

Third Link Growth Fund

ARSN 130 165 552

Annual report - 30 June 2016

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Directors' report

The directors of Bennelong Funds Management Ltd, the Responsible Entity of Third Link Growth Fund, present their report together with the financial statements of Third Link Growth Fund ("the Scheme"), for the year ended 30 June 2016.

Responsible Entity

The Responsible Entity of Third Link Growth Fund is Bennelong Funds Management Ltd (ABN 39 111 214 085), formerly Treasury Group Investment Services Limited (ABN 38 099 932 920). This change in Responsible Entity occurred on 15 June 2016. The Responsible Entity's registered office is:

Bennelong Funds Management Ltd
Bennelong House
First Floor, 9 Queen Street
Melbourne VIC 3000

Principal activities

During the year, the Scheme continued to invest in accordance with target asset allocations as set out in the governing documents of the Scheme and in accordance with the provisions of the Scheme's Constitution.

The Scheme did not have any employees during the year.

There were no significant changes in the nature of the Scheme's activities during the year.

Directors

The following persons held office as directors of Treasury Group Investment Services Limited from 1 July 2015 until 15 June 2016:

Joseph Ferragina
Peter Kennedy
David Griswold

The following persons held office as directors of Bennelong Funds Management Ltd from 16 June 2016 and up to the date of this report:

Craig Bingham (Chief Executive Officer)
Stephen Rix
Andrea Waters

Review and results of operations

The performance of the Scheme, as represented by the results of its operations, was as follows:

	Year ended	
	30 June 2016 \$'000	30 June 2015 \$'000
Net operating profit	<u>12,060</u>	<u>7,097</u>
<i>Distributions</i>		
Distribution paid and payable	<u>5,571</u>	<u>6,509</u>
Distribution (cents per unit)	<u>7.79</u>	<u>10.60</u>

Directors' report (continued)

Significant changes in state of affairs

The Responsible Entity of the Scheme changed from Treasury Group Investment Services Limited to Bennelong Funds Management Ltd on 15 June 2016.

Except for the above, in the opinion of the directors, there were no significant changes in the state of affairs of the Scheme that occurred during the financial year.

Matters subsequent to the end of the financial year

No matter or circumstance has arisen since 30 June 2016 that has significantly affected, or may significantly affect:

- (i) the operations of the Scheme in future financial years, or
- (ii) the results of those operations in future financial years, or
- (iii) the state of affairs of the Scheme in future financial years.

Likely developments and expected results of operations

The Scheme will continue to be managed in accordance with the investment objectives and guidelines as set out in the governing documents of the Scheme and in accordance with the provisions of the Scheme's Constitution.

The results of the Scheme's operations will be affected by a number of factors, including the performance of investment markets in which the Scheme invests. Investment performance is not guaranteed and future returns may differ from past returns. As investment conditions change over time, past returns should not be used to predict future returns.

Further information on likely developments in the operations of the Scheme and the expected results of those operations have not been included in this report because the Responsible Entity believes it would be likely to result in unreasonable prejudice to the Scheme.

Indemnification and insurance of officers and auditors

No insurance premiums are paid for out of the assets of the Scheme in regards to insurance cover provided to either the officers of Bennelong Funds Management Ltd or the auditors of the Scheme. So long as the officers of Bennelong Funds Management Ltd act in accordance with the Scheme's Constitution and the Law, the officers remain indemnified out of the assets of the Scheme against losses incurred while acting on behalf of the Scheme. The auditors of the Scheme are in no way indemnified out of the assets of the Scheme.

Fees paid to and interests held in the Scheme by the Responsible Entity or its associates

Fees paid to the Responsible Entity and its associates out of Scheme property during the year are disclosed in note 8 to the financial statements.

No fees were paid out of Scheme property to the directors of the Responsible Entity during the year.

The number of interests in the Scheme held by the Responsible Entity or its associates as at the end of the financial year are disclosed in note 8 to the financial statements.

Interests in the Scheme

The movement in units on issue in the Scheme during the year is disclosed in note 4 to the financial statements.

The value of the Scheme's assets and liabilities is disclosed in the statement of financial position and derived using the basis set out in note 2 to the financial statements.

Directors' report (continued)

Environmental regulation

The operations of the Scheme are not subject to any particular or significant environmental regulations under a Commonwealth, State or Territory law.

Rounding of amounts to the nearest thousand dollars

The Scheme is an entity of the kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 and in accordance with that instrument, amounts in the consolidated financial report and directors' report have been rounded off to the nearest thousand dollars, unless otherwise indicated.

Auditor's independence declaration

A copy of the Auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 5.

This report is made in accordance with a resolution of the directors.



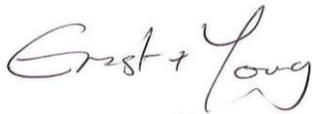
Craig Bingham (Chief Executive Officer)
Director

Melbourne
28 September 2016

Auditor's Independence Declaration to the Directors of Bennelong Funds Management Limited, as Responsible Entity for Third Link Growth Fund (the "Scheme")

As lead auditor for the audit of the Scheme for the financial year ended 30 June 2016, I declare to the best of my knowledge and belief, there have been:

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



Ernst & Young



Darren J Handley-Greaves
Partner
Sydney
28 September 2016

Third Link Growth Fund
Statement of comprehensive income
For the year ended 30 June 2016

Statement of comprehensive income

		Year ended	
		30 June	30 June
		2016	2015
	Notes	\$'000	\$'000
Investment income			
Interest income	3	33	40
Dividends/distribution income		5,731	6,096
Changes in fair value of investments held for trading		6,649	1,159
Fee rebates from investments made	8	<u>912</u>	<u>894</u>
Total net investment income		<u>13,325</u>	<u>8,189</u>
Expenses			
Responsible Entity's fees	8	<u>1,265</u>	<u>1,092</u>
Total operating expenses		<u>1,265</u>	<u>1,092</u>
Operating profit		<u>12,060</u>	<u>7,097</u>
Finance costs attributable to unitholders			
Distributions to unitholders	5	(5,571)	(6,509)
Change in net assets attributable to unitholders	4	<u>(6,489)</u>	<u>(588)</u>
Profit/(loss) for the year		<u>-</u>	<u>-</u>

The above statement of comprehensive income should be read in conjunction with the accompanying notes.

Third Link Growth Fund
Statement of financial position
As at 30 June 2016

Statement of financial position

		As at	
		30 June	30 June
		2016	2015
	Notes	\$'000	\$'000
Assets			
Cash and cash equivalents	6	1,766	1,346
Investments in financial assets held for trading	7	95,558	76,605
Other receivables		23	22
Dividends/distributions receivable		4,057	4,226
Applications receivable		145	315
Interest receivable		1	3
Total assets		101,550	82,517
Liabilities			
Distributions payable	5	4,197	5,338
Redemptions payable		272	137
Payables	8	127	110
Total liabilities (excluding net assets attributable to unitholders)		4,596	5,585
Net assets attributable to unitholders - liability	4	96,954	76,932

The above statement of financial position should be read in conjunction with the accompanying notes.

The Scheme's net assets attributable to unitholders are classified as a liability under AASB 132 Financial Instruments: Presentation. As such, the Scheme has no equity and no items of changes in equity have been presented for the current or comparative year.

Third Link Growth Fund
Statement of changes in net assets attributable to unitholders
For the year ended 30 June 2016

Statement of changes in net assets attributable to unitholders

	Notes	Year ended	
		30 June 2016 \$'000	30 June 2015 \$'000
Net assets attributable to unit holders at the beginning of the financial year		76,932	65,445
Operating profit attributable to unitholders		12,060	7,097
Distributions to unitholders		(5,571)	(6,509)
Applications for units	4	14,661	15,519
Redemptions of units	4	(1,128)	(4,620)
Net assets attributable to unitholders at the end of the financial year		96,954	76,932

The above statement of changes in net assets attributable to unitholders should be read in conjunction with the accompanying notes.

Third Link Growth Fund
Statement of cash flows
For the year ended 30 June 2016

Statement of cash flows

		Year ended	
		30 June	30 June
		2016	2015
Notes		\$'000	\$'000
Cash flows from operating activities			
	Proceeds from sale of investments held for trading	10,612	7,709
	Purchase of investments held for trading	(22,916)	(18,646)
	Dividends/distributions received	5,900	4,606
	Interest received	35	37
	Fee rebates received from investments made	912	894
	Responsible Entity's fees paid	(1,249)	(1,075)
	Net cash inflow/(outflow) from operating activities	<u>(6,706)</u>	<u>(6,475)</u>
11(a)			
Cash flows from financing activities			
	Proceeds from applications by unitholders	11,248	13,978
	Payments for redemptions to unitholders	(993)	(4,482)
	Distributions paid	(3,129)	(1,960)
	Net cash inflow/(outflow) from financing activities	<u>7,126</u>	<u>7,536</u>
Net increase/(decrease) in cash and cash equivalents		420	1,061
	Cash and cash equivalents at the beginning of the year	<u>1,346</u>	<u>285</u>
	Cash and cash equivalents at the end of the year	<u>1,766</u>	<u>1,346</u>
11(b), 6			

The above statement of cash flows should be read in conjunction with the accompanying notes.

1 General information

This financial report covers Third Link Growth Fund ("the Scheme") as an individual entity, which is an Australian registered managed Scheme. The Scheme was constituted on 12 March 2008. The Scheme will terminate on 11 March 2088 unless terminated earlier in accordance with the provisions of the Scheme's Constitution.

The Responsible Entity of the Scheme is Bennelong Funds Management Ltd (the "Responsible Entity") which is incorporated and domiciled in Australia, formerly Treasury Group Investment Services Limited (ABN 38 099 932 920). This change in Responsible Entity occurred on 15 June 2016. The Responsible Entity's registered office is:

Bennelong Funds Management Ltd
Bennelong House
First Floor, 9 Queen Street
Melbourne VIC 3000

The financial statements were authorised for issue by the directors on 28 September 2016. The directors of the Responsible Entity have the power to amend and reissue the financial report.

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated in the following text.

(a) Basis of preparation

This general purpose financial report has been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, Accounting Interpretations, *Corporations Act 2001* in Australia and the Scheme's Constitution.

The financial report is prepared on a historical cost basis except for investments in financial assets, which have been measured at fair value.

The statement of financial position is presented on a liquidity basis. Assets and liabilities are presented in decreasing order of liquidity and are not distinguished between current and non-current. All balances are expected to be recovered or settled within twelve months, except for investments in financial assets and liabilities at fair value through profit or loss and net assets attributable to unitholders. The amount expected to be recovered or settled within twelve months in relation to these balances cannot be reliably determined.

The financial report is presented in Australian dollars.

Compliance with International Financial Reporting Standards

The financial statements of the Scheme also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

New and amended standards adopted by the Scheme

The Scheme has applied the following new and revised accounting standards which became effective for the annual reporting period commencing on 1 July 2015:

- *AASB 2015-3 Amendments to Australian Accounting Standards arising from the Withdrawal of AASB 1031 Materiality*

The Standard completes the AASB's project to remove Australian guidance on materiality from Australian Accounting Standards. The adoption of the amendments had no material impact on the financial statements of the Scheme.

2 Summary of significant accounting policies (continued)

(a) Basis of preparation (continued)

Compliance with International Financial Reporting Standards (continued)

- AASB 2015-5 Amendments to Australian Accounting Standards - Investment Entities: Applying the Consolidation Exception

This makes amendments to AASB 10, AASB 12 Disclosure of Interests in Other Entities and AASB 128 arising from the IASB's narrow scope amendments associated with Investment Entities. The adoption of the amendments had no material impact on the financial statements of the Scheme.

There are no other standards, interpretations or amendments to existing standards that are effective for the first time for the financial year beginning 1 July 2015 that have a material impact on the Scheme.

(b) New accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2016 reporting period and have not been early adopting by the Scheme. The director's assessment of the impact of these new standards (to the extent relevant to the Scheme) and interpretations is set out below.

(i) AASB 9 *Financial Instruments* (and applicable amendments), (effective from 1 January 2018)

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

The directors do not expect this to have a significant impact on the recognition and measurement of the Scheme's financial instruments as they are carried at fair value through profit or loss.

The derecognition rules have not been changed from the previous requirements, and the Scheme does not apply hedge accounting. AASB 9 introduces a new impairment model. However, as the Scheme's investments are all held at fair value through profit or loss, the change in impairment rules will not impact the Scheme.

The Scheme has not yet decided if it will early adopt AASB 9.

(ii) AASB 15 *Revenue from Contracts with Customers*, (effective from 1 January 2018)

The AASB has issued a new standard for the recognition of revenue. This will replace AASB 118 which covers contracts for goods and services and AASB 111 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 Scheme's main source of income are interest, dividends and gains on financial instruments held at fair value. All of these are outside the scope of the new revenue standard. As a consequence, the directors do not expect the adoption of the new revenue recognition rules to have a significant impact on the Scheme's accounting policies or the amounts recognised in the financial statements.

The Scheme has not yet decided if it will early adopt AASB 15.

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

(c) Structured entities

A structured entity is an entity in which voting or similar rights are not the dominant factor in deciding control. Structured entities are generally created to achieve a narrow and well defined objective with restrictions around their ongoing activities. Depending on the Scheme's power over the activities of the entity and its exposure to and ability to influence its own returns, it may control the entity. In other cases it may have exposure to such an entity but not control it.

2 Summary of significant accounting policies (continued)

(c) Structured entities (continued)

An interest in a structured entity is any form of contractual or non-contractual involvement which creates variability in returns arising from the performance of the entity for the Scheme. Such interests include holdings of units in unlisted trusts. The nature and extent of the Scheme's interests in structured entities are titled "unlisted unit trusts" and are summarised in notes 7 and 10.

The Scheme typically has no other involvement with the structured entity other than the securities it holds as part of trading activities and its maximum exposure to loss is restricted to the carrying value of the asset.

Exposure to trading assets are managed in accordance with financial risk management practices as set out in note 9, which includes an indication of changes in risk measures compared to prior year.

(d) Investment in financial assets

Purchases and sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the market place are recognised on the trade date, i.e. the date that the Scheme commits to purchase or sell the assets.

Available for sale

All investments are initially recognised at fair value, being the fair value of the consideration paid excluding transaction costs. After initial recognition, the financial assets available for sale are revalued to fair value at each reporting date.

For investments that are actively traded in organised financial markets, fair value is determined by reference to exchange quoted market bid prices at the close of business on the reporting date.

Changes in fair value of investments available for sale are recognised in the statement of comprehensive income. Investments of the Scheme which are considered to be available for sale are equity securities, units in managed investment schemes and some interest bearing securities which have been acquired principally for the purpose of selling in the near term.

Financial liabilities

The Scheme's financial liabilities are categorised as financial instruments available for sale. These include investments in listed and unlisted equities, listed and unlisted trusts and convertible notes. Derivative financial instruments including forward contracts and options are considered held for trading. The Scheme does not designate any derivatives as hedges in a hedging relationship.

(i) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

(e) Net assets attributable to unitholders

Units are redeemable at the unitholders' option and are therefore classified as financial liabilities. The units can be put back to the Scheme at any time for cash equal to a proportionate share of the Scheme's net asset value. The fair value of redeemable units is measured at the redemption amount that is payable (based on the redemption unit price) at the end of the reporting date if unitholders exercise their right to put the units back to the Scheme.

Because the Scheme's redemption unit price is based on different valuation principles to that in financial reporting, a valuation difference exists which has been treated as a separate component of net assets attributable to unitholders.

2 Summary of significant accounting policies (continued)

(f) Cash and cash equivalents

For statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short term, highly liquid investments with original maturities of three months or less from the date of acquisition that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in the statement of financial position.

Payments and receipts relating to the purchase and sale of investment securities are classified as cash flows from operating activities, as movements in the fair value of these securities represent the Scheme's main income generating activity.

(g) Investment income

Interest income is recognised in the statement of comprehensive income for all financial instruments that are not held at fair value through profit or loss using the effective interest method. Other changes in fair value for such instruments are recorded in accordance with the policies described in note 2(d).

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts throughout the expected life of the financial instrument, or a shorter period where appropriate, to the net carrying amount of the financial asset or liability. When calculating the effective interest rate, the Scheme estimates cash flows considering all contractual terms of the financial instrument (for example, prepayment options) but does not consider future credit losses. The calculation includes all fees paid or received between the parties to the contract that are an integral part of the effective interest rate, including transaction costs and all other premiums or discounts.

Dividend income is recognised on the ex-dividend date with any related foreign withholding tax recorded as an expense.

Dividends declared on securities sold short are recorded as a dividend expense on the ex-dividend date.

Trust distributions are recognised on an entitlements basis.

(h) Expenses

All expenses, including Responsible Entity's fees and reimbursable fees, are recognised in statement of comprehensive income on an accruals basis.

(i) Income tax

Under current legislation, the Scheme is not subject to income tax provided the taxable income of the Scheme is fully distributed either by way of cash or reinvestment (i.e. unitholders are presently entitled to the income of the Scheme).

Financial instruments held at fair value may include unrealised capital gains. Should such a gain be realised, that portion of the gain that is subject to capital gains tax will be distributed so that the Scheme is not subject to capital gains tax.

Realised capital losses are not distributed to unitholders but are retained in the Scheme to be offset against any realised capital gains. If realised capital gains exceed realised capital losses, the excess is distributed to unitholders.

The benefits of imputation credits and foreign tax paid are passed on to unitholders.

2 Summary of significant accounting policies (continued)

(i) Income tax (continued)

The Scheme currently incurs withholding tax imposed by certain countries on investment income. Such income is recorded gross of withholding tax in the statement of comprehensive income.

(j) Distributions

In accordance with the Scheme's Constitution, the Scheme distributes income adjusted for amounts determined by the Responsible Entity, to unitholders by cash or reinvestment. The distributions are recognised in the statement of comprehensive income as finance costs attributable to unitholders.

(k) Changes in net assets attributable to unitholders

Income not distributed is included in net assets attributable to unitholders. Movements in net assets attributable to unitholders are recognised in the statement of comprehensive income as finance costs.

(l) Unit prices

The unit price is based on unit price accounting outlined in the Scheme's Constitution and product disclosure statement.

(m) Foreign currency translation

(i) *Functional and presentation currency*

Items included in the Scheme's financial statements are measured using the currency of the primary economic environment in which it operates (the "functional currency"). This is the Australian dollar, which reflects the currency of the economy in which the Scheme competes for funds and is regulated. The Australian dollar is also the Scheme's presentation currency.

(ii) *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translations at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

(n) Due from/to brokers

Amounts due from/to brokers represent receivables for securities sold and payables for securities purchased that have been contracted for but not yet delivered by the end of the year. Trades are recorded on trade date, and for equities normally settled within three business days. A provision for impairment of amounts due from brokers is established when there is objective evidence that the Scheme will not be able to collect all amounts due from the relevant broker. Indicators that the amount due from brokers is impaired include significant financial difficulties of the broker, probability that the broker will enter bankruptcy or financial reorganisation and default in payments.

(o) Receivables

Receivables may include amounts for dividends, interest and trust distributions. Dividends and trust distributions are accrued when the right to receive payment is established. Interest is accrued at the end of each reporting period from the time of last payment in accordance with the policy set out in note 2(g). Amounts are generally received within 30 days of being recorded as receivables.

(p) Payables

Payables include liabilities and accrued expenses owing by the Scheme which are unpaid as at the end of the reporting date.

2 Summary of significant accounting policies (continued)

(p) Payables (continued)

Trades are recorded on trade date, and normally settled within three business days. Purchases of financial instruments that are unsettled at the end of each reporting period are included in payables.

The distribution amount payable to unitholders as at the end of each reporting period is recognised separately in the statement of financial position when unitholders are presently entitled to the distributable income under the Scheme's Constitution.

(q) Applications and redemptions

Applications received for units in the Scheme are recorded net of any entry fees payable prior to the issue of units in the Scheme. Redemptions from the Scheme are recorded gross of any exit fees payable after the cancellation of units redeemed.

(r) Goods and Services Tax (GST)

The GST incurred on the costs of various services provided to the Scheme by third parties such as audit fees, custodial services and investment management fees have been passed onto the Scheme. The Scheme qualifies for Reduced Input Tax Credits (RITC) at a rate of at least 55%; hence investment management fees, custodial fees and other expenses have been recognised in the statement of comprehensive income net of the amount of GST recoverable from the Australian Taxation Office (ATO). Accounts payable are inclusive of GST. The net amount of GST recoverable from the ATO is included in receivables in the statement of financial position. Cash flows relating to GST are included in the statement of cash flows on a gross basis.

(s) Use of estimates

The Scheme makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Estimates are continually evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

For the majority of the Scheme's financial instruments, quoted market prices are readily available. However, certain financial instruments, for example over-the-counter derivatives or unquoted securities, are fair valued using valuation techniques. Where valuation techniques (for example, pricing models) are used to determine fair values, they are validated and periodically reviewed by experienced personnel of the Responsible Entity, independent of the area that created them.

Models use observable data, to the extent practicable. However, areas such as credit risk (both own and counterparty), volatilities and correlations require management to make estimates. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

(t) Rounding of amounts

The Scheme is an entity of the kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 and in accordance with that instrument, amounts in the consolidated financial report and directors' report have been rounded off to the nearest thousand dollars, unless otherwise indicated.

3 Interest income

	Year ended					
	30 June 2016			30 June 2015		
	Average balance \$'000	Interest \$'000	Average rate %	Average balance \$'000	Interest \$'000	Average rate %
Cash and deposits	806	33	4.09	819	40	4.88

4 Net assets attributable to unitholders

Movements in the number of units and net assets attributable to unitholders during the year were as follows:

	As at			
	30 June 2016 No.'000	30 June 2015 No.'000	30 June 2016 \$'000	30 June 2015 \$'000
	Opening balance	62,067	53,664	76,932
Applications	8,393	9,157	11,078	12,059
Redemptions	(830)	(3,567)	(1,128)	(4,620)
Units issued upon reinvestment of distributions	2,839	2,813	3,583	3,460
Change in net assets attributable to unitholders	-	-	6,489	588
Closing balance	72,469	62,067	96,954	76,932

As stipulated within the Scheme's Constitution, each unit represents a right to an individual share in the Scheme and does not extend to a right to the underlying assets of the Scheme. There are no separate classes of units and each unit has the same rights attaching to it as all other units of the Scheme.

Capital risk management

The Scheme considers its net assets attributable to unitholders as capital, notwithstanding net assets attributable to unitholders are classified as a liability. The amount of net assets attributable to unitholders can change significantly on a daily basis as the Scheme is subject to daily applications and redemptions at the discretion of unitholders.

(a) Unrealised capital gains

At the reporting date, the Scheme had net unrealised taxable capital gains of \$9,173,316 (2015: \$5,855,055).

(b) Realised capital losses

At the reporting date, the Scheme had realised capital losses of Nil (2015: Nil) available to offset against future assessable capital gains.

5 Distributions to unitholders

The distributions for the year were as follows:

	Year ended		Year ended	
	30 June 2016 \$'000	30 June 2016 CPU	30 June 2015 \$'000	30 June 2015 CPU
Distributions				
Distributions payable - December	1,374	2.00	1,171	2.00
Distributions payable - June	4,197	5.79	5,338	8.60
Total distribution	<u>5,571</u>		<u>6,509</u>	

6 Cash and cash equivalents

	As at	
	30 June 2016 \$'000	30 June 2015 \$'000
Cash and cash equivalents	1,766	1,346
Total	<u>1,766</u>	<u>1,346</u>

7 Investments in financial assets held for trading

	As at	
	30 June 2016 \$'000	30 June 2015 \$'000
Held for trading		
Listed unit trusts	2,438	2,112
Unlisted unit trusts	76,794	61,541
Listed equities	16,326	12,952
Total held for trading	<u>95,558</u>	<u>76,605</u>

8 Related party transactions

Responsible entity

The Responsible Entity of Third Link Growth Fund is Bennelong Funds Management Ltd, whose immediate holding company is Bennelong Funds Management Group Pty Ltd (the ultimate holding company is Bangarra Group Ltd). The Responsible Entity of the Scheme changed from Treasury Group Investment Services Limited to Bennelong Funds Management Ltd on 15 June 2016.

Key management personnel

(a) Directors

The following persons held office as directors of Treasury Group Investment Services Limited from 1 July 2015 until 15 June 2016:

Joseph Ferragina
Peter Kennedy
David Griswold

The following persons held office as directors of Bennelong Funds Management Ltd from 16 June 2016 and up to the date of this report:

Craig Bingham (Chief Executive Officer)
Stephen Rix
Andrea Waters

(b) Other key management personnel

In addition to the directors noted above, Bennelong Funds Management Ltd, the Responsible Entity of the Scheme is considered to be key management personnel with the authority for the strategic direction and management of the Scheme.

Related party unitholdings

Parties related to the Scheme (including Bennelong Funds Management Ltd, its related parties and other schemes managed by Bennelong Funds Management Ltd), held did not hold units in the Scheme as at 30 June 2016

Parties related to the Scheme (including Treasury Group Investment Services Limited, its related parties and other schemes managed by Treasury Group Investment Services Limited, held units in the Scheme for the year ended and 30 June 2015 as follows:

2016

Unitholder	Number of units held opening (Units)	Number of units held closing (Units)	Interest held (%)	Number of units acquired (Units)	Number of units disposed (Units)	Distributions paid/payable by the Scheme (\$)
Treasury Group Investment Services Limited	160	173	0.0002	13	-	13

8 Related party transactions (continued)

(b) Other key management personnel (continued)

2015

Unitholder	Number of units held opening (Units)	Number of units held closing (Units)	Interest held (%)	Number of units acquired (Units)	Number of units disposed (Units)	Distributions paid/payable by the Scheme (\$)
Treasury Group Investment Services Limited	148	160	0.0003	12	-	17

Key management personnel unitholdings

The key management personnel of Bennelong Funds Management Ltd and Third Link Investment Managers Pty Ltd held units in the Scheme as follows:

2016

Unitholders	Number of units held opening (Units)	Number of units held closing (Units)	Interest held (%)	Number of units acquired (Units)	Number of units disposed (Units)	Distributions paid/payable by the Scheme (\$)
Invia Custodian Pty Ltd ATF Macindoe Super Fund	138,749	150,565	0.208	11,816	-	11,687
Invia Custodian Pty Ltd ATF Macindoe Tracker Foundation	165,538	-	-	14,098	179,636	3,540
ATF Christopher Cuffe Foundation	<u>1,008,345</u>	<u>1,008,345</u>	<u>1.391</u>	<u>-</u>	<u>-</u>	<u>78,561</u>
Total	<u>1,312,632</u>	<u>1,158,910</u>	<u>1.599</u>	<u>25,914</u>	<u>179,636</u>	<u>93,788</u>

2015

Unitholders	Number of units held opening (Units)	Number of units held closing (Units)	Interest held (%)	Number of units acquired (Units)	Number of units disposed (Units)	Distributions paid/payable by the Scheme (\$)
Invia Custodian Pty Ltd ATF Macindoe Super Fund	128,273	138,749	0.224	10,476	-	14,665
Invia Custodian Pty Ltd ATF Macindoe Tracker Foundation	153,040	165,538	0.267	12,498	-	17,496
ATF Christopher Cuffe Foundation	<u>1,008,345</u>	<u>1,008,345</u>	<u>1.625</u>	<u>-</u>	<u>-</u>	<u>106,887</u>
Total	<u>1,289,658</u>	<u>1,312,632</u>	<u>2.115</u>	<u>22,974</u>	<u>-</u>	<u>139,048</u>

Key management personnel compensation

No amount is paid by the Scheme directly to the Directors of the Responsible Entity. Consequently, no compensation as defined in AASB 124 "Related Party Disclosures" is paid by the Scheme to the Directors as key management personnel.

8 Related party transactions (continued)

(b) Other key management personnel (continued)

Key management personnel compensation (continued)

Compensation is paid to the Responsible Entity in the form of fees as discussed below.

Key management personnel loan disclosures

The Scheme has not made, guaranteed or secured, directly or indirectly, any loans to the key management personnel or their personally related entities at any time during the reporting period (2015: Nil).

Investments

The Scheme did not hold any investments in Bennelong Funds Management Ltd or its related parties during the year.

Other transactions within the Scheme

From time to time directors of the Responsible Entity, or their director related entities, may invest in or withdraw from the Scheme. These investments or withdrawals are on the same terms and conditions as those entered into by other Scheme investors and are trivial in nature.

No key management personnel have entered into a material contract with the Scheme during the financial year and there were no material contracts involving key management personnel's interests existing at year end (2015: Nil).

Responsible entity's/manager's fees and other transactions

For the year ended 30 June 2016, in accordance with the Scheme's Constitution, the Responsible Entity received fees based on 1.40% of the Scheme's net asset value (inclusive of GST, net of RITC available to the Scheme) per annum (2015: 1.40%).

All related party transactions are conducted on normal commercial terms and conditions. The transactions during the year and amounts payable at year end between the Scheme and the Responsible Entity were as follows:

	30 June 2016	30 June 2015
	\$	\$
Fees earned by the Responsible Entity for the management of investments	1,264,917	1,091,743
Fee rebates from investments made received and receivable directly by the Scheme	911,640	893,135
Fees payable to the Responsible Entity as at the reporting date	127,371	109,915

9 Financial risk management

The Scheme's overall risk management program focuses on ensuring compliance with the Scheme's Product Disclosure Statement and seeks to maximise the returns derived for the level of risk to which the Scheme is exposed. Financial risk management is carried out by an investment manager under policies approved by the investment manager.

(a) Strategy in using financial instruments

The allocation of assets between the various types of financial instruments is determined by the Scheme's investment manager as identified in the Scheme's product disclosure statement who manages the Scheme's assets to achieve the Scheme's investment objectives. The monitoring of asset allocations and the composition of the assets is also monitored by the Scheme's investment manager on at least a monthly basis. The custody of assets is outsourced to RBC Investor Services Trust.

Financial instruments of the Scheme comprise of investments in financial assets for the purpose of generating a return on the investment made by the unitholders, in addition to derivatives (used from time to time), cash and cash equivalents, net assets attributable to unitholders and other financial instruments such as trade debtors and creditors, which arise directly from its operations.

The Responsible Entity is responsible for identifying and controlling the risks that arise from these financial instruments. The Scheme's investing activities expose it to the following risks from its use of financial instruments:

- market risk
- credit risk
- liquidity risk

This note presents information about the Scheme's exposure to each of the above risks, the Scheme's objectives, policies and processes for measuring and managing risk.

The Responsible Entity has overall responsibility for the establishment and oversight of the Scheme's financial risk management framework.

The Responsible Entity oversees how management monitors compliance with the Scheme's financial risk management policies and procedures. The Responsible Entity also ensures the continued adequacy of the financial risk management framework.

Information is prepared and reported to relevant parties within the Responsible Entity on a regular basis as deemed appropriate, including the fund manager, compliance manager, other key management and ultimately the directors of the Responsible Entity.

The use of derivatives is considered to be part of the investment and asset management processes and is not managed in isolation. Consequently, the use of derivatives is multifaceted and includes:

- As a substitute for physical securities until the physical position can be established;
- Adjusting asset exposures within the parameters set in the investment strategy; and
- Adjusting the duration of fixed interest assets or the weighted average maturity of cash assets.

Derivatives are not used to gear (leverage) an asset. Gearing an asset would occur if the level of exposure to the markets exceeds the underlying value of the Scheme.

9 Financial risk management (continued)

(b) Market risk

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

The Scheme is exposed, particularly in equity assets, to market risks. The Scheme may utilise derivatives, but derivatives are not currently used. The Scheme invests in securities traded on domestic markets, market risk is a risk to which exposure is unavoidable. The risk is mitigated through diversification of the portfolio that is captured by investments in various geographic zones and industries.

(i) Currency risk

The Scheme is not exposed to any significant foreign currency risk.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Scheme is exposed to interest rate risk on its cash holdings. Interest income from cash holdings is earned at variable interest rates. Investments in cash holdings are at call.

As the Scheme's exposure to interest rate risk is not significant, interest rate risk sensitivities have not been performed.

(iii) Equity price risk

Equity price risk is the risk that the fair values of equities or equity-linked derivatives decrease as a result of changes in the levels of equity indices and the value of individual shares. The equity price risk exposure arises from the Scheme's investments in equity securities.

Management's best estimate of the effect on profit / (loss) for the year due to a reasonably possible change in equity indices, with all other variables held constant is indicated in the table below. There is no effect on 'other comprehensive income' as the Scheme has no assets classified as available-for-sale or designated hedging instruments. In practice the actual trading results may differ from the sensitivity analysis below and the difference could be material.

As the majority of the Scheme's investments are carried at fair value with fair value changes recognised in the statement of comprehensive income, all changes in market conditions will directly affect net investment income.

Risk management techniques are used in the selection of investments. Securities/investments (including derivatives) are only purchased that meet investment criteria.

9 Financial risk management (continued)

(b) Market risk (continued)

Sensitivity analysis

The sensitivity analysis is based on a generic approach using +/- 10%, which gives the user/investor a benchmark to demonstrate how sensitive each portfolio is in relation to changes in various risk parameters.

An increase of 10% (2015: 10%) at the reporting date of the underlying investments' prices would have increased operating profit from operating activities by \$9,555,714 (2015: \$7,660,522). This analysis assumes that all other variables remain constant.

A decrease of 10% (2015: 10%) would have the equal, but opposite effect to the amounts shown above, on the basis that all other variables remain constant.

(c) Credit risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Scheme. The Scheme's investment manager has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis.

With respect to credit risk arising from the financial assets of the Scheme, other than derivatives, the Scheme's exposure to credit risk arises from default of the counterparty, with current exposure equal to the fair value of these instruments as disclosed on the statement of financial position. This does not represent the maximum risk exposure that could arise in the future as a result of changes in values, but best represents the current maximum exposure at the reporting date.

The Scheme holds no collateral as security or any other credit enhancements. There are no financial assets that are past due or impaired, or would otherwise be past due or impaired except for the terms having been renegotiated.

Credit risk is not considered to be a major risk to the Scheme as any cash held by the Scheme is invested with financial institutions that have very strong credit ratings. The balance of investments are held in listed and unlisted securities.

(d) Liquidity risk

Liquidity risk is the risk that the Scheme will not be able to meet its financial obligations as they fall due. The risk is controlled through the Scheme's investment in financial instruments, which under normal market conditions are readily convertible to cash. In addition the Scheme maintains sufficient cash and cash equivalents to meet normal operating requirements.

Maturity analysis for financial liabilities

Financial liabilities of the Scheme comprise of trade and other payables, distributions payable, and net assets attributable to unitholders. Trade and other payables and distributions payable have no contractual maturities but are typically settled within 30 days.

Net assets attributable to unitholders are entirely payable on demand.

The table below summarises the maturity profile of the Scheme's financial liabilities based on contractual undiscounted cash flows.

9 Financial risk management (continued)

(d) Liquidity risk (continued)

30 June 2016	Carrying Amount \$'000	Contractual cash flow \$'000	At call \$'000	6 months or less \$'000
Non-derivative financial liabilities				
Distributions payable	4,197	4,197	-	4,197
Payables	127	127	-	127
Net assets attributable to unitholders liability	96,954	96,954	96,954	-
Redemptions payable	272	272	-	272
Sub total	101,550	101,550	96,954	4,596

30 June 2015	Carrying Amount \$'000	Contractual cash flow \$'000	At call \$'000	6 months or less \$'000
Non-derivative financial liabilities				
Distributions payable	5,338	5,338	-	5,338
Payables	110	110	-	110
Net assets attributable to unitholders liability	76,932	76,932	76,932	-
Redemptions payable	137	137	-	137
Sub total	82,517	82,517	76,932	5,585

10 Fair value measurements

The Scheme measures and recognises financial assets and liabilities held at fair value through profit or loss on a recurring basis.

AASB 13 requires disclosure of 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 or indirectly (Level 2); and
- Inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

Fair value estimation

The carrying amounts of the Scheme's assets and liabilities at the end of each reporting period approximate their fair values.

All financial assets and financial liabilities included in the statement of financial position are carried at fair value.

10 Fair value measurements (continued)

Fair value estimation (continued)

Financial assets and liabilities held at fair value through profit or loss are measured initially at fair value excluding any transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs on financial assets and financial liabilities at fair value through profit or loss are expensed immediately. Subsequent to initial recognition, all instruments held at fair value through profit or loss are measured at fair value with changes in their fair value recognised in statement of comprehensive income.

(i) Fair value in an active market (Level 1)

The fair value of financial assets and liabilities traded in active markets is based on their quoted market prices at the end of the reporting period without any deduction for estimated future selling costs.

The quoted market price used for financial assets held by the Scheme is the current bid price; the appropriate quoted market price for financial liabilities is the current asking price. When the Scheme holds derivatives with offsetting market risks, it uses mid-market prices as a basis for establishing fair values for the offsetting risk positions and applies this bid or asking price to the net open position, as appropriate.

A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

An active market is a market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

As a result of events in global markets during the period, liquidity in some investment markets decreased significantly. As a result, the volume of trading in some of the investments held by the Scheme decreased significantly, and accordingly the valuation of those investments is subject to a greater uncertainty and requires greater judgment than would be the case in normal investment market conditions.

(ii) Fair value in an inactive or unquoted market (Level 2 and Level 3)

The fair value of financial assets and liabilities that are not traded in an active market is determined using valuation techniques. These include the use of recent arm's length market transactions, reference to the current fair value of a substantially similar other instrument, discounted cash flow techniques, option pricing models or any other valuation technique that provides a reliable estimate of prices obtained in actual market transactions.

Where discounted cash flow techniques are used, estimated future cash flows are based on management's best estimates and the discount rate used is a market rate at the end of the reporting period applicable for an instrument with similar terms and conditions.

For other pricing models, inputs are based on market data at the end of the reporting period. Fair values for unquoted equity investments are estimated, if possible, using applicable price/earnings ratios for similar listed companies adjusted to reflect the specific circumstances of the issuer.

The fair value of derivatives that are not exchange traded is estimated at the amount that the Scheme would receive or pay to terminate the contract at the end of the reporting period taking into account current market conditions (volatility and appropriate yield curve) and the current creditworthiness of the counterparties and the Scheme. The fair value of a forward contract is determined as a net present value of estimated future cash flows, discounted at appropriate market rates as at the valuation date.

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

Valuation process for Level 3 valuations

Valuations are the responsibility of the board of directors of the responsible entity.

10 Fair value measurements (continued)

Fair value estimation (continued)

The investment committee considers the appropriateness of the valuation methods and inputs, and may request that alternative valuation methods are applied to support the valuation arising from the method chosen. Any changes in valuation methods are discussed and agreed with the responsible entity's board of directors.

The valuations are also subject to quality assurance procedures performed within the valuation department. The valuation department verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to relevant documents and market information. In addition, the accuracy of the computation is tested. The latest valuation is also compared with the valuations in the four preceding quarters as well as with the valuations of the two preceding annual periods. If fair value changes (positive or negative) are more than certain thresholds set, the changes are further considered by the investment committee.

There were no other changes in valuation techniques during the year.

(iii) Recognised fair value measurements

The tables below set out the Scheme's financial assets and liabilities (by class) measured at fair value according to the fair value hierarchy at 30 June 2016 and 30 June 2015.

As at 30 June 2016	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Financial assets				
Financial assets available for sale:				
Listed equities	16,326	-	-	16,326
Listed unit trusts	2,438	-	-	2,438
Unlisted unit trusts	-	76,794	-	76,794
Total	18,764	76,794	-	95,558

As at 30 June 2015	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Financial assets				
Financial assets available for sale:				
Listed equities	12,952	-	-	12,952
Listed unit trusts	2,112	-	-	2,112
Unlisted unit trusts	-	61,541	-	61,541
Total	15,064	61,541	-	76,605

(iv) Fair value measurements using significant unobservable inputs (level 3)

The Scheme did not hold any Level 3 instruments for the year ended 30 June 2016 and 30 June 2015.

(v) Transfers between levels

There were no transfers between levels during the year 2016 (2015: Nil).

(vi) Fair value of financial instruments not carried at fair value

The carrying value of trade receivables and trade payables are assumed to approximate their fair values.

11 Reconciliation of profit to net cash inflow/(outflow) from operating activities

	Year ended	
	30 June 2016 \$'000	30 June 2015 \$'000
(a) Reconciliation of profit to net cash inflow/(outflow) inflow from operating activities		
Operating profit for the year	12,060	7,097
Changes in the fair value of assets held for trading	(6,649)	(1,159)
Proceeds from sale of financial instruments held for trading	10,612	7,709
Purchase of financial investments held for trading	(22,916)	(18,646)
(Increase)/decrease in interest receivable	2	(3)
(Increase)/decrease in dividends/distributions receivable	169	(1,490)
(Increase)/decrease in other receivables and other assets	(1)	(6)
Increase/(decrease) in payables and other liabilities	17	23
Net cash inflow/(outflow) from operating activities	(6,706)	(6,475)

(b) Components of cash and cash equivalents

Cash as at the end of the financial year as shown in the statement of cash flows is reconciled to the statement of financial position as follows:

Cash and cash equivalents	1,766	1,346
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(c) Non-cash financing and investing activities

During the year, the following distribution payments were satisfied by the issue of units under the distribution reinvestment plan

	3,583	3,460
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12 Auditor's remuneration

The service provided on this Scheme is on a pro-bono basis. The auditor of the Scheme is Ernst & Young.

13 Events occurring after the reporting period

No significant events have occurred since the end of the reporting period which would impact on the financial position of the Scheme disclosed in the statement of financial position as at 30 June 2016 or on the results and cash flows of the Scheme for the year ended on that date.

14 Contingent assets and liabilities and commitments

There are no outstanding contingent assets, liabilities or commitments as at 30 June 2016 and 30 June 2015.

Directors' declaration

In the opinion of the directors of the Responsible Entity:

- (a) the financial statements and notes set out on pages 6 to 27 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - (ii) giving a true and fair view of the Scheme's financial position as at 30 June 2016 and of its performance for the financial year ended on that date; and
- (b) there are reasonable grounds to believe that the Scheme will be able to pay its debts as and when they become due and payable; and
- (c) Note 2(a) confirms that the financial statements comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

This declaration is made in accordance with a resolution of the directors.



Craig Bingham (Chief Executive Officer)
Director

Melbourne
28 September 2016

Independent Auditor's Report to the unitholders of Third Link Growth Fund (the "Scheme")

We have audited the accompanying financial report of the above Scheme, which comprises the statement of financial position as at 30 June 2016, the statement of comprehensive income, statement of changes in net assets attributable to unitholders and statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Directors' Responsibility for the Financial Report

The directors of Bennelong Funds Management Limited as the Responsible Entity of the Scheme (the "Responsible Entity") are responsible for the preparation of the financial report that give a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal controls as the directors determine are necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 2(a), the directors also state, in accordance with 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. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report are 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 judgment, 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 controls relevant to the Responsible Entity's preparation and fair presentation of the financial report that give 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 Responsible Entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

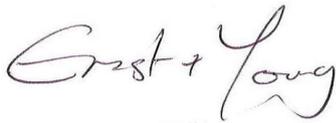
Independence

In conducting our audit we have complied with the independence requirements of the *Corporations Act 2001*. We have given to the directors of the Responsible Entity a written Auditor's Independence Declaration, a copy of which is included in the directors' report.

Opinion

In our opinion:

- a. the financial report of the Scheme are in accordance with the *Corporations Act 2001*, including:
 - i giving a true and fair view of the Scheme's financial position as at 30 June 2016 and of their performance for the year ended on that date; and
 - ii complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- b. the financial report also comply with *International Financial Reporting Standards* as disclosed in Note 2(a).



Ernst & Young



Darren Handley-Greaves
Partner
Sydney
28 September 2016