

BAO Trust
Financial report
For the year ended
30 June 2017

BAO Trust

ARSN 160 276 559

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Directory

BAO Trust

For the year ended 30 June 2017

Responsible Entity

Brookfield Capital Management Limited
Level 22, 135 King Street
Sydney NSW 2000
Telephone: +61 2 9322 2000
Facsimile: +61 2 9322 2001

Directors of Brookfield Capital Management Limited

F. Allan McDonald
Barbara Ward
Shane Ross

Company Secretary of Brookfield Capital Management Limited

Men (Mandy) Chiang (appointed 15 November 2016)
Neil Olofsson

Registered Office of Brookfield Capital Management Limited

Level 22, 135 King Street
Sydney NSW 2000
Telephone: +61 2 9322 2000
Facsimile: +61 2 9322 2001

Custodian

JP Morgan Chase Bank N.A. (Sydney Branch)
Level 18
85 Castlereagh Street
Sydney NSW 2000

Location of Share Registry

Boardroom (Victoria) Pty Limited
Level 7, 333 Collins Street
Melbourne, VIC 3000

All correspondence to:

GPO Box 3993
Sydney NSW 2001
Telephone: 1300 737 760
Facsimile: 1300 653 459
International
Telephone: +61 2 9290 9600
Facsimile: +61 2 9279 0664
www.boardroomlimited.com.au

Auditor

Deloitte Touche Tohmatsu (Deloitte)
Grosvenor Place
225 George Street
Sydney NSW 2000
Telephone: +61 2 9322 7000
Facsimile: +61 2 9322 7001

Directors' Report

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For the year ended 30 June 2017

Introduction

The Directors of Brookfield Capital Management Limited (ABN 32 094 936 866), the Responsible Entity of BAO Trust (ARSN 160 276 559) (Fund), present their report together with the financial statements of the Consolidated Entity, being the Fund and the Consolidated Entity's interest in an associate, for the year ended 30 June 2017 and the Independent Auditor's Report thereon.

The Fund was constituted on 6 May 2009. The Fund was registered as a managed investment scheme on 19 September 2012.

Responsible Entity

The Responsible Entity of the Fund is Brookfield Capital Management Limited (BCML). The registered office and principal place of business of the Responsible Entity is Level 22, 135 King Street, Sydney NSW 2000.

Directors

The following persons were Directors of the Responsible Entity at any time during or since the end of the financial year:

Name	Capacity
F. Allan McDonald	Non-Executive Independent Chairman
Barbara Ward	Non-Executive Independent Director
Shane Ross	Executive Director

Information on Directors

F. Allan McDonald (BEcon, FCPA, FAIM, FGIA), Non-Executive Independent Chairman

Allan was appointed the Non-Executive Independent Chairman of BCML on 1 January 2010 and also performs that role for Brookfield Funds Management Limited (BFML). Allan has had extensive experience in the role of Chairman and is presently associated with a number of companies as a consultant and Company Director. BFML is the Responsible Entity for the listed Multiplex SITES Trust. Allan's other directorship of listed entities is Astro Japan Property Management Limited (Responsible Entity of Astro Japan Property Trust) (appointed February 2005).

Barbara Ward, AM (BEcon, MPoEcon, MAICD), Non-Executive Independent Director

Barbara was appointed as a Non-Executive Independent Director of BCML on 1 January 2010 and also performs that role for BFML. Barbara has gained extensive business and finance experience through her role as Chief Executive Officer of Ansett Worldwide Aviation Services, as General Manager Finance for the TNT Group and as a Senior Ministerial Advisor. BFML is the Responsible Entity for the listed Multiplex SITES Trust. Barbara is a Director of Qantas Airways Limited (appointed June 2008), Caltex Australia Limited (appointed 1 April 2015) and Sydney Children's Hospital Foundation (appointed November 2012).

Shane Ross (BBus), Executive Director

Shane is the Group General Manager of Treasury and Chief Financial Officer for Brookfield Australia. Shane was appointed as an Executive Director of BCML on 6 May 2015, and also performs that role for BFML. BFML is the Responsible Entity for the listed Multiplex SITES Trust. Shane joined the organisation in 2003 following a background in banking and has over 20 years of experience in treasury and finance within the property industry.

Information on Company Secretary

Neil Olofsson

Neil has over 20 years of international company secretarial experience and has been with the Brookfield Australia group since 2005.

Men (Mandy) Chiang

Mandy was appointed Company Secretary of BCML on 15 November 2016. Mandy has over 20 years of company secretarial experience including having previously worked at Brookfield Australia Group for over 8 years.

Directors' Report continued

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For the year ended 30 June 2017

Directors' interests

The following table sets out each Director's relevant interest in the units, debentures, interests in registered schemes and rights or options over such instruments issued by the entities within the Consolidated Entity and other related bodies corporate as at the date of this report:

Director	BAO Trust units held
F. Allan McDonald	–
Barbara Ward	–
Shane Ross	–

No options are held by/have been issued to Directors.

Policy on hedging equity incentive schemes

The Board of BCML do not receive any equity-based remuneration, and therefore will not be engaging in any hedge arrangements in relation to their remuneration.

A copy of the Security Trading Policy is available on the Brookfield Australia website at www.au.brookfield.com.

Directors' meetings

Director	Board Meetings		Audit Committee Meetings		Board Risk and Compliance Committee Meetings	
	A	B	A	B	A	B
F. Allan McDonald	4	4	2	2	2	2
Barbara Ward	4	4	2	2	2	2
Shane Ross	4	4	n/a	n/a	n/a	n/a

A – Number of meetings attended.

B – Number of meetings held during the time the Director held office during the year.

Committee meetings

There were no Board committee meetings held during the year other than those stated above.

Principal activities

The principal activity of the Consolidated Entity is the investment in Australian Securities Exchange (ASX) listed and unlisted property securities.

Review of operations

The Consolidated Entity has recorded a net profit of \$1,042,719 for the year ended 30 June 2017 (2016: net loss \$486,576).

Some of the significant events during the year are as follows:

- total revenue and other income of \$1,207,551 (2016: \$1,628,145);
- net assets of \$4,760,259 or net assets per unit \$0.01 (2016: \$13,997,740 or \$0.02);
- unlisted security portfolio value of \$2,570,098 (2016: \$3,844,888); and
- cash proceeds of \$8,834,501 (2016: \$6,600,117) from returns of capital from underlying investments.

The strategy of the Fund is to provide periodic income to unitholders, to maximise the capital value of its assets and, when appropriate, to realise those assets in order to return cash to unitholders.

Directors' Report continued

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For the year ended 30 June 2017

Interests of the Responsible Entity

Management Fees

For the year ended 30 June 2017, the Fund incurred \$15,049 in management fees due to the Responsible Entity (2016: \$20,995). \$2,872 of management fees remain payable as at year end (2016: \$5,270).

Related party unitholders

The following interests were held by related entities in the Consolidated Entity during the year:

- Brookfield Capital Securities Limited, as trustee for Brookfield Multiplex PPF Investment No.2 Trust, holds 328,609,014 units or 40.5% of the Fund at year end (2016: 328,609,014 units or 40.5%);
- Brookfield Multiplex Capital Pty Ltd holds 9,737,640 units or 1.2% of the Fund at year end (2016: 9,737,640 units or 1.2%); and
- Multiplex APF Pty Ltd, as trustee for Multiplex APF Trust, holds 163,751,624 units or 20.2% of the Fund at year end (2016: 163,751,624 units or 20.2%).

JP Morgan Chase Bank N.A., as custodian for the Fund, holds the following investments in related party entities at year end:

- Multiplex European Property Fund – 12,750,050 units or 5.2% (2016: 12,750,050 units or 5.2%);
- Multiplex New Zealand Property Fund – 43,890,679 units or 20.1% (2016: 43,890,679 units or 20.1%);
- Multiplex Property Income Fund – 30,075,871 ordinary units or 100% of ordinary units (2016: 30,075,871 ordinary units or 100% of ordinary units); and
- Multiplex Development and Opportunity Fund – 9,320,388 units or 5.7% (2016: 9,320,388 units or 5.7%).

Significant changes in the state of affairs

In the opinion of the Directors, there were no significant changes in the state of affairs of the Consolidated Entity that occurred during the financial year other than those disclosed in this report or in the consolidated financial statements.

Events subsequent to reporting date

Other than as disclosed, there are no matters or circumstances which have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Consolidated Entity, the results of those operations, or the state of affairs of the Consolidated Entity in subsequent financial years.

Likely developments

Other than the matters already included in the Directors' Report, information on likely developments in the operations of the Consolidated Entity in future financial years and the expected results of those operations have not been included in this report because the Directors believe that to do so would be likely to result in unreasonable prejudice to the Consolidated Entity.

Environmental regulation

The Consolidated Entity has systems in place to manage its environmental obligations. Based on the results of enquiries made, the Responsible Entity is not aware of any significant breaches or non-compliance issues during the year covered by this report.

Directors' Report continued

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For the year ended 30 June 2017

Distributions and returns of capital

The following distributions and returns of capital were declared by the Fund to its unitholders during the current year ended 30 June 2017.

2017	Cents per unit	Total amount \$	Date of payment
Ordinary unitholders			
July 2016 cash distribution	0.9736	7,900,216	15 July 2016
March 2017 cash distribution	0.1400	1,136,021	5 April 2016
Total distributions and returns of capital for the year ended 30 June 2017	1.1136	9,036,237	

2016	Cents per unit	Total amount \$	Date of payment
Ordinary unitholders			
August 2015 cash distribution	0.2000	1,622,887	14 August 2015
September 2015 cash distribution	0.2500	2,028,610	22 September 2015
December 2015 cash distribution	0.2306	1,871,189	18 December 2015
March 2016 cash distribution	0.1570	1,273,968	4 May 2016
June 2016 cash distribution	0.2164	1,755,964	6 July 2016
Total distribution and returns of capital for the year ended 30 June 2016	1.0540	8,552,618	

Indemnification and insurance of officers and auditors

Brookfield Australia Investments Limited (BAIL) has entered into deeds of access and indemnity with each of its Directors, Company Secretary and other nominated Officers. The terms of the deeds are in accordance with the provisions of the *Corporations Act 2001* and will indemnify these executives (to the extent permitted by law) for up to seven years after serving as an Officer against legal costs incurred in defending civil or criminal proceedings against the executives, except where proceedings result in unfavourable decisions against the executives, and in respect of reasonable legal costs incurred by the executives in good faith in obtaining legal advice in relation to any issue relating to the executives being an officer of the BAIL group, including BCML.

Under the deeds of access and indemnity, BAIL has agreed to indemnify these persons (to the extent permitted by law) against:

- liabilities incurred as a director or officer of BCML or a company in the group, except for those liabilities incurred in relation to the matters set out in section 199A(2) of the *Corporations Act 2001*; and
- reasonable legal costs incurred in defending an action for a liability or alleged liability as a director or officer, except for costs incurred in relation to the matters set out in section 199A(3) of the *Corporations Act 2001*.

BAIL has also agreed to effect, maintain and pay the premium on a directors' and officers' liability insurance policy. This obligation is satisfied by BAIL being able to rely upon Brookfield's global directors' and officers' insurance policy, for which it pays a portion of the premium.

As is usual, this policy has certain exclusions and therefore does not insure against liabilities arising out of matters including but not limited to:

- fraudulent, dishonest or criminal acts or omissions and improper personal profit or advantage;
- violation of *US Securities Act of 1933*;
- losses for which coverage under a different kind of insurance policy is readily available such as, for example, liability insurance, employment practices liability and pollution liability (there can be limited coverage for some of these exposures); and
- claims made by a major shareholder (threshold is ownership of 10% or greater).

The obligation to effect, maintain and pay the premium on a policy continues for a period of seven years after the director or officer has left office to the extent such coverage is available with reasonable terms in the commercial insurance marketplace.

The group has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify an officer or auditor of BCML or of any related body corporate against a liability incurred as such an officer or auditor.

Directors' Report continued

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For the year ended 30 June 2017

Lead auditor's independence declaration under Section 307C of the *Corporations Act 2001*

The lead auditor's independence declaration is set out on page 9 and forms part of the Directors' report for the year ended 30 June 2017.

Dated at Sydney this 28th day of August 2017.

Signed in accordance with a resolution of the Directors made pursuant to Section 298(2) of the *Corporations Act 2001*.



Shane Ross

Director

Brookfield Capital Management Limited

Deloitte Touche Tohmatsu
A.B.N. 74 490 121 060

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225 George Street
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The Board of Directors
Brookfield Capital Management Limited
(as Responsible Entity for BAO Trust)
Level 22, 135 King Street
Sydney NSW 2000

28 August 2017

Dear Directors,

BAO TRUST

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of Brookfield Capital Management Limited as the Responsible Entity for BAO Trust.

As lead audit partner for the audit of the financial statements of BAO Trust for the year ended 30 June 2017, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- (ii) any applicable code of professional conduct in relation to the audit.

Yours faithfully

DELOITTE TOUCHE TOHMATSU.

DELOITTE TOUCHE TOHMATSU

A. COLEMAN.

Andrew J Coleman
Partner
Chartered Accountants

Consolidated Statement of Profit or Loss and Other Comprehensive Income

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BAO Trust

For the year ended 30 June 2017

	Note	Consolidated	
		Year ended 30 June 2017 \$	Year ended 30 June 2016 \$
Revenue and other income			
Interest income		7,143	9,629
Distribution income from ASX listed and unlisted property trusts		233,011	439,608
Net gain on disposal of ASX listed and unlisted property trusts		934,179	1,178,908
Share of net profit of investment accounted for using the equity method	5	33,218	–
Total revenue and other income		1,207,551	1,628,145
Expenses			
Management fees	14	15,049	20,995
Share of net loss of investment accounted for using the equity method	5	–	1,956,722
Other expenses		149,783	137,004
Total expenses		164,832	2,114,721
Net profit/(loss) for the year		1,042,719	(486,576)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Change in reserves of investment accounted for using the equity method	10	30,827	926,869
Change in fair value of available for sale financial assets	10	(1,274,790)	162,884
Other comprehensive (loss)/income for the year		(1,243,963)	1,089,753
Total comprehensive (loss)/income for the year		(201,244)	603,177

The Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the Notes to the Consolidated Financial Statements.

Consolidated Statement of Financial Position

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BAO Trust

As at 30 June 2017

	Note	Consolidated 2017 \$	2016 \$
Assets			
Current assets			
Cash and cash equivalents		295,914	2,168,650
Trade and other receivables		53,024	75,187
Total current assets		348,938	2,243,837
Non-current assets			
Investments – available for sale	8	2,570,098	3,844,888
Investment accounted for using the equity method	5	1,876,385	9,712,662
Total non-current assets		4,446,483	13,557,550
Total assets		4,795,421	15,801,387
Liabilities			
Current liabilities			
Trade and other payables		35,162	1,803,647
Total current liabilities		35,162	1,803,647
Total liabilities		35,162	1,803,647
Net assets		4,760,259	13,997,740
Equity			
Units on issue	9	12,334,123	20,234,339
Reserves	10	5,722,134	6,966,097
Undistributed losses	11	(13,295,998)	(13,202,696)
Total equity		4,760,259	13,997,740

The Consolidated Statement of Financial Position should be read in conjunction with the Notes to the Consolidated Financial Statements.

Consolidated Statement of Changes in Equity

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BAO Trust

For the year ended 30 June 2017

Consolidated Entity	Note	Attributable to unitholders of the Fund			Total \$
		Ordinary units \$	Undistributed losses \$	Reserves \$	
Opening equity - 1 July 2016		20,234,339	(13,202,696)	6,966,097	13,997,740
Change in reserves of investment accounted for using the equity method		–	–	30,827	30,827
Change in fair value of available for sale financial assets		–	–	(1,274,790)	(1,274,790)
Other comprehensive (loss) for the year		–	–	(1,243,963)	(1,243,963)
Net income for the year		–	1,042,719	–	1,042,719
Total comprehensive income for the year		–	1,042,719	(1,243,963)	(201,244)
Transactions with unitholders in their capacity as unitholders:					
Return of capital	9	(7,900,216)	–	–	(7,900,216)
Distributions declared	11	–	(1,136,021)	–	(1,136,021)
Total transactions with unitholders in their capacity as unitholders		(7,900,216)	(1,136,021)	–	(9,036,237)
Closing equity – 30 June 2017		12,334,123	(13,295,998)	5,722,134	4,760,259

Consolidated Entity	Note	Attributable to unitholders of the Fund			Total \$
		Ordinary units \$	Undistributed losses \$	Reserves \$	
Opening equity - 1 July 2015		28,171,820	(12,100,983)	5,876,344	21,947,181
Change in reserves of investment accounted for using the equity method		–	–	926,869	926,869
Change in fair value of available for sale financial assets		–	–	162,884	162,884
Other comprehensive income for the year		–	–	1,089,753	1,089,753
Net loss for the year		–	(486,576)	–	(486,576)
Total comprehensive income for the year		–	(486,576)	1,089,753	603,177
Transactions with unitholders in their capacity as unitholders:					
Returns of capital	9	(7,937,481)	–	–	(7,937,481)
Distributions declared	11	–	(615,137)	–	(615,137)
Total transactions with unitholders in their capacity as unitholders		(7,937,481)	(615,137)	–	(8,552,618)
Closing equity – 30 June 2016		20,234,339	(13,202,696)	6,966,097	13,997,740

The Consolidated Statement of Changes in Equity should be read in conjunction with the Notes to the Consolidated Financial Statements.

Consolidated Statement of Cash Flows

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BAO Trust

For the year ended 30 June 2017

		Consolidated Year ended 30 June 2017 \$	Year ended 30 June 2016 \$
Cash flows from operating activities			
Cash receipts in the course of operations		246,896	449,889
Cash payments in the course of operations		(169,251)	(150,718)
Interest received		7,319	11,026
Net cash flows from operating activities	13	84,964	310,197
Cash flows from investing activities			
Payments for purchase of available for sale assets		–	180
Proceeds from sale of available for sale assets and returns of capital		934,179	4,844,310
Proceeds from distribution and returns of capital from equity accounted investment		7,900,322	1,755,627
Net cash flows from investing activities		8,834,501	6,600,117
Cash flows from financing activities			
Distributions and returns of capital paid to unitholders		(10,792,201)	(6,796,654)
Net cash flows used in financing activities		(10,792,201)	(6,796,654)
Net (decrease)/increase in cash and cash equivalents		(1,872,736)	113,660
Cash and cash equivalents at the beginning of the year		2,168,650	2,054,990
Cash and cash equivalents at 30 June		295,914	2,168,650

The Consolidated Statement of Cash Flows should be read in conjunction with the Notes to the Consolidated Financial Statements.

Notes to the Consolidated Financial Statements

BAO Trust

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For the year ended 30 June 2017

1 Reporting entity

BAO Trust (Fund) is an Australian registered managed investment scheme under the *Corporations Act 2001*. Brookfield Capital Management Limited (BCML), the Responsible Entity of the Fund, is incorporated and domiciled in Australia. The consolidated financial statements of the Consolidated Entity as at and for the year ended 30 June 2017 comprise the Fund and the Consolidated Entity's interest in an associate.

2 Basis of preparation

a Statement of compliance

The consolidated financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards (AASB) (including Australian interpretations) adopted by the Australian Accounting Standards Board (AASB) and the *Corporations Act 2001*. The financial statements of the Consolidated Entity and the Fund comply with International Financial Reporting Standards (IFRS) and interpretations adopted by the International Accounting Standards Boards (IASB). For the purpose of preparing the consolidated financial statements the Fund is a for profit entity.

The consolidated financial statements were authorised for issue by the Directors on this 28th day of August 2017.

b Basis of measurement

The consolidated financial statements have been prepared on the basis of historical cost, except for the following:

- equity accounted investment which is measured using the equity method; and
- available for sale financial assets which are measured at fair value.

The methods used to measure the above are discussed further in Note 3.

The consolidated financial statements are presented in Australian dollars, which is the Fund's functional and presentation currency.

c Use of estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount 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.

In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the consolidated financial statements are provided in investments accounted for using the equity method (Note 5) and investments – available for sale (Note 8).

d Going concern

The consolidated financial statements have been prepared on a going concern basis which assumes the Consolidated Entity will be able to realise its assets and discharge its liabilities in the normal course of business.

It is not intended that the Fund will make any further investments. Net income earned from the assets will be distributed on a periodic basis. The capital value of the assets will be maximised and, when appropriate, will be realised in order to return cash to unitholders. Timing of this realisation will be governed by the terms of the underlying assets and the market for the assets.

Based on the above, the Directors of the Responsible Entity believe it is appropriate to adopt the going concern basis for this set of consolidated financial statements. The consolidated financial statements does not include adjustments relating to the recoverability and classification of recorded asset amounts, nor to the amounts and classification of liabilities that might be necessary should the Fund and Consolidated Entity not continue as a going concern.

e New and amended standards adopted

AASB 2015-2 *Amendments to AASB 101*, (effective from 1 January 2016) provides clarification to the existing disclosure requirements in AASB 101 *Presentation of Financial Statements* and ensures that entities are able to use judgements when applying the standard in determining what information to disclose in their financial statements.

There are no standards, interpretations or amendments to existing standards that are effective for the first time for the financial year beginning 1 July 2017 that have a material impact on the Fund.

Notes to the Consolidated Financial Statements continued

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BAO Trust

For the year ended 30 June 2017

3 Significant accounting policies

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

a Principles of consolidation

Associates

Associates are all entities over which the group has significant influence but not control or joint control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Further details are provided in Note 3(i).

b Revenue recognition

Dividends and distributions

Revenue from dividends and distributions is recognised when the right of the Consolidated Entity to receive payment is established, which is generally when they have been declared.

Dividends and distributions received from associates reduce the carrying amount of the investment of the Consolidated Entity in that associate and are not recognised as revenue.

Gains or losses on available for sale financial assets

Listed and unlisted investments are classified as being available for sale and are stated at fair value, with any resulting gain or loss recognised directly in equity in the Consolidated Statement of Financial Position, except for impairment losses, which are recognised directly in the Consolidated Statement of Profit or Loss and Other Comprehensive Income. Where these investments are derecognised, the cumulative gain or loss previously recognised directly in equity in the Consolidated Statement of Financial Position is recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

The fair value of listed investments is the quoted exit price at the period end date.

c Income tax

Under current income tax legislation, the Fund is not liable for Australian income tax as unitholders are presently entitled at year end to the income of the trust estate calculated in accordance with the Fund's Constitution and applicable tax law.

d Available for sale financial assets

Listed and unlisted investments are classified as being available for sale. Available for sale financial assets are initially recognised at fair value plus directly attributable transaction costs. Subsequent to initial recognition they are measured at fair value, with any resulting gain or loss recognised directly in equity. Where there is evidence of impairment in the value of the investment, usually through adverse market conditions, the impairment loss will be recognised directly in the Consolidated Statement of Profit or Loss and Other Comprehensive Income. Where listed and unlisted investments are derecognised, the cumulative gain or loss previously recognised directly in equity is recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

e Associates

The Consolidated Entity's investment in associate is accounted for using the equity method of accounting in the consolidated financial report. An associate is an entity in which the Consolidated Entity has significant influence, but not control, over their financial and operating policies.

Under the equity method, the investment in associate is carried in the Consolidated Statement of Financial Position at cost plus post-acquisition changes in the Consolidated Entity's share of net assets of the associate. After application of the equity method, the Consolidated Entity determines whether it is necessary to recognise any additional impairment loss with respect to the Consolidated Entity's net investment in the associate. The Consolidated Statement of Profit or Loss and Other Comprehensive Income reflects the Consolidated Entity's share of the results of operations of the associate.

When the Consolidated Entity's share of losses exceeds its interest in an associate, the Consolidated Entity's carrying amount is reduced to nil and recognition of further losses is discontinued except to the extent that the Consolidated Entity has incurred legal or constructive obligations or made payments on behalf of an associate.

Where there has been a change recognised directly in the associate's equity, the Consolidated Entity recognises its share of changes and discloses this in the Consolidated Statement of Changes in Equity.

Unrealised gains arising from transactions with an associate are eliminated against the investment to the extent of the Consolidated Entity's interest in the associate. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment. Gains and losses are recognised when the contributed assets are consumed or sold by the associate.

Notes to the Consolidated Financial Statements continued

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BAO Trust

For the year ended 30 June 2017

3 Significant accounting policies continued

f Trade and other payables

Payables are stated at amortised cost using the effective interest rate method and represent liabilities for goods and services provided to the Consolidated Entity prior to the end of the financial period and which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

g Distributions

A provision for distribution is recognised in the Consolidated Statement of Financial Position if the distribution has been declared prior to period end. Distributions paid and payable on units are recognised as a reduction in equity. Distributions paid are included in cash flows from financing activities in the Consolidated Statement of Cash Flows.

h Units on issue

Issued and paid up units are recognised as changes in equity at the fair value of the consideration received by the Consolidated Entity, less any incremental costs directly attributable to the issue of new units.

i New standards and interpretations not yet adopted

The following standards, amendments to standards and interpretations have been identified as those which may impact the Fund in the period of initial application. They are available for early adoption at 30 June 2017 but have not been applied in preparing this financial report:

AASB 9 *Financial Instruments* (and applicable amendments), (effective from 1 January 2018) addresses the classification, measurement and derecognition of financial assets and financial liabilities. It has now also introduced revised rules around hedge accounting and impairment. The standard is not applicable until 1 January 2018 but is available for early adoption.

AASB 15 *Revenue from Contracts with Customers* (and applicable amendments), (effective from 1 January 2018) is a new standard for the recognition of revenue. This will replace AASB 118 *Revenue* which covers contracts for goods and services and AASB 111 *Construction Contracts* which covers construction contracts. The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer, so the notion of control replaces the existing notion of risks and rewards.

The Fund does not intend to early adopt the above new standards and amendments and management continues to assess their impacts.

There are no other standards that are not yet effective and that would be expected to have a material impact on the Fund in the current or future reporting periods and on foreseeable future transactions.

4 Parent entity disclosures

	Fund 2017 \$	2016 \$
Assets		
Current assets	348,938	2,235,735
Non-current assets	4,446,483	13,557,895
Total assets	4,795,421	15,793,630
Liabilities		
Current liabilities	35,162	1,795,546
Total liabilities	35,162	1,795,546
Equity		
Units on issue	12,334,123	20,234,339
Reserves	2,872,481	7,389,198
Undistributed losses	(10,446,345)	(13,625,453)
Total equity	4,760,259	13,998,084
	Fund	
	Year ended	Year ended
	30 June 2017	30 June 2016
	\$	\$
Net profit for the year	4,315,130	1,608,403
Other comprehensive (loss) for the year	(4,516,717)	(1,006,804)
Total comprehensive (loss)/income for the year	(201,587)	601,599

Notes to the Consolidated Financial Statements continued

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BAO Trust

For the year ended 30 June 2017

5 Investment accounted for using the equity method

	Consolidated	
	Year ended 30 June 2017	Year ended 30 June 2016
	\$	\$
Multiplex New Zealand Property Fund	1,876,385	9,712,662
Total investment accounted for using the equity method	1,876,385	9,712,662
Share of net profit/(loss) from investments accounted for using the equity method:		
Multiplex New Zealand Property Fund	33,218	(1,956,722)

Multiplex New Zealand Property Fund's (MNZPF's) place of establishment is Australia and predominantly comprises of operations that are located in New Zealand. Its principal activity is investment in properties in New Zealand. Following is a summary of financial information for MNZPF, not adjusted for the percentage ownership held by the Consolidated Entity.

	Year ended 30 June 2017	Year ended 30 June 2016
	\$	\$
Current assets	9,538,756	51,850,707
Total assets	9,538,756	51,850,707
Current liabilities	210,774	3,383,411
Non-current liabilities	-	207,341
Total liabilities	210,774	3,590,752
Net assets	9,327,982	48,259,955

	Year ended 30 June 2017	Year ended 30 June 2016
	\$	\$
Opening net assets 1 July	48,259,956	62,098,703
Net profit/(loss) for the year	165,035	(9,721,333)
Other comprehensive income	153,152	4,604,844
Capital returns and distributions declared	(39,250,161)	(8,722,258)
Closing net assets	9,327,982	48,259,956
Consolidated Entity's share in (%)	20.1%	20.1%
Consolidated Entity's share in (\$)	1,876,385	9,712,662
Total investment accounted for using the equity method	1,876,385	9,712,662

	Year ended 30 June 2017	Year ended 30 June 2016
	\$	\$
Revenues	801,547	4,867,458
Expenses	(457,227)	(14,760,173)
Income tax (expense)/benefit	(179,285)	171,382
Net profit/(loss) after income tax for the year	165,035	(9,721,333)
Other comprehensive income for the year	153,152	4,604,844
Total comprehensive income/(loss) for the year	318,187	(5,116,489)

The Consolidated Entity owns 20.1% of the units of MNZPF (2016: 20.1%). The Consolidated Entity has significant influence over MNZPF and accounts for its investment under the equity accounting method whereby the Consolidated Entity records its share of profit or loss of MNZPF's operations. Any changes to the results and operations of the underlying investment are presented in the Consolidated Entity's financial statements through the share of net profit or loss of investment accounted for using the equity method line item in the Consolidated Statement of Profit or Loss and Other Comprehensive Income and the carrying value of the investment accounted for using the equity method in the Consolidated Statement of Financial Position.

Notes to the Consolidated Financial Statements continued

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BAO Trust

For the year ended 30 June 2017

6 Auditor's remuneration

	Consolidated 2017 \$	2016 \$
Auditors of the Fund:		
Audit and review of the financial report	20,000	17,600
Total auditor's remuneration	20,000	17,600

Fees paid to the auditors of the Fund in relation to compliance plan audits are borne by the Responsible Entity.

7 Distributions and returns of capital

The following distributions and returns of capital were declared by the Fund to its unitholders during the current year ended 30 June 2017.

2017	Cents per unit	Total amount \$	Date of payment
Ordinary unitholders			
July 2016 cash distribution	0.9736	7,900,216	15 July 2016
March 2016 cash distribution	0.1400	1,136,021	5 April 2016
Total distribution and returns of capital for the year ended 30 June 2017	1.1136	9,036,237	
2016	Cents per unit	Total amount \$	Date of payment
Ordinary unitholders			
August 2015 cash distribution	0.2000	1,622,887	14 August 2015
September 2015 cash distribution	0.2500	2,028,610	22 September 2015
December 2015 cash distribution	0.2306	1,871,189	18 December 2015
March 2016 cash distribution	0.1570	1,273,968	4 May 2016
June 2016 cash distribution	0.2164	1,755,964	6 July 2016
Total distribution and returns of capital for the year ended 30 June 2016	1.0540	8,552,618	

Notes to the Consolidated Financial Statements continued

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BAO Trust

For the year ended 30 June 2017

8 Investments – available for sale

	Consolidated	
	Year ended 30 June 2017 \$	Year ended 30 June 2016 \$
Current		
ASX listed investments		
Carrying amount as at beginning of year	–	730,734
Movement due to transfers, disposals and capital returns	–	(946,947)
Changes in fair value recognised in reserves	–	216,213
Total investments – available for sale – Current	–	–
Non-current		
Unlisted investments		
Carrying amount as at beginning of year	3,844,888	6,616,762
Movement due to transfers, disposals and capital returns	(934,179)	(2,704,388)
Changes in fair value recognised in reserves	(340,611)	(67,486)
Total investments – available for sale – Non-current	2,570,098	3,844,888
Total investments - available for sale	2,570,098	3,844,888

Investment in unlisted property securities

The Consolidated Entity continues to hold a number of unlisted property security funds. During the year, the Consolidated Entity received capital returns from certain underlying investments and participated in redemption and sale opportunities where possible. Due to a variety of factors inherent in the underlying funds, the Consolidated Entity may have limited ability to realise these investments as and when it wishes to.

Consistent with 30 June 2016, the Consolidated Entity has generally valued its investments in each of the underlying unlisted property securities funds based on the net asset value provided as at 30 June 2017, or where this has not been provided, the latest available net asset value. In circumstances where the latest available net asset value has not been obtained, an assessment of the appropriateness of the value has been made based on knowledge of valuation and transactional movements in the underlying investment's structure as compared to similar portfolios. Although the Directors of the Responsible Entity consider this value to represent fair value as at the reporting date, uncertainty exists as to the likely unit price of each of the unlisted property securities funds when these funds re-commence acceptance of redemptions.

9 Units on issue

	Year ended 30 June 2017 \$	Year ended 30 June 2017 Units	Year ended 30 June 2016 \$	Year ended 30 June 2016 Units
Ordinary units				
Opening balance	20,234,339	811,443,720	28,171,820	811,443,720
Returns of capital	(7,900,216)	–	(7,937,481)	–
Closing balance	12,334,123	811,443,720	20,234,339	811,443,720

In accordance with the Fund's Constitution, each unitholder is entitled to receive distributions as declared from time to time by the Responsible Entity and are entitled to one vote at unitholder meetings. In accordance with the Fund's Constitution, each unit represents a right to an individual share in the Fund and does not extend to an interest in a particular part of the Fund.

Notes to the Consolidated Financial Statements continued

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BAO Trust

For the year ended 30 June 2017

10 Reserves

	Consolidated	
	Year ended 2017 \$	Year ended 2016 \$
Available for sale reserve	996,095	2,270,885
Foreign currency translation reserve	4,726,039	4,695,212
Total reserves	5,722,134	6,966,097

	Consolidated	
	Year ended 30 June 2017 \$	Year ended 30 June 2016 \$
Available for sale reserve		
Opening balance	2,270,885	2,108,001
Movement in relation to unlisted investments	(1,274,790)	865,266
Movement in relation to ASX listed investments	–	(702,382)
Closing balance	996,095	2,270,885

	Consolidated	
	Year ended 30 June 2017 \$	Year ended 30 June 2016 \$
Foreign currency translation reserve		
Opening balance	4,695,212	3,768,343
Share of associate's reserves	30,827	926,869
Closing balance	4,726,039	4,695,212

11 Undistributed losses

	Consolidated	
	Year ended 30 June 2017 \$	Year ended 30 June 2016 \$
Opening balance	(13,202,696)	(12,100,983)
Net profit/(loss)	1,042,719	(486,576)
Distributions to unitholders	(1,136,021)	(615,137)
Closing balance	(13,295,998)	(13,202,696)

12 Financial instruments

Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which revenues and expenses are recognised, in respect of each class of financial asset and financial liability, are disclosed in Note 3 to the consolidated financial statements.

Throughout the year, in assessing the size and frequency of any distributions, the capacity of the Fund to accept redemption requests or to accept new applications for units, the Responsible Entity considers all of the risk factors disclosed below. This includes considering the liquid/illiquid nature of any assets or investments made by the Fund.

a Capital risk management

The Board's intention is to provide periodic income to unitholders, to maximise the capital value of its assets and, when appropriate, to realise those assets in order to return cash to unitholders. The Board monitors the net assets of the Consolidated Entity, along with earnings per unit invested and distributions paid per unit.

Notes to the Consolidated Financial Statements continued

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BAO Trust

For the year ended 30 June 2017

12 Financial instruments continued

b Financial risk management

Overview

The Consolidated Entity is exposed to financial risks in the course of its operations. These exposures arise at two levels, direct exposures, which arise from the Consolidated Entity's use of financial instruments and indirect exposures, which arise from the Consolidated Entity's equity investments in other funds (Underlying Funds), and can be summarised as follows:

- credit risk;
- liquidity risk; and
- market risk (including interest rate risk, foreign currency risk and equity price risk).

The Underlying Funds are exposed to financial risks in the course of their operations, which can impact their profitability. The profitability of the Underlying Funds impacts the returns the Consolidated Entity earns from these investments and the investment values.

The Responsible Entity has responsibility for the establishment and monitoring of a risk management framework. This framework seeks to minimise the potential adverse impact of the above risks on the Consolidated Entity's financial performance. The Board of the Responsible Entity is responsible for developing risk management policies and the Board Risk and Compliance Committee (which is established by the Board) is responsible for ensuring compliance with those risk management policies as outlined in the compliance plan.

Compliance with the Consolidated Entity's policies is reviewed by the Responsible Entity on a regular basis. The results of these reviews are reported to the Board and Board Risk and Compliance Committee of the Responsible Entity quarterly.

Investment mandate

The Consolidated Entity's investment policy, as disclosed in its Constitution, is to invest in unlisted and ASX listed property trust securities, property related securities, direct property and cash. Following from the approval of the BAO wind up proposal in 2012, the Consolidated Entity will hold the investments, distribute net income earned from the investments to unitholders on a periodic basis together with maximising capital value and, when appropriate, realise the value of the assets and distribute the proceeds. It is not intended that the Fund will make any further investments.

c Credit risk

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

Sources of credit risk and risk management strategies

The Consolidated Entity is exposed to both direct and indirect credit risk in the normal course of its operations. Direct credit risk arises principally from the Consolidated Entity's investment securities (in terms of distributions receivable and capital invested). Other credit risk also arises for the Consolidated Entity from cash and cash equivalents. The credit risk on liquid funds is assessed to be limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

Indirect credit risk arises principally from the Consolidated Entity's investments in property trusts and their property tenants and derivative counterparties.

Investments - available for sale – ASX listed and unlisted property trusts

Credit risk arising from investments is mitigated by investing in securities in accordance with the Fund's Constitution.

Following from the approval of the BAO wind up proposal in 2012, the Consolidated Entity will hold the investments, distribute net income earned from the investments to unitholders on a periodic basis together with maximising capital value and, when appropriate, realise the value of the assets and distribute the proceeds. It is not intended that the Fund will make any further investments.

Notes to the Consolidated Financial Statements continued

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BAO Trust

For the year ended 30 June 2017

12 Financial instruments continued

c Credit risk continued

Exposure to credit risk

The table below shows the maximum exposure to credit risk at the reporting date.

	Consolidated 2017 \$	2016 \$
Cash and cash equivalents	295,914	2,168,650
Trade and other receivables	53,024	75,187
Investments – available for sale	2,570,098	3,844,888
Total exposure to credit risk	2,919,036	6,088,725

Concentrations of credit risk exposure

The Consolidated Entity does not have any significant concentrations of credit risk at the reporting date.

Collateral obtained/held

Where applicable, the Consolidated Entity obtains collateral from counterparties to minimise the risk of default on their contractual obligations. At the reporting date, the Consolidated Entity did not hold any collateral in respect of its financial assets (2016: nil). During the year ended 30 June 2017, the Consolidated Entity did not call on any collateral provided (2016: nil).

Financial assets past due but not impaired

The ageing of the Consolidated Entity's receivables at the reporting date is detailed below:

	Consolidated 2017 \$	2016 \$
Current	53,024	75,187
Total trade and other receivables	53,024	75,087

For the Consolidated Entity, amounts recognised above are not deemed to be impaired. There are no significant financial assets that have had their terms renegotiated that would otherwise have rendered the financial assets past due or impaired (2016: nil). During the year ended 30 June 2017, nil receivables were written off by the Consolidated Entity (2016: nil).

d Liquidity risk

Liquidity risk is the risk that the Consolidated Entity will not be able to meet its financial obligations as and when they fall due.

Sources of liquidity risk and risk management strategies

The Consolidated Entity is exposed to direct and indirect liquidity risk in the normal course of its operations. The main sources of liquidity risk for the Consolidated Entity are related to redemptions by unitholders and unlisted investment securities. The Consolidated Entity does not have any interest bearing liabilities.

The Consolidated Entity's approach to managing liquidity risk is to work to ensure that it has sufficient cash available to meet its liabilities as and when they fall due without incurring unacceptable losses or risking damage to the Consolidated Entity's reputation.

The Consolidated Entity's specific risk management strategies are discussed below.

Notes to the Consolidated Financial Statements continued

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BAO Trust

For the year ended 30 June 2017

12 Financial instruments continued

d Liquidity risk continued

Interest bearing liabilities

The Consolidated Entity is not exposed to liquidity risk (refinancing risk) on interest bearing loans as no interest bearing loans exist. The Underlying Funds are exposed to liquidity risk (refinancing risk) on their interest bearing liabilities. The Consolidated Entity manages this risk by ensuring the Consolidated Entity only invests in funds with investment strategies consistent with the investment objectives of the Consolidated Entity and monitoring the performance of those funds.

Unitholders

Prior to November 2013 unitholders were unable to make any transfers on their units during the period. The Fund's Constitution allows, but does not oblige, the Responsible Entity to implement a withdrawal in accordance with the Fund's Constitution or Part 5C.6 of the *Corporations Act 2001*. No withdrawal facilities have been implemented by the Fund to date.

Investments - available for sale

The Consolidated Entity's listed investments are considered readily realisable as they are listed on the ASX. The Consolidated Entity's unlisted investments are not considered as liquid as listed investments. Refer to investments – available for sale (Note 8) for further details. The Consolidated Entity manages this risk by ensuring the Consolidated Entity only invests in funds with investment strategies consistent with the investment objectives of the Consolidated Entity and monitoring the performance of those funds. The Consolidated Entity's liquidity risk is also managed in accordance with its investment policy under the Fund's Constitution.

Following from the approval of the BAO wind up proposal in 2012, the Consolidated Entity will hold the investments, distribute net income earned from the investments to unitholders on a periodic basis together with maximising capital value and, when appropriate, realise the value of the assets and distributing the proceeds. It is not intended that the Fund will make any further investments.

Defaults and breaches

During the year ended 30 June 2017, the Consolidated Entity was not subject to any covenants, and as such, no covenants have been breached (2016: nil).

Maturity analysis of financial liabilities

The following are the contractual maturities of financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Consolidated Entity can be required to pay.

2017	Carrying amount	Contractual cash flows	Consolidated \$			
			0 to 12 months	1 to 2 years	2 to 5 years	Greater than 5 years
Trade and other payables	35,162	35,162	35,162	–	–	–
Total financial liabilities	35,162	35,162	35,162	–	–	–

2016	Carrying amount	Contractual cash flows	Consolidated \$			
			0 to 12 months	1 to 2 years	2 to 5 years	Greater than 5 years
Trade and other payables	47,684	47,684	47,684	–	–	–
Distributions and capital returns payable	1,755,963	1,755,963	1,755,963	–	–	–
Total financial liabilities	1,803,647	1,803,647	1,803,647	–	–	–

Notes to the Consolidated Financial Statements continued

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BAO Trust

For the year ended 30 June 2017

12 Financial instruments continued

e Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Consolidated Entity's income or the value of its financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising returns.

Sources of market risk and risk management strategies

The Consolidated Entity is exposed to both direct and indirect market risk in the normal course of their operations. Direct market risk arises principally from the Consolidated Entity's ASX listed property securities investment portfolio and the related equity price risk. Indirect market risk arises in the form of equity price risk, interest rate risk and foreign currency risk.

The Consolidated Entity will only invest in funds with investment strategies consistent with the investment objectives of the Consolidated Entity and will monitor the performance of those funds.

Interest rate risk

Interest rate risk refers to the risk that the value of a financial instrument or cash flows associated with the instrument will fluctuate due to changes in market interest rates. Cash and cash equivalents balances will also fluctuate with changes in interest rates due to interest earned. The key source of interest rate risk for the Consolidated Entity is derived from cash balances. The Consolidated Entity is not exposed to interest rate risk on liabilities.

The table below shows the Consolidated Entity's direct exposure to interest rate risk.

	Floating rate \$	Fixed rate \$	Non-interest bearing \$	Total \$
Consolidated 2017				
Financial assets				
Cash and cash equivalents	44,398	251,516	–	295,914
Trade and other receivables	–	–	53,024	53,024
Investments – available for sale	–	–	2,570,098	2,570,098
Total financial assets	44,398	251,516	2,623,122	2,919,036
Financial liabilities				
Trade and other payable	–	–	35,162	35,162
Total financial liabilities	–	–	35,162	35,162

	Floating rate \$	Fixed rate \$	Non-interest bearing \$	Total \$
Consolidated 2016				
Financial assets				
Cash and cash equivalents	1,770,394	398,256	–	2,168,650
Trade and other receivables	–	–	75,187	75,187
Investments – available for sale	–	–	3,844,888	3,844,888
Total financial assets	1,770,394	398,256	3,920,075	6,088,725
Financial liabilities				
Trade and other payables	–	–	47,684	47,684
Distributions and capital returns payable	–	–	1,755,963	1,755,963
Total financial liabilities	–	–	1,803,647	1,803,647

Sensitivity analysis

A change of +/- 1% in interest rates at the reporting date would increase/(decrease) interest on cash and therefore profit or loss and net assets by \$444 (2016: \$17,704) assuming that all other variables remain constant.

Notes to the Consolidated Financial Statements continued

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BAO Trust

For the year ended 30 June 2017

12 Financial instruments continued

e Market risk continued

Foreign currency risk

Foreign currency risk is the risk that the market value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

During the current year, the Consolidated Entity has not been exposed to direct foreign currency risk (2016: nil). The Consolidated Entity is exposed to indirect foreign currency risk due to its investments in Underlying Funds that are exposed to foreign currency risk related to their overseas operations. The Consolidated Entity manages this risk by ensuring the Consolidated Entity only invests in funds with investment strategies consistent with the investment objectives of the Consolidated Entity and monitoring the performance of those funds.

Whilst the Consolidated Entity has an indirect risk exposure to foreign currency risk, no sensitivity analysis has been performed as the impact of a reasonably possible change in foreign exchange rates on the Consolidated Entity cannot be reliably measured.

f Other market risk

Other market risk is the risk that the total value of investments will fluctuate as a result of changes in market prices. The primary source of other market risk for the Consolidated Entity is associated with its ASX listed and unlisted investment portfolio.

The Responsible Entity manages the Consolidated Entity's market risk on a daily basis in accordance with the Consolidated Entity's investment objectives and policies. These are detailed in the Fund's Constitution.

Sensitivity analysis

A change of +/- 10% in equity prices would increase/(decrease) the value of investments available for sale and therefore net assets and equity by \$257,010 (2016: \$384,489) assuming that all other variables remain constant.

Methods for determining fair values

A number of the Consolidated Entity's accounting policies and disclosures require the determination of fair value for financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods.

Cash and cash equivalents and trade and other receivables

Fair value, which is determined for disclosure purposes, is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date.

Investments – available for sale

Fair value for ASX listed investments is calculated based on the closing price of the security at the reporting date. Fair value for unlisted investments is calculated based on the latest available net asset values. Refer to investments – available for sale (Note 8) for further details.

Notes to the Consolidated Financial Statements continued

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BAO Trust

For the year ended 30 June 2017

12 Financial instruments continued

g Fair values continued

Fair values versus carrying amounts

The Consolidated Entity is required to disclose fair value measurements by level of the following fair value measurement hierarchy:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
- inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (level 2); and
- inputs for the asset or liability that are not based on observable market data (unobservable inputs) (level 3).

The following table presents the Consolidated Entity's assets and liabilities measured and recognised at fair value. The carrying amounts of cash and cash equivalents, trade and other receivables, and trade and other payables are assumed to reasonably approximate their fair values due to their short-term nature. Accordingly, fair value disclosures are not provided for such assets and liabilities.

	Level 1 \$	Level 3 \$	Total \$
Consolidated Entity – at 30 June 2017			
Assets			
Investments – available for sale			
– Unlisted investments	–	2,570,098	2,570,098
Total assets	–	2,570,098	2,570,098

	Level 1 \$'000	Level 3 \$'000	Total \$'000
Consolidated Entity – at 30 June 2016			
Assets			
Investments – available for sale			
– Unlisted investments	–	3,844,888	3,844,888
Total assets	–	3,844,888	3,844,888

Reconciliation of level 3 fair value measurements:

	Investments available for sale \$	Total \$
Consolidated Entity – for the year ended 30 June 2017		
Opening balance – 1 July 2016	3,844,888	3,844,888
Disposals, capital returns and transfers	(934,179)	(934,179)
Gains recognised in other comprehensive income	(340,611)	(340,611)
Closing balance – 30 June 2017	2,570,098	2,570,098
Total losses for the year included in the profit or loss attributable to losses relating to assets held at the end of year	–	–

	Investments available for sale \$	Total \$
Consolidated Entity – for the year ended 30 June 2016		
Opening balance – 1 July 2015	6,616,762	6,616,762
Disposals and capital returns	(2,704,000)	(2,704,000)
Gains recognised in other comprehensive income	(67,874)	(67,874)
Closing balance – 30 June 2016	3,844,888	3,844,888
Total losses for the year included in the profit or loss attributable to losses relating to assets held at the end of year	–	–

During the current year no investments was transferred between levels 1 and 3 (2016: one investment transferred from level 3 to level 1).

Notes to the Consolidated Financial Statements continued

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BAO Trust

For the year ended 30 June 2017

13 Reconciliation of cash flows from operating activities

	Consolidated	
	Year ended 30 June 2017 \$	Year ended 30 June 2016 \$
Net profit/(loss) for the year	1,042,719	(486,576)
Adjustments for:		
<i>Items classified as investing activities</i>		
Net gain on disposal of ASX listed and unlisted property trusts	(934,179)	(1,178,908)
<i>Non cash items</i>		
Share of net (gain)/loss of investments accounted for using the equity method	(33,218)	1,956,722
Operating profit before changes in working capital	75,322	291,238
Changes in assets and liabilities during the year		
Decrease in trade and other receivables	22,163	3,024
(Decrease)/increase in trade and other payables	(12,521)	15,935
Net cash flows from operating activities	84,964	310,197

14 Related parties

Responsible Entity

The Responsible Entity of the Fund is Brookfield Capital Management Limited.

Key management personnel

The Fund is required to have an incorporated Responsible Entity to manage the activities of the Fund. The Directors of the Responsible Entity are Key Management Personnel of that entity.

F. Allan McDonald
Barbara Ward
Shane Ross

No compensation is paid to any of the Key Management Personnel of the Responsible Entity directly by the Fund or Consolidated Entity.

Directors' interests

The following table sets out each Director's relevant interest in the units, debentures, rights, interests in registered schemes and rights or options over such instruments issued by the entities within the Consolidated Entity and other related bodies corporate as at the date of this report:

Director	BAO Trust units held
F. Allan McDonald	—
Barbara Ward	—
Shane Ross	—

No options are held by/have been issued to Directors.

Responsible Entity's fees and other transactions

In accordance with the Fund Constitution, Brookfield Capital Management Limited is entitled to receive:

Management fee

A management fee based on the gross value of assets (adjusted for related party funds) of the Fund is payable to the Responsible Entity. The fee is payable by the Fund quarterly in arrears. The management fee expense for the year ended 30 June 2017 was \$15,049 (2016: \$20,995). As at 30 June 2017, the management fee payable to the Responsible Entity was \$2,872 (30 June 2016: \$5,270).

Parent entities

The ultimate Australian parent of the Consolidated Entity is BHCA 1 Pty Limited (previously BHCA Pty Limited). The ultimate parent of the Consolidated Entity is Brookfield Asset Management Inc.

Notes to the Consolidated Financial Statements continued

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BAO Trust

For the year ended 30 June 2017

14 Related parties continued

Related party unitholders

The following interests were held by related entities in the Consolidated Entity during the year:

- Brookfield Capital Securities Limited, as trustee for Brookfield Multiplex PPF Investment No.2 Trust, holds 328,609,014 units or 40.5% of the Fund at year end (30 June 2016: 328,609,014 units or 40.5%);
- Brookfield Multiplex Capital Pty Ltd holds 9,737,640 units or 1.2% of the Fund at year end (30 June 2016: 9,737,640 units or 1.2%); and
- Multiplex APF Pty Ltd, as trustee for Multiplex APF Trust, holds 163,751,624 units or 20.2% of the Fund at year end (30 June 2016: 163,751,624 units or 20.2%).

JP Morgan Chase Bank N.A., as custodian for the Fund, holds the following investments in related party entities at year end:

- Multiplex European Property Fund – 12,750,050 units or 5.2% (2016: 12,750,050 units or 5.2%);
- Multiplex New Zealand Property Fund – 43,890,679 units or 20.1% (2016: 43,890,679 units or 20.1%);
- Multiplex Property Income Fund – 30,075,871 ordinary units or 100% of ordinary units (2016: 30,075,871 ordinary units or 100%); and
- Multiplex Development and Opportunity Fund – 9,320,388 units or 5.7% (2016: 9,320,388 units or 5.7%).

	Consolidated 2017 \$	2016 \$
Transactions with associates		
Capital returns and distribution from equity accounted investment	7,900,216	1,755,628
Equity accounted investment in MNZPF	1,876,385	9,712,662
Transactions with the Responsible Entity		
Management fees	15,049	20,995
Management fee payable	2,872	5,270
Transactions with related parties of the Responsible Entity		
Investments held (at fair value)		
- Multiplex Development and Opportunity Fund	91,340	269,648
- Multiplex European Property Fund	293,251	1,160,255
Distributions and capital returns		
- Multiplex Development and Opportunity Fund	172,427	1,765,282
- Multiplex European Property Fund	761,752	–

Transactions with related parties are conducted on normal commercial terms and conditions. Distributions and returns of capital paid by the Consolidated Entity to related party unitholders are made on the same terms and conditions applicable to all unitholders.

Deed of indemnity between BAO and the Fund

During the financial year ended 30 June 2013, prior to the wind up of BAO, BAO entered into an agreement with the Fund. Under the agreement, if at any time after the winding up of BAO, the trustee of BAO (which currently is Brookfield Capital Management Limited) becomes aware of any asset to which BAO would have been entitled prior to the winding up and which has not been transferred to the Fund in accordance with the proposal outlined in the BAO explanatory memorandum, the trustee shall hold such asset on behalf of the Fund. Furthermore, the trustee undertakes in its capacity as Responsible Entity of the Fund to indemnify the trustee (in its personal capacity) from the Fund from any claims against the trustee arising from the performance of its duties as the responsible entity of BAO.

15 Contingent liabilities and assets

No contingent liabilities or assets existed at 30 June 2017 (2016: nil).

16 Capital commitments

There were no capital commitments at 30 June 2017 (2016: nil).

17 Events subsequent to reporting date

Other than as disclosed, there are no matters or circumstances which have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Consolidated Entity, the results of those operations, or the state of affairs of the Consolidated Entity in subsequent financial years.

Director's Declaration

BAO Trust

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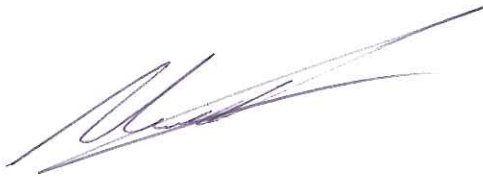
For the year ended 30 June 2017

In the opinion of the Directors of Brookfield Capital Management Limited, as Responsible Entity of BAO Trust:

- a The consolidated financial statements and notes, set out in pages 10 to 28, are in accordance with the *Corporations Act 2001*, including:
 - i giving a true and fair view of the financial position of the Consolidated Entity as at 30 June 2017 and of its performance, for the financial year ended on that date;
 - ii complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*; and
 - iii complying with International Financial Reporting Standards, as stated in Note 2 to the consolidated financial statements.
- b There are reasonable grounds to believe that the Fund will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of the Directors of Brookfield Capital Management Limited pursuant to Section 295(5) of the *Corporations Act 2001*.

Dated at Sydney this 28th day of August 2017.



Shane Ross

Director

Brookfield Capital Management Limited

Independent Auditor's Report to the Unitholders of BAO Trust

Opinion

We have audited the financial report of BAO Trust (the "Trust") which comprises the consolidated statement of financial position as at 30 June 2017, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, and the directors' declaration.

In our opinion, the accompanying financial report of the 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 30 June 2017 and of its financial performance for the year then ended; and
- (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Trust in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Trust, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Other Information

The directors are responsible for the other information. The other information comprises the Directors' Report included in the Trust's financial report for the year ended 30 June 2017, but does not include the financial report and our auditor's report thereon.

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

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

Responsibilities of the Directors for the Financial Report

The directors of the Trust 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 gives a true and fair view and is free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Trust's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Trust to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

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

DELOITTE TOUCHE TOHMATSU

DELOITTE TOUCHE TOHMATSU

A. COLEMAN

Andrew J Coleman
Partner

Chartered Accountants
Sydney, 28 August 2017