr Julian Hercus

Dr Karl Stoss - appointed 8 February 2012

Mr Michael Issenberg

Mr Kim Mooney

Mr Allan Tan (director and alternate for Mr Macdonald)

Mr Simon McGrath

Mr Alexander Tucek (alternate for Dr Stoss) - appointed 8 February 2012

Mr Philip Basha (alternate for Mr Mooney & Mr Issenberg)

# **Principal activities**

The Trust is the owner and lessor of The Reef Hotel Casino complex which is located in Cairns, North Queensland. Australia.

# **Review and results of operations**

The review and results of operations is contained in the Chairman's Review commencing on page 1.

### **Distributions**

Distributions are paid on a half yearly basis.

The distribution of \$5.48 million (11.0 cents per unit) in respect of the six month period ended 31 December 2011 as reported in the 2011 annual report was paid on 20 March 2012.

The distribution of \$4.48 million (9.0 cents per unit) in respect of the six month period ended 30 June 2012 was paid on 19 September 2012 (note 17).

The directors have declared a distribution of \$5.98 million (12.0 cents per unit) in respect of the six month period ended 31 December 2012 to be paid on 21 March 2013.

# Significant changes in the state of affairs

There were no significant changes in the state of affairs of the Trust that occurred during the financial year under review.

# **Environmental regulation**

The Trust's operations are not subject to any significant environmental regulations under either Commonwealth or State legislation. The Responsible Entity believes that the Trust has adequate systems in place for the management of its environmental requirements and is not aware of any breach of those environmental requirements as they apply to the Trust.

# **Events subsequent to balance date**

On 12 February 2013, the board of directors of the Responsible Entity, Reef Corporate Services Limited, declared a 12 cent per unit distribution payable on 21 March 2013. This distribution totals \$5,976,124.

Other than the matter discussed above, there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors, to affect significantly the operations of the Trust, the results of those operations, or the state of affairs of the Trust, in future financial years.

# **Interests of the Responsible Entity**

Reef Corporate Services Limited holds no units either directly or indirectly in Reef Casino Trust. Associates of the Responsible Entity hold 36,732,173 units at 31 December 2012 (2011: 36,701,044 units). The total number of units on issue in 2011 and 2012 was 49,801,036.

# **Responsible Entity's remuneration**

In accordance with the Trust Constitution, Reef Corporate Services Limited is entitled to receive:

- Half yearly fees calculated as 0.375% of the value of net assets of the Trust (as defined in the Trust Constitution) as at the last day of the half year period just completed, paid quarterly, plus
- (ii) Half yearly fees calculated as the greater of \$37,500 and a fee calculated on a sliding scale by reference to the value of gross assets (as defined in the Trust Constitution), payable within two months of the end of each half yearly period.

Reef Corporate Services Limited is also entitled to reimbursement of Trust expenses incurred on behalf of the Trust.

Set out below are the fees paid or payable by the Trust to the Responsible Entity during the year:

	Dec 2012 \$	Dec 2011 \$
Responsible Entity fees Reimbursement of Trust expenses	975,778 56,026	1,044,541 46,635

### **Directors' interests**

The relevant interests of each director of Reef Corporate Services Limited in the unit capital of the Trust at the date of this report are set out below:

Number of units held			Number of units held
Mr Benjamin W Macdonald	263,750	Mr Keith DeLacy	5,000
Mr Julian Hercus	281,129	Dr Karl Stoss	-
Mr Michael Issenberg	221,000	Mr Kim Mooney	122,583
Mr Allan Tan	-	Mr Simon McGrath	-
Mr Alexander Tucek	-	Mr Philip Basha	-

# Likely developments

The Trust will continue as owner and lessor of The Reef Hotel Casino complex located in Cairns. The Trust will also consider appropriate opportunities similar to its current investment in The Reef Hotel Casino complex.

# Indemnities and insurance premiums for officers or auditors

### Indemnification

Under the Trust Constitution, Compliance Audit and Risk Committee members are entitled to be indemnified out of the trust fund in respect of liabilities incurred in good faith through acting as a member of the Compliance Audit and Risk Committee in successfully defending proceedings against them. The Responsible Entity is also entitled to be indemnified out of the trust fund in accordance with the Trust Constitution. Since the end of the previous financial year, the Trust has not indemnified or made a relevant agreement for indemnifying against a liability any person who is or has been an officer of the Responsible Entity or an auditor of the Trust.

### Insurance premiums

During the financial year the Trust has paid premiums to insure current and former directors and officers of the Responsible Entity against liabilities arising as a result of work performed in their capacity as directors or officers of the Responsible Entity.

The insurance policy prohibits disclosure of the nature of the liability insured against and the amount of the premium.

### Information on directors

### Ben Macdonald AM

Non-executive Chairman; director since 20 September 1995.

Mr Macdonald was born in Brisbane and educated at Geelong Grammar School Victoria. He joined Macdonald Hamilton & Co Ltd in 1952, retiring in 1985 as joint Managing Director of the company.

Since 1985, he has served as a director of a number of Australian public companies, some of which were Perpetual Trustees Australia Ltd (Chairman), AMP Society (Australia board), CSR Limited, Placer Pacific Ltd, Allgas Energy Ltd, Bank of Queensland Ltd (Deputy Chairman), Casinos Austria International Limited (Chairman), Queensland Cotton Holdings Ltd (Chairman) and FKP Ltd (Chairman). He was a founding director and deputy Chairman of Brisbane's first FM radio station (Four Triple M Ltd).

He served as the Honorary Consul for Uruguay in Queensland and served on the Committee of the Royal Automobile Club of Queensland and the Salvation Army (Brisbane Division).

For service to business and commerce through executive roles with a range of investment, banking and agricultural organisations, and to the community as a supporter of charitable and sporting bodies. Ben has been awarded an AM.

His current directorships include AP Eagers Ltd (Chairman).

# Keith DeLacy AM

Independent non-executive director; director since 1 December 1999.

Mr DeLacy is the Chairman of the Compliance, Audit and Risk Committee.

He is currently President of the Queensland Division of the Australian Institute of Company Directors (AICD), and is also on the AICD National Board.

He was born in Cairns and still lives there with his family. He was the State Member for Cairns for fifteen years and Treasurer of Queensland from 1989 to 1996.

Keith is Chairman of Hynes Lawyers. He is a director of Queensland Energy Resources (QER). He retired as Chairman of Macarthur Coal in October 2011 when it was taken over by Peabody Resources.

Over the years he has been Chairman of Australia's largest cotton producer Cubbie Group, COFCO Australia, Queensland Sugar (QSL) and the Global Sugar Alliance, Ergon Energy and the Trinity Group, as well as a range of not-for profits.

For services to the community Keith has been awarded an AM, the Centenary Medal, honorary doctorates from both James Cook University (HonDLitt) and Central Queensland University (DUniv), and the Gatton Gold medal from the University of Queensland.

### Julian Hercus

Independent non-executive director: director since 31 October 2000.

Mr Hercus is a member of the Compliance, Audit and Risk Committee.

He is a consultant in aviation, marketing and tourism. He also has interests in several private and public companies.

He worked at Qantas Airways for 28 years and was Deputy Chief Executive Commercial for the four years prior to his retirement.

Julian holds a Bachelor of Science Degree from the University of NSW and has attended the Advanced Management Program at Harvard University. He is a Fellow of the Australian Institute of Company Directors.

### Dr Karl Stoss

# Non-executive director; director since 8 February 2012

Dr Stoss is CEO of Casinos Austria AG, Casinos Austria International and Osterreichische Lotterien GmbH.

Studying business administration and graduating from University of Innsbruck, he then worked in various roles within the insurance and banking sector. Dr Stoss was appointed Deputy Chairman and Deputy Director General of Osterreichische Postsparkasse savings bank before becoming a director of the Managing Board of Raiffeisen Zentralbank Osterreich AG from 2001, and then on to the Managing Board of Generali Holding Vienna AG becoming Chairman in early 2005.

Dr Stoss was re-elected as the President of the Austrian Olympic Committee in November 2012.

### Michael Issenberg

# Non-executive director; director since 21 January 2002.

Mr Issenberg is Chairman and Chief Operating Officer of Accor Asia Pacific and has been with Accor for more than 18 years. He has responsibility and oversight for Accor's full range of business interests in the Asia Pacific region and is also a member of the Global Management Committee.

Prior to joining Accor Asia Pacific, Mr Issenberg spent five years as Chief Executive Officer, Hotels for Mirvac Limited. This was following a successful career at Westin Hotels and Resorts, Laventhol & Horwath and Horwath & Horwath Services Pty Limited in San Francisco and Sydney. He came to Accor with an impressive background in the hotel industry.

In addition to Reef Casino Trust, Mr Issenberg is also a director of The A-HTRUST (Ascendas Hospitality Trust) listed on the Singapore Stock Exchange.

Mr. Issenberg, holds a degree in hotel administration from Cornell University, USA and is a Lifetime Member of the Cornell Hotel Society. Mr. Issenberg is also a Lifetime Member of Tourism and Transport Forum in Australia.

### Kim Mooney

### Non-executive director; director since 21 January 2002.

Mr Mooney a member of the Compliance. Audit and Risk Committee.

He is the Chief Financial Officer for Accor Asia Pacific and is responsible for over 200 hotels and a range of ancillary tourism services and operations.

He joined Accor in 1993 from Resort Hotels Management as the General Manager of Finance for Australia, New Zealand, South Pacific and Japan. Prior to this he held positions in Arts Administration in Europe, England and Australia.

In February 2003, he was appointed Chief Financial Officer – Asia Pacific, which is the position he currently holds. He is based in Singapore but works from Sydney and Singapore offices.

Mr Mooney is a Certified Practising Accountant, holding qualifications in Business, Hospitality and Arts Administration. He is a director of all Accor Asia Pacific entities and previously served as a director of The Music Board of the Australia Council.

#### Allan Tan

Executive director: director since 28 March 2006.

# Alternate for Mr Macdonald; alternate director since 10 July 1997.

Mr Tan is the CEO of The Reef Hotel Casino and Executive Director of Casinos Austria International — Australia, Asia Pacific. He joined Casinos Austria in 1995 as Chief Financial Officer and Company Secretary for Casinos Austria International Limited. Since this time, he has held several positions within the group, including Chief Financial Officer and Company Secretary for Reef Casino Trust and Regional Manager (Australia, Asia Pacific) for Casinos Austria Group.

He holds an honours degree in Commerce (Accounting) and is a member of the English & Welsh Institute of Chartered Accountants and a member of Chartered Secretaries Australia.

Mr Tan also holds a number of executive directorships within the Casinos Austria Group.

### Simon McGrath

# Non-executive director; director since 23 August 2011.

Mr McGrath is currently the Chief Operating Officer of Pacific Accor. In December 2006 Simon McGrath was appointed to the position of Vice President Australia responsible for all Accor's Australian hotels.

Simon joined Accor in 2005 as General Manager, Sofitel Reef Casino Cairns and was later appointed Regional General Manager, overseeing all hotel operations in Northern Australia and Western Australia in addition to his role at the Sofitel.

Simon's career has allowed him to work in Thailand, Malaysia, Hamilton Island, Ayers Rock, Gold Coast, Cairns and Sydney. Resorts feature as a key element of Simon's background; having worked at Ayers Rock Resort and Hamilton Island Resort in Executive roles.

Simon currently sits on a number of Boards including Sydney Convention and Exhibition Centre (SCEC) and Tourism and Transport Forum (TTF). Simon is a Director of AAPC and AVC.

### Alexander Tucek

# Alternate for Dr Stoss; alternate director since 8 February 2012

Alexander Tucek joined Casinos Austria AG in 1971 and moved to Casinos Austria International in 1978, where he initially served as Casino Manager in a number of land based and shipboard casinos around the globe. Following an extensive international career, he returned to Head Office and was appointed Senior Vice President Human Resources in 2002.

In July 2005, he transferred to the USA as Managing Director of Casinos Austria Maritime and Regional Director for The Americas, where he was responsible for all Casinos Austria International Casinos in the region, including the flagship Great Blue Heron Charity Casino near Toronto, Ontario.

In 2011, his career path took him back to Vienna as Executive Vice President Operations of Casinos Austria International. In this position, he manages the Casinos Austria Group's extensive international activities, including its existing operations and development projects in Canada, Argentina, Australia, Chile, Denmark, Egypt, Switzerland, Belgium, Germany and the UK.

### Philip Basha

Alternate for Mr Issenberg and Mr Mooney; alternate director since 23 August 2011.

Mr Basha is currently an alternate member of the Compliance, Audit and Risk Committee.

He joined the Accor finance team in 2003 and is currently the Director of Finance Australia — Corporate. He commenced his accounting career at KPMG in 1999 and spent five years as an auditor in its Consumer and Industrial Markets group. He holds a Bachelor of Economics (Accounting) from Macquarie University and is a member of the Australian Institute of Chartered Accountants.

## Units on issue

Units on issue and movements in issued units are detailed in note 16 to the financial statements.

### Assets

The Trust had total assets of \$111,007,000 as at 31 December 2012 (2011: \$112,116,000). The basis of valuation of the Trust's assets is disclosed in note 3 to the financial statements

# Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

The lead auditor's independence declaration is set out on page 45 and forms part of the directors' report for the year ended 31 December 2012.

# **Rounding off**

The Trust is of a kind referred to in ASIC Class Order 98/100 dated 10 July 1998 and in accordance with that Class Order, amounts in the financial report have been rounded off to the nearest thousand dollars, unless otherwise stated.

Signed in accordance with a resolution of the directors of Reef Corporate Services Limited.

Ben Macdonald

Director

Keith DeLacy Director

latte Sury

Brisbane 12 February 2013

# STATEMENT OF FINANCIAL POSITION

as at 31 December 2012

ASSETS	Note	Dec 2012 \$'000	Dec 2011 \$'000
Cash and cash equivalents	19	3,650	4,490
Receivables	10	2,336	1,811
TOTAL CURRENT ASSETS		5,986	6,301
Receivables	10	750	750
Property, plant and equipment	11	104,148	104,949
Intangible assets	12	123	116
TOTAL NON-CURRENT ASSETS		105,021	105,815
TOTAL ASSETS		111,007	112,116
LIABILITIES			
Payables	13	4,488	4,987
TOTAL CURRENT LIABILITIES		4,488	4,987
Loans and borrowings	14	8,750	10,250
Deferred income	15	66	74
Issued units – liability portion	16	85,051	85,051
TOTAL NON-CURRENT LIABILITIES		93,867	95,375
TOTAL LIABILITIES		98,355	100,362
EQUITY			
Issued units – equity portion	16	85,051	85,051
Distribution account	17	2,496	1,958
Undistributed income		6,948	6,588
Accumulated losses		(81,843)	(81,843)
TOTAL EQUITY		12,652	11,754
TOTAL EQUITY AND LIABILITIES		111,007	112,116
MEMORANDUM NOTE – ISSUED UNITS			
Issued units – liability portion		85,051	85,051
Issued units – equity portion		85,051	85,051
		170,102	170,102

The statement of financial position is to be read in conjunction with the accompanying notes.

# STATEMENT OF COMPREHENSIVE INCOME

for the year ended 31 December 2012

	Note	Dec 2012 \$'000	Dec 2011 \$'000
REVENUE AND OTHER INCOME Bevenue	6	21,297	22,012
Other income	7	21,29 <i>1</i> 8	14
TOTAL REVENUE AND OTHER INCOME		21,305	22,026
EXPENSES			
Depreciation and amortisation	8	4,454	4,439
Property outgoings		1,100	1,104
Rates and taxes		690	686
Responsible Entity fees		976 896	1,045 867
Repairs and maintenance Insurance		551	318
Project development costs		188	350
Other expenses		841	715
TOTAL EXPENSES		9,696	9,524
RESULTS FROM OPERATING ACTIVITIES		11,609	12,502
Finance costs attributable to unitholders Interest expense on financial liabilities measured at		5,409	5,819
amortised cost		791	864
TOTAL FINANCE COSTS	9	6,200	6,683
PROFIT FOR THE YEAR		5,409	5,819
OTHER COMPREHENSIVE INCOME FOR THE PERIOD		-	-
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		5,409	5,819
Basic and diluted earnings per unit (cents)	23	21.7	23.4

The statement of comprehensive income is to be read in conjunction with the accompanying notes.

# STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2012

	Issued Distribution I	Undistributed income	Accumulated losses	Total	
	\$'000	\$'000	\$'000	\$'000	\$'000
1 JANUARY 2011	85,051	3,276	4,911	(81,843)	11,395
Total comprehensive income for					
the period	-	-	-	5,819	5,819
Transfer to distribution account	-	5,819	-	(5,819)	-
Transfer to undistributed income acccount		/1 (77)	1 077		
income	-	(1,677)		-	/E /(EO)
Distributions paid		(5,460)			(5,460)
31 DECEMBER 2011	85,051	1,958	6,588	(81,843)	11,754
1 JANUARY 2012	85,051	1,958	6,588	(81,843)	11,754
Total comprehensive income for					
the period	-	-	-	5,409	5,409
Transfer to distribution account	-	5,409	-	(5,409)	-
Transfer to undistributed income account	-	(360)	360	-	-
Distributions paid	-	(4,511)	-	-	(4,511)
31 DECEMBER 2012	85,051	2,496	6,948	(81,843)	12,652

The statement of changes in equity is to be read in conjunction with the accompanying notes.

# STATEMENT OF CASH FLOWS

for the year ended 31 December 2012

	Nece	Dec 2012	Dec 2011
CASH FLOWS FROM OPERATING ACTIVITIES	Note	\$'000	\$'000
Cash receipts in the course of operations		22,687	23.218
Cash payments in the course of operations		(7,666)	(6,875)
Interest received		152	163
Interest and other finance costs paid		(791)	(936)
NET CASH FROM OPERATING ACTIVITIES	19(b)	14,382	15,570
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for property, plant and equipment		(3,737)	(3,271)
Costs of disposal of property, plant and equipment		(25)	11
NET CASH FROM INVESTING ACTIVITIES		(3,762)	(3,260)
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of borrowings		(1,500)	(2,500)
Distributions paid (equity portion and liability portion)		(9,960)	(9,960)
NET CASH FROM FINANCING ACTIVITIES		(11,460)	(12,460)
Net increase/(decrease) in cash held		(840)	(150)
Cash and cash equivalents at 1 January		4,490	4,640
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	19(a)	3,650	4,490

The statement of cash flows is to be read in conjunction with the accompanying notes.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2012

# 1. The Trust

Reef Casino Trust (the Trust) was established by a Trust Constitution dated 2 July 1993 as amended by supplemental deeds dated 30 November 1993, 19 September 1999, 31 May 2000, 8 August 2001, 14 April 2004 and 29 June 2005. The Trust is a registered managed investment scheme under the Corporations Act 2001. Reef Corporate Services Limited, a company domiciled in Australia, is the Responsible Entity of the Trust. The Trust is the owner and lessor of The Reef Hotel Casino complex in Cairns, North Queensland, Australia.

# 2. Basis of preparation

## (a) Statement of compliance

The financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards (AASBs) adopted by the Australian Accounting Standards Board (AASB) and the Corporations Act 2001. The financial report of the Trust complies with International Financial Reporting Standards (IFRSs) adopted by the International Accounting Standards Board (IASB).

The financial statements were approved by the board of directors of the Responsible Entity on 12 February 2013.

# (b) Basis of measurement

The financial report is prepared on the historical cost basis.

# (c) Functional and presentation currency

The financial report is presented in Australian dollars, which is the Trust's functional currency.

The Trust is of a kind referred to in ASIC Class Order 98/100 dated 10 July 1998 and in accordance with that Class Order, all financial information presented in Australian dollars has been rounded to the nearest thousand unless otherwise stated.

### (d) Use of estimates and judgements

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

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

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in note 11 – property, plant and equipment (lease classification).

# 3. Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

## (a) Financial instruments

### (i) Non-derivative financial assets

The Trust initially recognises trade and other receivables and cash and cash equivalents on the date that they are originated.

The Trust derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are

### (a) Financial instruments (continued)

(i) Non-derivative financial assets (continued) transferred. Any interest in transferred financial assets that is created or retained by the Trust is recognised as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Trust has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

### Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses.

Loans and receivables comprise cash and cash equivalents and, trade and other receivables.

# Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with original maturities of three months or less from the acquisition date that are subject to an insignificant risk of changes in their fair value, and are used by the Trust in the management of its short term commitments.

# (ii) Non-derivative financial liabilities

The Trust initially recognises debt securities issued on the date that they are originated. All other financial liabilities are recognised initially on the trade date at which the Trust becomes a party to the contractual provisions of the instrument. The Trust derecognises a financial liability when its contractual obligations are discharged or cancelled or expire.

The Trust has the following non-derivative financial liabilities: loans and borrowings, bank overdrafts, and trade and other payables. Bank overdrafts form an integral part of the Trust's cash management and are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

Such financial liabilities are recognised at fair value plus any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortised cost using the effective interest rate method.

(iii) Compound financial instruments – issued units

Compound financial instruments issued by the Trust comprise issued units.

The Trust Constitution contains a contractual obligation to distribute at least 50% of Trust income for any income period. The issued units have therefore been classified as a compound financial instrument containing both a liability and an equity component. The liability component is measured at amortised cost using the effective interest method. As the fair value of future distributions cannot be ascertained with any certainty, the directors of the Responsible Entity have determined that the liability component comprises 50% of the value of total issued units with the equity component comprising the other 50% in line with the obligation to distribute 50% of Trust income.

The total distribution for an income period is determined in accordance with the Trust Constitution. The portion of the distribution comprising 50% of net income is recognised as a liability and expensed as a financing cost on an accrual basis. The remaining portion of the distribution is debited directly to equity, and recognised as a liability in the period in which it is declared.

## (b) Leased assets

Leases in terms of which the Trust assumes substantially all the risks and rewards of ownership are classified as finance leases. Upon initial recognition the leased asset is measured at an amount equal to the lower of its fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset.

Other leases are operating leases and are not recognised in the Trust's statement of financial position.

# (c) Property, plant and equipment

### (i) Recognition and measurement

Site lease, buildings, integral plant, plant and equipment and work in progress are measured at cost or deemed cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The gain or loss on disposal of an item of property, plant and equipment is determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and is recognised net within other income/other expenses in profit or loss.

# (ii) Subsequent costs

The cost of replacing a component of an item of property, plant and equipment is recognised

in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Trust, and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

### (iii) Depreciation

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed and if a component has a useful life that is different from the remainder of that asset, that component is depreciated separately.

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Trust will obtain ownership by the end of the lease term. The estimated useful lives for the current and comparative periods are as follows:

Site lease
 75 years

• Buildings and integral plant 15 – 73 years

▶ Plant and equipment 3 – 20 years

Depreciation methods, useful lives and residual values are reassessed at each annual reporting date and adjusted if appropriate.

Items of property, plant and equipment are depreciated from the date they are installed and are ready for use, or in respect of internally constructed assets, from the date the asset is completed and ready for use.

### (d) Intangible assets

Items of software that are acquired by the Trust, which have finite useful lives, are measured at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is based on the cost of an asset less its residual value.

# (d) Intangible assets (continued)

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of the items of software from the date that they are available for use. The estimated useful lives for the current and comparative periods are as follows:

• Software 4 years

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

### (e) Impairment

# (i) Non-derivative Financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting to determine whether there is objective evidence that it is impaired. A financial asset is impaired if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset, and that the loss event(s) had an impact on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired include default or delinquency by a debtor, restructuring of an amount due to the Trust on terms that the Trust would not consider otherwise, indications that a debtor will enter bankruptcy, adverse changes in the payment status of borrowers and economic conditions that correlate with defaults.

Financial assets measured at amortised cost

The Trust considers evidence of impairment for financial assets measured at amortised cost (loans and receivables and held-to-maturity investment securities) at a specific asset level. All assets are assessed for specific impairment.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognised in profit or loss and reflected in an allowance account against loans and receivables or held-to-maturity investment securities. Interest on the impaired asset continues to be recognised. When an event occurring after the impairment was recognised causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

### (ii) Non-financial assets

The carrying amounts of the Trust's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In 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 or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs

Impairment losses are recognised if the carrying amount of the asset or its CGU exceeds the recoverable amount. Impairment losses are recognised in profit and loss. Impairment losses recognised in respect of CGUs are allocated to reduce the carrying amount on a pro rata basis.

## (f) Provisions

A provision is recognised if, as a result of a past event, the Trust has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. 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 the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

# (g) Revenue

Rent revenue is brought to account when earned and, if not received at reporting date, is reflected in the statement of financial position as a receivable. Rent is determined in accordance with the lease agreements relating to The Reef Hotel Casino and is made up of two components; a base rent and a contingent rental component. The base rental component is recognised on a straight-line basis over the lease term and indexed on a yearly basis. The contingent rental component is based on the performance of the lessee and is recognised when contractually due.

### (h) Government grants

Government grants are recognised initially as deferred income when there is reasonable assurance that they will be received and that the Trust will comply with the conditions associated with the grant. Grants that compensate the Trust for expenses incurred are recognised in profit or loss on a systematic basis in the same periods in which the expenses are recognised. Grants that compensate the Trust for the cost of an asset are recognised in profit or loss as other income on a systematic basis over the useful life of the asset

### (i) Finance income and finance costs

Finance income comprises interest income on funds invested. Interest income is recognised as it accrues in profit or loss.

Finance costs comprise interest expense on borrowings calculated using the effective interest method, and the portion of distributions comprising 50% of net income (note 3(a)(iii)).

# (j) Responsible Entity's fee

Under the Trust Constitution, the Responsible Entity is entitled to a fee amounting to:

- Half yearly fees calculated as 0.375% of the value of net assets of the Trust (as defined in the Trust Constitution) as at the last day of the half year period just completed, paid quarterly, plus
- (ii) Half yearly fees calculated as the greater of \$37,500 and a fee calculated on a sliding scale by reference to the value of gross assets (as defined in the Trust Constitution), payable within two months of the end of each half yearly period.

The Responsible Entity is also entitled to reimbursement of Trust expenses incurred on behalf of the Trust.

#### (k) Income tax

Under current income tax legislation, the Trust is not subject to income tax, provided that the taxable income, including any taxable capital gains, is fully distributed to unitholders each year. Tax allowances for building and plant and equipment depreciation are distributed in the form of tax deferred amounts

### (I) Goods and services tax

Revenue, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO). In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Invoiced receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the balance sheet

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

## (m) Earnings per unit

The Trust presents basic and diluted earnings per unit data for its issued units. Basic earnings per unit is calculated by dividing the profit or loss attributable to unitholders of the Trust by the weighted average number of the equity component of issued units outstanding during the period. Diluted earnings per unit is determined by adjusting the profit or loss attributable to unitholders and the weighted average number of the equity component of issued units outstanding for the effects of any dilutive potential units.

### (n) Segment reporting

An operating segment is a component of the Trust that engages in business activities from which it may earn revenues and incur expenses. The Trust determines and presents operating segments based on the information that internally is provided to the board.

# (o) New standards and interpretations not yet adopted

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 January 2013, and have not been applied in preparing these financial statements. None of these is expected to have a significant effect on the financial statements of the Trust.

### 4. Determination of fair values

A number of the Trust's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

# (a) Property, plant and equipment, site lease and licences

The Trust Constitution requires the Trust to obtain independent valuations of the complex at least once during every 3 years. The valuation is used for disclosure purposes, and also assists the Trust in determining whether there is any impairment of the cash generating unit (note 3(e)(ii)).

The valuation is based on the price at which a property might reasonably be expected to be sold at the date of valuation, assuming:

# 4. Determination of fair values (continued)

# (a) Property, plant and equipment, site lease and licences (continued)

- (i) a willing, but not anxious, buyer and seller; and
- (ii) a reasonable period in which to negotiate the sale, having regard to the nature and situation of the property and the state of the market for property of the same kind; and
- (iii) that the property was reasonably exposed to that market; and
- (iv) that, except in relation to the Casino Licence, no account is taken of the value or other advantage or benefit, additional to market value, to the buyer incidental to ownership of property being valued; and
- (v) that the Trust has sufficient resources to allow a reasonable period for the exposure of the property for sale; and
- (vi) that the Trust has sufficient resources to negotiate an agreement for the sale of the property; and; only takes into account instructions given by Reef Corporate Services Limited.

### (b) Current receivables

Due to the short-term nature of the Trust's current receivables, their carrying value is assumed to approximate their fair value.

### (c) Non-current receivables

The fair value of the Trust's non-current receivables is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. This fair value is determined for disclosure purposes.

## (d) Current payables

Due to the short-term nature of the Trust's current payables, their carrying value is assumed to approximate their fair value.

# (e) Loans and borrowings

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

# 5. Financial risk management

The Trust has exposure to the following risks from its use of financial instruments: credit risk, liquidity risk, and market risk.

This note presents information about the Trust's exposure to each of the above risks, its objectives, policies and processes for measuring and managing risk, and its management of capital. Further quantitative disclosures are included throughout these financial statements

### Risk management framework

The board has overall responsibility for the establishment and oversight of the risk management framework. The board has established a Compliance, Audit and Risk Committee, with responsibilities including the review of risk management policies and reports. The committee reports regularly to the board on its activities.

# 5. Financial risk management (continued)

#### Credit risk

Credit risk is the risk of financial loss to the Trust if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Trust's receivables from customers. There is a significant concentration of credit risk in so far as the Trust receives rental income from one complex, The Reef Hotel Casino.

### Liquidity risk

Liquidity risk is the risk that the Trust will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Trust's approach to managing liquidity is to use cash flow management and forecasts to ensure there is enough cash to meet liabilities when due. In addition to maintaining sufficient liquid assets to meet short-term payments, at balance date, the Trust has \$7.75 million (2011: \$6.25 million) of unused loan facilities available for its immediate use as well as an overdraft facility of \$2 million (2011: \$2 million).

### Market risk

Market risk is the risk that changes in market prices, such as interest rates will affect the Trust's income. The Trust manages interest rate exposure by having a balance of fixed interest debt to variable interest debt with some flexibility to adjust the ratio, and investing excess cash at variable interest rates.

# Capital management

The Trust policy is to maintain the current level of issued units (\$170,102,000; 2011: \$170,102,000) plus an interest only loan facility (\$16,500,000; 2011: \$16,500,000). Should new funding be required for enhancement or for investment in new opportunities the Trust will consider an appropriate balance of new equity

and/or debt funding. Should surplus funds arise, some repayment of debt will also be considered.

The board sets the level of distributions to unitholders taking into account the requirements of the Trust Constitution which require that the Trust must distribute at least 50% of net distributable income for each half yearly period commencing either on the first day of January or July. It is the board's current policy to distribute all of the Trust's distributable income.

	Dec 2012 \$'000	Dec 2011 \$'000
6. Revenue		
Rental		
Base rent Contingent rent	1,011 20,078	987 20,821
- Contingent ront	21,089	21,808
Interest received and receivable from	21,003	21,000
Other persons	76	73
Related parties	76	79
	152	152
Other revenue		F0
Sundry	56	52
	21,297	22,012
Net gain on disposal of plant and equipment Government grants	- 8 8	6 8 14
8. Expenses		
Net profit includes the following specific expenses:  Depreciation		
Building Plant and equipment	1,449 2,249	1,440 2,244
	3,698	3,684
Amortisation		
Computer software Site lease	49 707	48 707
	756	755
	4,454	4,439
Not have an discount of about and a minutes		4,439
Net loss on disposal of plant and equipment	32	-

	Dec 2012 \$'000	Dec 2011 \$'000
9. Finance income and expense		
Recognised in profit or loss Interest income on bank deposits Interest income on loans and receivables	76 76	73 79
FINANCE INCOME	152	152
Interest expense on financial liabilities measured at amortised cost Finance costs attributable to unitholders	(791) (5,409)	(864) (5,819)
FINANCE EXPENSE	(6,200)	(6,683)
NET FINANCE INCOME AND EXPENSE	(6,048)	(6,531)
The above financial income and expense include the following in respect of a fair value through profit or loss:  Total interest income on financial assets	assets (liabiliti <b>152</b>	es) not at
Total interest expense on financial liabilities	(6,200)	(6,683)
10. Receivables CURRENT		
Rent receivable from lessee	2,283	1,764
Other debtors	53	47
	2,336	1,811
NON-CURRENT		
Loans to lessee, bearing an interest rate of 9.83% (2011: 10.39%)	750	750

Si	ite Lease \$'000	Building & Integral Plant \$'000	Plant & Equipment \$'000	Work In Progress \$'000	Total \$'000
and equipment					
AT 1 JANUARY 2011 At cost or deemed cost Accumulated	53,000	69,301	55,813	-	178,114
depreciation/amortisation	(12,042)	(11,692)	(48,347)	-	(72,081)
Net carrying amount	40,958	57,609	7,466	-	106,033
YEAR ENDED 31 DECEMBER 20 Opening net carrying amount Additions Disposals Depreciation/amortisation charge	40,958	57,609 - - (1,440)	7,466 2,864 (6) (2,244)	- 449 - -	106,033 3,313 (6) (4,391)
Closing net carrying amount	40,251	56,169	8,080	449	104,949
AT 31 DECEMBER 2011 At cost or deemed cost Accumulated depreciation/amortisation	53,000 (12,749)	69,262 (13,093)	57,126 (49,046)	449	179,837 (74,888)
Net carrying amount	40,251	56,169	8,080	449	104,949
YEAR ENDED 31 DECEMBER 20 Opening net carrying amount Additions Disposals Transfers from WIP Depreciation/amortisation charge	40,251 - -	56,169 768 - - (1,449)	8,080 461 (7) 2,618 (2,249)	449 2,382 - (2,618)	104,949 3,611 (7) - (4,405)
Closing net carrying amount	39,544	55,488	8,903	213	104,148
AT 31 DECEMBER 2012 At cost or deemed cost Accumulated	53,000	70,030	59,047	213	182,290
depreciation/amortisation	(13,456)	(14,542)	(50,144)	-	(78,142)
Net carrying amount	39,544	55,488	8,903	213	104,148

# 11. Property, plant and equipment (continued)

An independent valuation of the Trust's interest in The Reef Hotel Casino Complex was carried out by Jones Lang LaSalle Hotels as at 31 December 2011. The complex was valued at \$125 million. The Trust's interest in the complex, which is considered to be a cash generating unit, comprises the building, site lease, casino licence and plant and equipment. The casino licence has an amortised cost of nil (2011: nil).

The Trust paid \$53 million to the Queensland Government by way of a lump sum prepayment of the rental payable for the term of the lease (75 years) for the site on which The Reef Hotel Casino complex is situated. Even though the lease is not eligible for conversion to freehold tenure, the Trust determined that the site lease is a finance lease. At 31 December 2012, the remaining term of the site lease was 56 years. The conditions of the lease are set out in the Cairns Casino Agreement which forms part of the Cairns Casino Agreement Act 1993. Negotiations for a further lease can take place during the last 10 years. The lease cannot be assigned or sublet without consent of the Minister. The site is required to be used for commercial purposes only.

	Dec	Dec
	2012	2011
	\$'000	\$'000
Capital expenditure commitments		
Contracted but not provided for and payable:		
Not longer than one year	1,520	2,144

### Operating leases as lessor

The Trust leases out The Reef Hotel Casino under an operating lease. The future minimum lease payments under non-cancellable leases are as follows:

Less than one year Between one and five years	1,033 2,152	1,011 3,116
More than five years	-	-
	3,185	4,127

The casino, hotel and ancillary facilities lease agreements with the lessee have a twenty year term, expiring 24 January 2016. Base rent is set out in the lease (and is indexed annually) and additional rent is based on financial performance. An option exists to renew the leases at the end of the existing term until 26 October 2029. Further extensions from year to year are subject to certain ownership conditions being met. The future minimum lease payments shown do not include rentals which are contingent on revenue of the operator, and do not include recovery of outgoings.

	Dec 2012 \$'000	Dec 2011 \$'000
12. Intangible assets		
COMPUTER SOFTWARE		
AT 1 JANUARY At cost Accumulated amortisation	638 (522)	583 (475)
Net carrying amount	116	108
YEAR ENDED 31 DECEMBER Opening net carrying amount Additions Amortisation charge Closing net carrying amount	116 56 (49)	108 56 (48) 116
AT 31 DECEMBER At cost Accumulated amortisation	694 (571)	638 (522)
Net carrying amount	123	116
13. Payables CURRENT		
Trade creditors and accruals – unsecured Accrued distributions (note 17)	1,008 3,480	1,467 3,520
	4,488	4,987

# 14. Loans and borrowings

This note provides information about the contractual terms of the Trust's loans and borrowings, which are measured at amortised cost. For more information about the Trust's exposure to interest rate and liquidity risk, see note 24.

	Nominal Interest rate	Year of maturity	Dec 2012 \$'000	Dec 2011 \$'000
NON-CURRENT				
Bank Loan - BOQ Limited	7.51%	2015	8,750	10,250

The nominal interest rate for 2011 was 7.99%.

The bank loans are secured by a registered first mortgage over the Special Lease (a Crown lease for a term of 75 years under which the Trust occupies the site on which the complex is built) and a first ranking fixed and floating equitable charge over the whole of the assets and undertakings of the Trust.

Interest is payable at a fixed margin over Bank of Queensland's cost of funds for \$3,250,020 (2011: \$2,000,000) and at fixed rates of 8.22%, 8.43% over \$2,750,020 each (2011 at 8.05%, 8.22%, 8.43% over \$2,750,000).

15. Deferred income	Dec 2012 \$'000	Dec 2011 \$'000
Government grant	66	74
16. Issued units		
49,801,036 (December 2011: 49,801,036) units Issued units — equity portion Issued units — liability portion	85,051 85,051	85,051 85,051
	170,102	170,102

The number of issued units includes 740,000 (December 2011: 740,000) restricted founder units.

Founder units can only be transferred with consent of the founders and the Governor of Queensland and by making a binding covenant to be bound by the Foundation Agreement. Founder units can not be encumbered

### 17. Distributions

### Distributable income

The Trust Constitution requires calculation of distributable income for each half yearly period commencing either on the first day of January or July and the amount transferred to a distribution account on the last day of such period. As the Trust must distribute at least 50% of net income for the period, this 50% is classified as a liability, and transferred from the distribution account to accrued liabilities on the statement of financial position (note 13).

The proposed distribution for the six months ended 31 December 2012 was declared on 12 February 2013, and accounted for as follows:

	Dec 2012 \$'000	Dec 2012 \$'000
DISTRIBUTION ACCOUNT (refer to statement of changes in equity) Balance relating to issued units – equity portion ACCRUED DISTRIBUTION (payables – note 13)	2,496	1,958
Balance relating to issued units – liability portion	3,480	3,520
TOTAL OF DISTRIBUTION ACCOUNTS	5,976	5,478

	Dec 2012		Dec 2011	
	Total \$'000	Cents per unit	Total \$'000	Cents per unit
Distributions paid and payable		•		-
Half year ended 30 June paid September	4,482	9.00	4,482	9.00
Half year ended 31 December paid/payable March	5,976	12.00	5,478	11.00
	10,458	21.00	9,960	20.00

# 18. Segment information

The results and financial position of the Trust's single operating segment are prepared for the board on a basis consistent with Australian Accounting Standards and thus no additional disclosures in relation to the revenues, profit or loss, assets and liabilities and other material items have been made. Entity-wide disclosures are detailed below:

	Dec 2012 \$'000	Dec 2011 \$'000
RENTAL INCOME Casino operations Hotel and other non casino operations	18,336 2,753	19,145 2,663
	21,089	21,808

Rental income is received from the lessee of the complex, Casinos Austria International (Cairns) Pty Ltd, which is the Trust's only customer. All revenue received and non-current assets held are located in one geographical area – Australia.

	Dec 2012 \$'000	Dec 2012 \$'000
19. (a) Cash and cash equivalents		
Cash (held in interest bearing accounts, at call)	3,650	4,490
19. (b) Reconciliation of cash flows from operating activities PROFIT FOR THE YEAR ADJUSTMENTS FOR: Loss/(profit) on sale of property, plant and equipment Finance costs attributable to unitholders Depreciation and amortisation	5,409 32 5,409 4,454	5,819 (6) 5,819 4,439
NET CASH FROM OPERATING ACTIVITIES BEFORE CHANGES IN WORKING CAPITAL	15,304	16,071
Changes in operating assets and liabilities (Increase)/decrease in receivables and other assets (Increase)/decrease in payables Increase/(decrease) in deferred income	(526) (388) (8)	(742) 249 (8)
NET CASH FROM OPERATING ACTIVITIES	14,382	15,570

### 20. Related party information

### The Responsible Entity

The Responsible Entity of Reef Casino Trust is Reef Corporate Services Limited (ABN 66 057 599 621) which is jointly controlled by Casinos Austria International Limited and Accor Casino Investments (Australia) Pty Ltd.

### Key Management Personnel

,g	Short-term Salary & Fees	Post-employment Superannuation Benefits	Total
2012	\$	\$	\$
Non-executive directors			
Benjamin Macdonald (Chairman)	82,500	-	82,500
Keith DeLacy	54,000	4,860	58,860
Julian Hercus	52,000	4,680	56,680
Karl Stoss (appointed 08/02/2012)	-	-	-
Michael Issenberg	-	-	-
Kim Mooney	-	-	-
Simon McGrath	-	-	-
Alexander Tucek (appointed 08/02/2012)	-	-	-
Philip Basha	-	-	-
Executive director			
Allan Tan (Chief Executive Officer - Operator)	86,112	-	86,112
Executive			
Alison Galligan (Company Secretary)	87,343	-	87,343
Total	361,955	9,540	371,495

### 20. Related party information (continued)

Key Management Personnel (continued)

	Short-term Salary	Superannuation	Total
2014	& Fees	Benefits	Total
2011 Non-executive directors	\$	•	\$
	75.000		75.000
Benjamin Macdonald (Chairman)	75,000	-	75,000
Keith DeLacy	50,000	4,500	54,500
Julian Hercus	48,000	4,320	52,320
Paul Herzfeld (resigned 06/06/2011)	-	-	-
Michael Issenberg	-	-	-
Kim Mooney	-	-	-
Louise Daley (resigned 23/08/2011)	-	-	-
Simon McGrath	-	-	-
Josef Leutgeb (resigned 06/06/2011)	-	-	-
Philip Basha (appointed 23/08/2011)	-	-	-
Executive director			
Allan Tan (Chief Executive Officer - Operator	62,680	-	62,680
Executive			
Alison Galligan (Company Secretary)	88,510	-	88,510
Total	324,190	8,820	333,010

Only directors who are not full time executives of Casinos Austria International Limited group or Accor Asia Pacific group receive remuneration from the Trust.

The Trust has no employees and pays no amounts directly to executives. The amounts disclosed above have been reimbursed by the Trust to Casinos Austria International Limited, the employer of executives involved in the management of the Trust. The amount is based on an allocation of the executive's time spent on managing the affairs of the Trust (and includes on costs).

The Responsible Entity determines remuneration levels and ensures they are competitively set to attract and retain appropriately qualified and experienced directors. This is determined by given trends in other public companies in the same industry.

None of the directors of the Responsible Entity has or has had any interest in the promotion of the Trust or in the property acquired for the purposes of the Trust other than the directors of the Responsible Entity who are entitled to receive directors' fees from the Trust, as set out above.

During the financial year the Trust has paid premiums to insure current and former directors and officers of the Responsible Entity against liabilities arising as a result of work performed in their capacity as directors or officers of the Responsible Entity.

The insurance policy prohibits disclosure of the nature of the liability insured against and the amount of the premium.

### 20. Related party information (continued)

Unit holdings of directors of the Responsible Entity

Name	Balance at start of the year	Changes during the year	Balance at end of the year
Including directors who left the board during the y	-	•	•
Benjamin Macdonald	263,750	-	263,750
Keith DeLacy	5,000	-	5,000
Julian Hercus	250,000	31,129	281,129
Karl Stoss (appointed 08/02/2012)	-	-	-
Michael Issenberg	221,000	-	221,000
Kim Mooney	122,583	-	122,583
Allan Tan	-	-	-
Simon McGrath	-	-	-
Alexander Tucek (appointed 08/02/2012)	-	-	-
Philip Basha	-	-	-

### Responsible Entity's remuneration

	Transaction value		Balance outstandi	
	Dec 2012 \$	Dec 2011 \$	Dec 2012 \$	Dec 2011 \$
Fees paid or payable by the Trust to Reef Corporate Services Limited during the year				
Responsible Entity fee Reimbursement of trust expenses	975,778 56,026	1,044,541 46,635	492,595 -	488,302

Details of the basis of the Responsible Entity's fees are set out in note 3 (i).

### Other related parties

- Casinos Austria International Limited and Accor Casino Investments (Australia) Pty Limited iointly control the lessee.
- Reef Casino Investments Pty Ltd (jointly owned by Casinos Austria International Limited and Accor Casino Investments (Australia) Pty Ltd) directly owns 50.2% of Reef Casino Trust.
- Casinos Austria International Holding GmbH (the parent company of Casinos Austria International Limited) is incorporated in Austria and directly owns 11.37% of Reef Casino Trust.
- Casinos Austria International Limited directly owns 5.53% of Reef Casino Trust and Accor Casino Investments (Australia) Pty Ltd directly own 4.86% of Reef Casino Trust.

Each of these entities is considered to be a related party and transactions and balances with these entities are summarised below

### 20. Related party information (continued)

Transac Dec 2012 \$	ction value Dec 2011 \$	Balance o Dec 2012 \$	utstanding Dec 2011 \$
21,089,248	21,807,901	2,276,569	1,757,447
76,124	79,487	6,245	6,618
ee			
2,509,270	2,310,791	180,994	181,661
99,533	130,490	28,695	32,507
7,526,129	7,167,742	4,300,645	2,980,515
		2.282.814	1,764,065
		750,000	750.000
		702.284	702,470
		2,566,922	2,593,898
	21,089,248 76,124 ee 2,509,270 99,533	2012 2011 \$ \$ 21,089,248 21,807,901 76,124 79,487 ee 2,509,270 2,310,791 99,533 130,490	Dec 2012 2011 2012 \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$

All of the above transactions were conducted under normal commercial terms and conditions, and where applicable, in accordance with lease agreements.

### Controlling entity

The ultimate chief parent entity is Reef Casino Investments Pty Ltd which is incorporated in Australia.

### 21. Remuneration of auditors

During the year the following fees were paid or payable for services provided by the auditor of the Trust:

VDMC	Dec 2012 \$ 60.394	Dec 2011 \$
KPMG	CU 201	57,108
Audit of statutory financial reports		
Other assurance services	37,822	19,600
	98,216	76,708

### 22. Contingent liabilities and contingent assets

There were no contingent liabilities or contingent assets at reporting date.

### 23. Earnings per unit

Basic and diluted earnings per unit (cents)	Dec 2012 21.7	<b>Dec 2011</b> 23.4
Weighted average number of units (equity portion) for the year (note 3 (a) and note 16)	24,900,518	24,900,518
Profit for the year	\$'000 5,409	<b>\$'000</b> 5,819

### 24. Financial instruments

#### Credit risk

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position. The Trust's most significant customer, Casinos Austria International (Cairns) Pty Ltd (lessee of The Reef Hotel Casino), accounts for \$3,032,814 of the receivables carrying amount at 31 December 2012 (2011: \$2,514,000). Details of the lease agreement are contained in note 11.

There is no collateral held as security or any other credit enhancements (2011: nil). None of the Trust's receivables are past due and no impairment is required (2011: nil). There are no significant financial assets that have had renegotiated terms that would otherwise, without that renegotiation, have been past due or impaired (2011: nil).

### Liquidity risk

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements.

	Carrying amount \$'000	Contractual cash flows \$'000	Less than 1 year \$'000	1 to 2 years \$'000	2 to 5 years \$'000
31 DECEMBER 2012 NON-DERIVATIVE FINANCIAL LIABILITIES					
Trade creditors and accruals	1,008	(1,008)	(1,008)	-	-
Accrued distribution	3,480	(3,480)	(3,480)	-	-
Bank borrowings	8,750	(10,720)	(657)	(657)	(9,406)
Issued units – liability portion*	85,051	-	-	-	-

### 24. Financial instruments (continued)

24. I manotal motivations	Carrying amount \$'000	Contractual cash flows \$'000	Less than 1 year \$'000	1 to 2 years \$'000	2 to 5 years \$'000
31 DECEMBER 2011 NON-DERIVATIVE FINANCIAL LIABILITIES					
Trade creditors and accruals	1,467	(1,467)	(1,467)	-	-
Accrued distribution	3,520	(3,520)	(3,520)	-	-
Bank borrowings	10,250	(13,525)	(819)	(819)	(11,887)
Issued units – liability portion*	85,051	-	-	-	-

<sup>\*</sup> Future cash flows from the liability portion of issued units are dependent on the future income of the Trust (refer to note 3(a)(iii)). Finance costs attributable to unitholders for the year ended 31 December 2012 totalled \$5,409,000 (2011: \$5,819,000).

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

#### Interest rate risk

At the reporting date the interest rate profile of the Trust's interest-bearing financial instruments was:

	Dec 2012 \$'000	Dec 2011 \$'000
Fixed rate instruments		
Financial liabilities	(5,500)	(8,250)
	(5,500)	(8,250)
Variable rate instruments		
Financial assets	4,400	5,240
Financial liabilities	(3,250)	(2,000)
	1,150	3,240

### Fair value sensitivity analysis for fixed rate instruments

The Trust does not account for the fixed rate borrowings at fair value through profit or loss, therefore a change in interest rates at the reporting date would not affect profit or loss.

### Cash flow sensitivity analysis for variable rate instruments

A change of 100 basis points in interest rates would increase or decrease the Trust's finance income by \$44,000 (2011: \$52,400), finance costs by \$5,000 (2011: \$20,000) and profit for the year by \$20,000 (2011: \$16,000).

### 24. Financial instruments (continued)

### Fair values

The fair values of financial assets and liabilities, together with the carrying amounts shown in the statement of financial position, are as follows:

	31 December 2012		31 December 2012 31 December	
	Carrying amount \$'000	Fair value \$'000	Carrying amount \$'000	Fair value \$'000
Assets carried at amortised cost				
Cash and cash equivalents	3,650	3,650	4,490	4,490
Receivables	3,086	3,086	2,561	2,561
	6,736	6,736	7,051	7,051
Liabilities carried at amortised cost				
Payables	4,488	4,488	4,987	4,987
Loans and borrowings	8,750	9,465	10,250	11,189
Issued units – liability portion*	85,051	58,018	85,051	43,576
	98,289	71,971	100,288	59,752

<sup>\*</sup> Fair value of issued units — liability portion is based on the quoted market price per unit at the reporting date.

Interest rates used for determining fair value

The interest rates used to discount estimated cash flows are as follows:

	2012	2011
Receivables	9.83%	10.39%
Loans and borrowings	6.12%	6.97%

# DIRECTORS' DECLARATION

- 1 In the opinion of the directors of Reef Corporate Services Limited, the Responsible Entity of Reef Casino Trust:
  - (a) the financial statements and notes that are set out in pages 16 to 41, are in accordance with the Corporations Act 2001, including:
    - (i) giving a true and fair view of the Trust's financial position as at 31 December 2012 and of its performance for the financial year ended on that date; and
    - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001;and
  - (b) there are reasonable grounds to believe that the Trust will be able to pay its debts as and when they become due and payable.
- 2 The directors have been given the declarations required by Section 295A of the Corporations Act 2001 from the chief executive officer and chief financial officer for the financial year ended 31 December 2012.
- 3 The directors draw attention to note 2(a) to the financial statements which includes a statement of compliance with International Financial Reporting Standards.

Signed in accordance with a resolution of the directors of Reef Corporate Services Limited:

**Ben Macdonald** 

Director

Brisbane 12 February 2013 **Keith DeLacy** 

late Jary

Director

### INDEPENDENT AUDITOR'S REPORT

to the unitholders of Reef Casino Trust



We have audited the accompanying financial report of Reef Casino Trust (the Trust), which comprises the statement of financial position as at 31 December 2012, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year ended on that date, notes 1 to 24 comprising a summary of significant accounting policies and other explanatory information and the directors' declaration.

### Directors' responsibility for the financial report

The directors of Reef Corporate Services Limited (the Responsible Entity) are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001, and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In note 2, the directors of the Responsible Entity also state, in accordance with Australian Accounting Standard AASB 101 Presentation of Financial Statements, that the financial statements comply 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 of the financial report that gives a true and fair view 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 performed the procedures to assess whether in all material respects the financial report presents fairly, in accordance with the Corporations Act 2001 and Australian Accounting Standards, a true and fair view which is consistent with our understanding of the Trust's financial position and of its performance.

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.

KPMG, an Australian partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

Liability limited by a scheme approved under Professional Standards Legislation.

### INDEPENDENT AUDITOR'S REPORT

to the unitholders of Reef Casino Trust (continued)



### **Auditor's opinion**

In our opinion:

- (a) the financial report of Reef Casino Trust is in accordance with the Corporations Act 2001, including:
  - (i) giving a true and fair view of the Trust's financial position as at 31 December 2012 and of its performance for the year ended on that date; and
  - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001;
- (b) the financial report also complies with International Financial Reporting Standards as disclosed in note 2(a).

### **Report on non-IFRS financial information**

We have audited the non-IFRS financial information disclosed as distributable profit included on pages 1 and 2 of the chairman's review for the year ended 31 December 2012. The directors of the Trust are responsible for the preparation and presentation of the non-IFRS financial information in accordance with the basis of preparation set out on page 2 of the chairman's review and for having regard to the guidelines set out in ASIC Regulatory Guide 230: Disclosing non-IFRS Financial Information. Our responsibility is to express an opinion on the non-IFRS financial information, based on our audit conducted in accordance with auditing standards.

In our opinion, the non-IFRS financial information disclosed as distributable profit included on pages 1 and 2 of the chairman's review for the year ended 31 December 2012, is prepared, in all material respects, in accordance with the basis of preparation set out in page 2 of the chairman's review.

KPMG

Gerry Mier Partner

Cairns 12 February 2013

# LEAD AUDITOR'S INDEPENDENCE DECLARATION

under Section 307c of the Corporations Act 2001 to the directors of Reef Corporate Services Limited



I declare that, to the best of my knowledge and belief, during the year ended 31 December 2012 there have been:

- no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.

KPMG

Gerry Mier

Partner Cairns

12 February 2013

# CORPORATE GOVERNANCE STATEMENT

The directors of Reef Corporate Services Limited, the Responsible Entity of Reef Casino Trust, support the principles of corporate governance developed by the ASX Corporate Governance Council.

The following statement is by reference to the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations with 2010 Amendments and illustrates that the Responsible Entity complies with the majority of the ASX Principles. Where it does not, reasons for the departure are noted in this statement.

The following corporate governance practices were in place throughout the financial year, unless otherwise stated. In this statement, "the board" means the board of directors of the Responsible Entity of the Trust.

This corporate governance statement and other related information is available on the Trust's website www.reefcasino.com.au/trust/corporategovernance.php.

### Principle 1: Lay solid foundations for management and oversight

Reef Corporate Services Limited is jointly owned by Casinos Austria International Limited (CAIL) and Accor Casino Investments (Australia) Pty Ltd (Accor) which are also substantial shareholders in the Trust.

The Responsible Entity's role is provided for in the Trust Constitution. Its role covers the provision of all corporate services in connection with the Trust, including investor relations, government and operator liaison, secretarial and administrative services, maintenance of financial and taxation records and statutory compliance plus overall corporate governance of the Trust, including the protection of unitholders' interests.

The responsibilities of the board and management are set out in the board charter which is available on www.reefcasino.com.au/trust/corporategovernance.php.

The responsibilities reserved for the board are:

- Final approval of the strategic plans of the lessee
- Final approval of the annual budgets including capital expenditure of the Trust and lessee
- Approving and monitoring the progress of major refurbishment programs, acquisitions or divestments
- Approving the issue of securities and establishment of debt facilities
- Approving the appointment of the CEO of the operator, the company secretary and the external auditor (taking guidance from the Compliance, Audit and Risk Committee)
- Monitoring the performance of the CEO and management team of the lessee
- Distribution policy and approval of any distribution payment
- Approving (taking guidance from the Compliance, Audit and Risk Committee) all half yearly and annual financial reports including the directors' report and corporate governance statement and any related announcements to the ASX or communications with unitholders
- Instigation of corporate governance policies including Code of Conduct, continuous disclosure, trading in units
- Approving and monitoring compliance with the Trust internal control system and risk management systems
- Monitoring (taking guidance from the Compliance, Audit and Risk Committee) the Trust's obligations and compliance with relevant regulatory requirements
- Considering the competencies of directors, board succession plans and board evaluations
- Reviewing the remuneration framework for directors

 Reviewing the diversity policy, monitoring performance against diversity objectives and reviewing and reporting on the proportion of men and women employed.

Day to day management of the Trust and matters not specifically referred to have been delegated to the CEO of the lessee but are subject to oversight by the board. The separation of responsibilities between the board and management is clearly understood and respected.

The board continuously reviews the performance of executive management. For the CEO, an annual review is done by the Chairman against agreed performance targets. For the Company Secretary an annual review is done by the CEO against agreed performance targets. The reviews for the year ended 31 December 2011 were conducted as described. The reviews for the year ended 31 December 2012 will be completed following the finalisation of the annual results for the Trust.

### Principle 2: Structure of the board to add value

The board comprises seven non-executive directors (including the Chairman) and one executive director. The names and skills, experience and relevant expertise of the directors in office at the date of this statement, and the period of office of each director, are set out in the directors' report on pages 12 to 15.

The Responsible Entity does not meet ASX Recommendation 2.1: A majority of the board should be independent directors. The constitution of the Responsible Entity reflects its joint ownership by CAIL and Accor and requires directors to be appointed as follows:

 two directors appointed by the unitholders -Mr DeLacy and Mr Hercus, who are considered independent following review of their annual independence declarations against the criteria for independence set out in the board charter; and

- three directors appointed by CAIL Mr Macdonald, Mr Stoss and Mr Tan, who are not considered independent; and
- three directors appointed by Accor Mr Issenberg, Mr Mooney and Mr McGrath, who are not considered independent.

In determining independent status of a director, materiality is assessed on a case-by-case basis and having regard to each director's individual circumstances. No director is a professional adviser, supplier or customer of the Trust or Responsible Entity.

The board composition also reflects the majority ownership of the Trust by CAIL and Accor. With support from CAIL and Accor who between them directly appoint 6 out of 8 directors the board seeks to achieve a mix of skills, experience and diversity that will best compliment the board's effectiveness.

The Responsible Entity's constitution provides that each of the directors shall have regard to the following interests (in descending order of priority):

- the interests of the unitholders of the Trust as a whole;
- the interests of the person who has a right to appoint and remove the director except to the extent those interests conflict with the interests of unitholders as a whole; and
- the interests of the members of the Company except to the extent those interests conflict with either or both of the interests of the unitholders of the Trust as a whole or the appointer.

The board believes that it has an appropriate mix of skills and experience and the current composition does not affect the proper functioning of the board. It is complimented by the Compliance, Audit and Risk Committee which comprises a majority of independent directors.

Each director is able to seek independent professional advice at the Trust's expense, with prior approval of the Chairman.

The Chairman of the board of directors of Reef Corporate Services Limited is appointed by agreement of the directors. Any of the directors may be appointed Chairman. The Responsible Entity does not comply with ASX Recommendation 2.2: The chair should be an independent director. The Chairman, Mr Benjamin Macdonald is appointed as a director by CAIL and therefore is not independent. The board believes that he has the appropriate skills and experience and fulfils the responsibilities of the Chairman as outlined in ASX Recommendation 2.2

The Trust has no Chief Executive Officer, although similar roles are carried out by the Chief Executive Officer of the lessee, Mr Allan Tan. These functions have always remained separate from the functions performed by the Chairman as are set out in the board charter.

A description of the structure of the board including the method of appointment of directors is included in the board charter which is available on www.reefcasino.com.au/trust/corporategovernance.php.

Directors appointed by the unitholders remain in office for a term of 3 years (unless removed earlier) and are then subject to re-election. The directors appointed by the unitholders may be nominated by unitholders holding not less than 5% of the total number of units on issue other than restricted units or by the board of directors. Before a candidate is nominated by the Board consideration is given to the range of skills, experience, expertise and diversity that will best compliment the board's effectiveness. All other directors remain in office until removed by their appointers. All director appointments must be approved by the Minister responsible for the administration of the Casino Control Act 1982 (Queensland).

The Responsible Entity does not comply with ASX

Recommendation 2.4: The board should establish a nomination committee. As the board has limited involvement in the appointment of directors a separate committee is not considered necessary. Instead considering the competencies of directors, board succession plans and board evaluations are performed by the full board as set out in the board charter.

The board continuously reviews its performance. On an annual basis the Chairman leads a formal discussion during a board meeting on the performance of the board, the Compliance, Audit and Risk Committee and individual directors. This was held on 4 December 2012.

Each new director appointed undergoes an induction with the Chairman, and management is available for discussions as required. In addition, management presents to the board regular financial and corporate updates which are relevant to the Trust.

### Principle 3: Promote ethical and responsible decision making

#### Code of Conduct

The board has adopted a Code of Conduct which applies to all employees and directors of the Responsible Entity, the Trust and the lessee. The Code of Conduct is available at www.reefcasino.com.au/trust/ corporategovernance.php. The Code of Conduct includes the practices necessary to maintain confidence in the integrity of the Responsible Entity, the Trust and the lessee and covers conflicts of interest, insider trading. confidentiality, privacy, treatment of others, political contributions and gambling at The Reef Hotel Casino. It also sets out the practices necessary to ensure compliance with legislation relevant to an employee's responsibilities. Employees are encouraged to report any actual or potential breaches of the code to management or the board without fear of retribution in accordance with the lessee's whistleblower policy.

### Diversity

The board has adopted a Diversity Policy which is available at www.reefcasino.com.au/trust/corporategovernance.php. The policy includes requirements for the board to establish measurable objectives for achieving gender diversity and for the board to assess annually both the objectives and progress in achieving them.

The following measurable objectives for achieving gender diversity were approved by the board and were reviewed with the following progress made:

Objective	Progress to date
When considering candidates for nomination to board positions efforts will be made to identify and consider candidates who have a diverse range of attributes, including but not be limited to gender	In progress. No new directors nominated during the financial year
Ongoing diversity training for new staff of lessee	Done
Update lessee's recruitment guidelines to encourage where possible a gender balance on shortlisted candidates	Done

There are currently no women on the board. The Trust has no direct employees. At the end of the financial year women comprise 50% of total employees of the lessee and 43% of the executive leadership team of the lessee.

### **Principle 4: Safeguard integrity in financial reporting**

### Compliance, Audit and Risk Committee

The board has established a Compliance, Audit and Risk Committee which complies with ASX Recommendation 4.2 with the following members during the financial year:

		Meetings Attended*
Mr Keith DeLacy (Chair)	Independent, non-executive director	4
Mr Julian Hercus	Independent, non-executive director	4
Mr Kim Mooney	Non-executive director	-
Mr Philip Basha	Alternate for Mr Mooney	4

<sup>\*4</sup> meetings held during the year

Details of directors' qualifications are set out in the directors' report on pages 12 to 15.

The Committee Charter is available from www. reefcasino.com.au/trust/corporategovernance.php. The responsibilities of the Compliance, Audit and Risk Committee include:

- Exercising a high level of due diligence in relation to the accuracy and completeness of the Trust's half-year and annual financial
- reports and any reports lodged with the ASX, as well as the Company's annual financial report and Australian Financial Services Licence (AFSL) audit requirements
- Reviewing the performance, independence and timing of rotation of the external auditor
- Recommending to the board the selection or replacement of the external auditor

- Monitoring the audit plan, auditor's findings and provision of non-audit services
- Performing the functions of a compliance committee identified in the Corporations Act and Compliance Plan
- Reviewing the risk management plan and policy and keeping the board informed of material business risks
- Reviewing reports from management on the effectiveness of the management of material business risks
- Reviewing the external audit reports and any findings in respect of any breaches or weaknesses in internal controls relating to the compliance plan, Trust bank account, AFSL and any other external audit reports relating to risk management and consider the adequacy of management's planned corrective action
- · Considering the need for internal audit

The external auditors, Company Secretary / Executive Manager Finance, the Chief Executive Officer and other relevant experts attend committee meetings at the invitation of the committee. The committee meets at least twice per year. It is authorised to take such independent professional advice as it considers necessary.

The Committee Charter includes procedures for the selection and appointment of the external auditor and for the rotation of external audit engagement partners. The external auditor KPMG, has a process for rotating audit partners in accordance with the Corporations Act.

### Principle 5: Make timely and balanced disclosure

The board has established a continuous disclosure policy to ensure the Trust complies with legal obligations and ASX Listing Rules and to ensure accountability at a senior level for that compliance. The CEO has primary responsibility for making sure that the Responsible Entity complies with its disclosure obligations for the Trust. The Company Secretary is responsible for communications with the ASX.

A copy of the policy is available from www.reefcasino.com.au/trust/corporategovernance.php.

### Principle 6: Respect the rights of unitholders

The board has established the unitholder communications policy which is available from www.reefcasino.com.au/trust/corporategovernance.php. The policy aims to ensure that the unitholders are informed of all major developments affecting the Trust's state of affairs and to encourage participation at general meetings.

Communication with unitholders occurs by a range of means:

- annual report and half year report available on the website, by email or by mail (on request);
- annual general meeting;
- website:
- through the unit registry (Computershare);
- ASX announcements: and
- other mail outs, eg. distribution statements, notice of meetings.

### Annual general meeting

An Annual General Meeting (AGM) is convened each year, usually in May. The board encourages full participation of unitholders to ensure a high level of accountability.

A representative of the external auditor, KPMG, attends the AGM and is available to answer questions from unitholders concerning the audit. Transcripts of the Chairman's address are released to the ASX upon the commencement of the AGM.

#### Wehsite

The website of the Trust is located at www. reefcasino.com.au/trust/corporategovernance.php. The website enables unitholders to obtain a range of information, and includes links to the unit registry and ASX as well as a copy of this Corporate Governance Statement.

### Principle 7: Recognise and manage risk

The board has adopted a risk management policy for the oversight and management of material business risks. This was reviewed by the board during the year and is available from www. reefcasino.com.au/trust/corporategovernance.php. The board also reviewed the risk management plan which sets out the detailed risk management process which is based on AS/NZS/ISO 31000:2009 Risk Management — Principles and guidelines and which identifies the material business risks. The risk management plan has adopted the following risk categories:

- The Reef Hotel Casino complex
- Compliance risks, including the Australian Financial Services Licence (AFSL)
- Financial reporting risks

The board requires management to maintain risk registers and be responsible for ongoing identification, assessment, monitoring and management of risk and reporting to the board via the Compliance, Audit and Risk Committee on the effective management of the Responsible Entity's and Trust's material business risks by interim and final (coinciding with sign off of the annual financial statements) reports on the effectiveness of the Responsible Entity's management of the material business risks. These reports include summaries of management's monitoring of internal controls and detail any external or Casinos Austria group / Accor Asia Pacific group internal audit report findings.

As a registered managed investment scheme the Trust has a compliance plan which has been lodged with ASIC. The compliance plan sets out measures to ensure compliance with the Trust Constitution, the Corporations Act, the AFSL and other material legislation and contracts. The compliance officers provide a written report to the Compliance, Audit and Risk Committee twice yearly regarding compliance with the plan. The external auditor, KPMG, conducts an annual audit of compliance with the compliance plan.

The board received and reviewed management's report on the effectiveness of the Responsible Entity's management of the material business risks for the year ended 31 December 2012.

The board received the written assurance from the Chief Executive Officer of the lessee and the Company Secretary / Executive Manager Finance that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

### Principle 8: Remunerate fairly and responsibly

Details of the directors' remuneration are set out in note 20 to the financial statements. The Trust pays directors fees only to non-executive directors who are not full time executives of Casinos Austria International group or Accor Asia Pacific group. Other non-executive directors receive no remuneration from the Trust. The Trust has no direct employees. Executives involved in the management of the Trust are employed by CAIL. The Trust reimburses a portion of the payroll related costs based on time spent on Trust management.

The Responsible Entity does not comply with ASX Recommendation 8.1: The board should establish a remuneration committee. A separate remuneration committee is not considered necessary due to the relatively small number of people remunerated by the Trust. Instead the entire board fulfils the role of the remuneration committee with the board charter (available on www.reefcasino.com.au/trust/corporategovernance.php) setting out the board's responsibility for reviewing the remuneration framework for directors. Independent advice is obtained, as needed, on the appropriateness of the directors' remuneration.

There are no equity based remuneration schemes in operation. No retirement benefits are payable to directors.

# SECURITIES EXCHANGE INFORMATION

### **SUBSTANTIAL UNITHOLDERS**

Substantial unitholders as at 28 February 2013 are:

Unitholder	Number	%
Casinos Austria Group	20,916,908*	42.00
Accor Group	14,921,803*	29.96

<sup>\*</sup> Includes 50% (12,500,000 units) of the total units owned by Reef Casino Investments Pty Ltd, which is jointly controlled by Casinos Austria Group and Accor Group.

### **DISTRIBUTION OF UNITHOLDERS** (as at 28 February 2013)

				Public	% Issued
Range			Holders	Units	Capital
1	-	1,000	1,824	546,437	1.10
1,001	-	5,000	524	1,322,620	2.66
5,001	-	10,000	122	958,192	1.92
10,001	-	100,000	123	3,146,955	6.32
100,001	-	and over	22	43,826,832	88.00
			2,615	49,801,036	100.00

The number of unitholders holding less than a marketable parcel of units (189 units) at 28 February 2013 was 798.

### **RESTRICTED FOUNDERS UNITS** (as at 28 February 2013)

	Number	% of
Unitholder	of units	total units
Casinos Austria International Limited	370,000	0.74%
Accor Casino Investments (Australia) Pty Ltd	370,000	0.74%

### Twenty largest unitholders of listed units (as at 28 February 2013)

Name	No. of units	% of
		total units
1. Reef Casino Investments Pty Ltd	25,000,000	50.20
2. AET SFS PTY LTD <casinos austria="" gmbh="" holding="" international=""></casinos>	5,661,193	11.37
3. Casinos Austria International Limited	2,755,715	5.53
4. Accor Casino Investments (Australia) Pty Limited	2,421,803	4.86
5. RBC Dexia Investor Services Australia Nominees Pty Ltd bkcust a/c>	1,810,000	3.63
6. Mr Gary Mauric	1,785,000	3.58
7. HSBC Custody Nominees (Australia) Limited	835,515	1.68
8. Mr Gary Mauric	602,465	1.21
9. Angueline Investments Pty Ltd <angueline a="" c=""></angueline>	458,927	0.92
10. Mr Frank McFadden	316,684	0.64
11. Julian Hercus & Associates Pty Ltd <super a="" c="" fund=""></super>	281,129	0.56
12. Greenwich Stud Pty Ltd	259,871	0.52
13. Mrs Elspeth Macdonald	250,000	0.50
14. Mr Michael Issenberg	220,000	0.44
15. JP Morgan Nominees Australia Limited	217,327	0.44
16. JP Morgan Nominees Australia Limited <cash a="" c="" income=""></cash>	195,627	0.39
17. Mr William Coates Gair & Mrs June Verna Gair	150,100	0.30
18. Mrs Rita Agata Mauric	150,000	0.30
19. Contemplator Pty Ltd <arg a="" c="" fund="" pension=""></arg>	128,397	0.26
20. Goh Super Pty Ltd <the a="" c="" fund="" goh="" super=""></the>	110,079	0.22
	43,609,832	87.55

### **Voting Rights**

The voting rights, as set out in Clause 29.9 of the Trust Constitution, are:

On a show of hands every unitholder who is present in person or by proxy and who was recorded on the register at the books closing date for that meeting as a holder of a unit carrying the right to vote at that meeting shall have one vote and;

On a poll every such unitholder shall have:

- (a) one vote for each fully paid unit of which he is the registered holder; and
- (b) a fraction of a vote equivalent to the proportion of the total selling price paid-up for each partly paid unit for which he is the registered holder.

### **On-Market Buy-Back**

There is no current on-market buy-back.

### **TRUST** DIRECTORY

**Registered office of the Responsible Entity** 

Reef Corporate Services Limited

Level 1

Mercure Hotel 85-87 North Quay BRISBANE QLD 4000 Telephone: (07) 3211 3000 Facsimile: (07) 3211 4777 www.reefcasino.com.au/trust

**Directors of the Responsible Entity** Mr Benjamin W Macdonald (Chairman)

> Mr Keith DeLacy Mr Julian Hercus Dr Karl Stoss

Mr Michael Issenberg Mr Kim Moonev Mr Allan Tan Mr Simon McGrath

Alternate directors Mr Allan Tan (alternate for Mr Macdonald)

Mr Alexander Tucek (alternate for Dr Stoss)

Mr Philip Basha (alternate for Mr Issenberg

& Mr Mooney)

**Secretary of the Responsible Entity** Ms Alison Galligan

Compliance, Audit and Risk

**Committee of the Responsible Entity** 

Mr Keith DeLacy (Chairman)

Mr Julian Hercus Mr Kim Moonev

Mr Philip Basha (alternate for Mr Mooney)

**Solicitors to the Responsible Entity** Herbert Smith Freehills

Level 38

Central Plaza One 345 Queen Street BRISBANE OLD 4000 **Unit registry**Computershare Investor Services Pty Ltd

117 Victoria Street WEST END QLD 4101 GPO Box 2975 MELBOURNE VIC 3001 Telephone: 1300 850 505

**Bankers** Bank of Queensland Limited

259 Queen Street BRISBANE QLD 4000

Auditors of the Trust KPMG Level 13

> Cairns Corporate Tower 15 Lake Street CAIRNS QLD 4870

Securities exchange listing Official list of the Australian

Securities Exchange

**Sub-lessee of The Reef Hotel Casino complex** Casinos Austria International (Cairns) Pty Ltd

Level 1

Mercure Hotel 85-87 North Quay BRISBANE QLD 4000 Telephone: (07) 3211 3000 Facsimile: (07) 3211 4777

**The Reef Hotel Casino** 35 – 41 Wharf Street

CAIRNS QLD 4870

Telephone: (07) 4030 8888 Facsimile: (07) 4030 8777 www.reefcasino.com.au

### **Unitholder enquiries**

Please contact the unit registry if you have any questions about your unitholding or distributions.

# MUST SEE MUST VISIT

Queensland's biggest and premier leisure & entertainment complex north of Brisbane

#### **Reef Casino**



Try your luck at the tables and experience the thrills and excitement of international gaming or adjourn to one of our many bars for a well earned refreshment

Offers 530 gaming machines, 45 gambling tables, plus Club Privé, TAB and Keno. Open Monday – Thursday 9am - 3am and Friday – Sunday 9am - 5am.

#### **Pullman Reef Hotel Casino**



The Pullman Reef Hotel Casino features 128 luxury guest rooms and suites each offering charm, elegance and tranquility. Their decor accentuates the feel and lifestyle of Tropical North Queensland. Pullman facilities include swimming pool and spa, gym and tour desk.



Indulge in the fusion of Asian and Western cuisine — contemporary dining experience unique to Cairns.

Open daily 6pm - 10.30pm.



Multi award winning full scale Chinese restaurant offering traditional Chinese cuisine, yum cha and seafood. Open daily for lunch and dinner.



Choose from a great range of light meals, snacks and beverages. Great value — all meals \$12 and under.

Open during Casino operating hours.



Ultra modern bar with all your favourite drinks and cocktails. Great live entertainment.

Open every day from 4pm until late.



More than 330 undercover car parking spaces are provided for those attending events and for our Casino and Hotel patrons.



Café China Noodle Bar offers a tempting array of traditional Chinese

delicacies in the historic surroundings of Customs House. Open daily.



Located on Level 2 of the Casino, the Casino Sports Arena is THE place to view major sporting games and events on the biggest screen in town.



Night Club open with live music and entertainment. Open Friday and Saturday nights until late. Plus seasonal illusionist shows.



Discover the exciting new attraction, Cairns Z00m, with crossings, ziplines and rooftop walkways, experience the thrill of a birds-eye view of the Dome and animals. Open 9am to 9pm.



A total of eight unique venues ranging from ballroom to boardroom to poolside are available to cater for 10 to more than 500 guests for every type of function.

## MUST VISIT

# QUEENSLAND'S BIGGEST AND PREMIER LEISURE & ENTERTAINMENT COMPLEX NORTH OF BRISBANE















