

For immediate release

21 November 2017

**Webis Holdings plc**  
**(“Webis” or “the Group”)**

**Annual Report and Financial Statements for the year ended 31 May 2017**

**Notice of Annual General Meeting**

Webis Holdings plc, the global gaming group, today announces its audited results and the publication of its 2017 Report and Accounts (“Accounts”) for the year ended 31 May 2017, extracts from which are set out below.

The Accounts are being posted to shareholders today together with the Notice of Annual General Meeting, and will be available on the Group’s website [www.webisholdingsplc.com](http://www.webisholdingsplc.com) and at the Group’s Registered Office: Viking House, Nelson Street, Douglas, Isle of Man IM1 2AH.

The AGM will be held at The Claremont Hotel, 18/19 Loch Promenade, Douglas, Isle of Man, at 11.00 a.m. on 20 December 2017.

**Chairman’s Statement**

**Introduction**

I am pleased to report a continued significantly improved trading performance from our core business, WatchandWager.com (“WatchandWager”) over the financial year, with a substantial increase in turnover and gross profit. This resulted in a reversal of previous losses, and an important return to overall profitability, albeit a small one. This continues the positive trends that we reported in the second half of the previous financial year and the first six months of this year. In short there is some sustained momentum behind the various sectors of the business from our various US bases, and we are optimistic for the future.

Most importantly, WatchandWager’s two core business units, namely “Business to Consumer” and “Business Trading” both performed well with marked increases in turnover and gross profit returned from both sectors. Our core website, *watchandwager.com* and our mobile product performed well, with an increase in player numbers using the site, and particularly on mobile. This unit remains our core focus going forward. That said Business Trading also performed very well, with a large increase in turnover across the period. Against that our racetrack operation at Cal Expo harness racing experienced a tougher year, with poor weather in the Northern California area during the months that we ran the races, so increasing our costs and limiting betting turnover.

**Year End Results Review**

Group turnover for the year ended 31 May 2017 was US\$ 371.9 million (2016: US\$224.3 million) – a growth of over 65% on operations. Gross Profit increased by 30.6% to US\$5.3 million (2016: US\$4.1 million), reversing the decline of prior year. This, in turn, led to a small profit on the year, against a loss of over US\$1.2m in financial year 2016.

Operating costs were US\$5.3 million: up 5% on 2016 (2016: US\$ 5.0 million). The increase in costs included further investment in new staff, particularly in Lexington, as well as the costs of meeting global compliance and regulatory requirements, a vital area for the prudential growth of the business.

As a result, our Profit from operations was US\$5 thousand, a turnaround from the 2016 loss of US\$1.2 million. This provided a basic and diluted breakeven per share for continuing operations (2016: loss of 31 cents).

Shareholder equity remains constant at US\$1.9 million (2016: US\$1.9 million). Total cash stands at US\$15.1 million (2016: US\$6.4 million), which includes a ring-fenced amount of US\$1.2 million (2016: US\$0.9 million) held as protection against our player liability as required under Isle of Man gambling legislation. An amount of US\$3.0 million (2016: US\$2.6 million) is held as bonds and deposits with other regulatory authorities on behalf of players.

**WatchandWager**

**Business to Consumer**

***www.watchandwager.com/mobile***

We continue to make satisfactory progress in this area, initially only allocating a relatively modest marketing budget to new player acquisition. Our core success has been in reactivating our lapsed database, and we have seen good growth from this initiative. This growth has been augmented by carefully judged bonusing and promotional offers to our clients, utilising SMS, mail and social media outlets, with a content focus on daily cash back and bonuses to clients, hence our slogan “*Get Paid to Play*”, where we believe we have a competitive advantage.

We continue to make big improvements in payment processing, with improved acceptance rates from our USA suppliers across most methods, and now have a range of payment options which are at least on a par if not superior to our competitors. All our providers are based in North America and this has assisted successful acceptance rates with US banks.

On the technology front, our new website/mobile site was launched on July 17, 2017. We are pleased with the performance of the new product and our team continue to make good progress in content acquisition. As a result, we are widely regarded as having the most comprehensive racecourse content of any operator in our sector in the world.

As a result of this, in early 2017 we launched a sub-brand named "*WatchandWager Worldwide*" aimed at promoting international racing to our US player base. This has been well received both by our US players, and equally importantly, by our content providers who wish to see new regular US players betting their product.

During the year, we won new licenses in the States of Kentucky and New York, as well as renewing multiple other licenses in the US. This is integral to our growth strategy in this area.

### **Business to Business ("Business Trading")**

WatchandWager recently rebranded the Business to Business sector of its operations as *Business Trading* to more accurately reflect its operations, namely the provision of pari-mutuel (pool) wagering to high-roller clients, many of whom specialise in algorithmic or computer assisted trading on a wide range of global racetracks.

The turnover for the full year was boosted by significant high-volume player activity through its access into pools, primarily with the Hong Kong Jockey Club and the French PMU, but also other markets in the USA, Canada, Australia, UK and Ireland.

### **Business to Business ("Business Trading")**

We have proved successful in broadening our relationships directly with known player groups. As a result, our spread of risk and reliance on one group or player is now considered to be at a more acceptable level.

The Business to Business high volume wagering sector has become increasingly competitive over the years, with other operators and player agents providing third party services, and increased racetrack fees being charged in return for access to racetrack wagering and video streaming rights. In addition, the sector remains volatile, with it always being subject to changes in player or aggregator activities, as well as changes in the policies of key content providers. This is further commented upon in the Outlook section.

### **Cal Expo Racetrack**

Cal Expo, our Sacramento based harness racetrack operation, unfortunately had a weaker October to May season than previously experienced and budgeted during the fourth year of operation under our control.

There were several factors leading to this downturn, the major one being the poor weather in the Sacramento area during the period, with the much reported El Niño-driven Northern California winter. This not only disrupted race days, reduced field sizes, but most importantly increased our operating costs, especially in providing replacement staff and equipment at short notice. This situation is hopefully a one-off for the Sacramento area.

The other concern was the general decline in betting handle throughout California from other tracks, which reduced our commissions off the track and is a concern for the industry generally.

On a more positive note, our staff performed excellently during a tough winter, and it was a credit to the operation that there were no major Health & Safety issues throughout the entire season.

### **Post Year, Strategy and Regulatory Developments**

The Board is pleased to confirm that the positive progress across the business has continued into the first four months of the new Financial year – namely the four months ending September 2017.

We have made satisfactory progress in our Business to Consumer operation, and as stated, finally relaunched our website and mobile product in early July 2017. The new product has proved very stable and well received by clients. Based on that we increased our level of marketing spend through the summer of key Festival race days in the USA and were rewarded by a record number of active players on the site, with our marketing focused on Travers Stakes day at Saratoga New York in August 2017.

We see Business to Consumer as critical to the success of the company. In the short term, we are focused on core Autumn/Winter race promotions and increasing our social Media presence especially via Facebook. We are aware that we need to bolster our team and level of expertise in this area, either through direct hires or agency relationships, and this is something the Executive team are actively working on.

In relation to *Business Trading*, turnover has continued to grow in the first four months of the year. That said, we are aware of the volatile and competitive nature of this business sector, and our need to expand our range of clients to reduce risk. As a result, we have recently relaunched a new informational website, namely *wawbusiness trading*. This is an informative site, designed to bring new players into the market focused on appealing to day traders or other algorithmic traders, perhaps new to horse betting pools. It is early days with this initiative, but we will be testing some marketing of the site via social media in the forthcoming months.

During the period, we also renewed our two key software and middleware contracts, namely with i-neda, based in Farnborough, UK and AmTote International, based in Maryland, USA respectively. We continue to enjoy good working relationships with these companies, both of whom are vested in our success.

In August 2017, we successfully renewed our five-year license with the Isle of Man Gambling Supervision Commission. In addition, we have been busy renewing our multiple core USA licenses for 2018, many of which are annually renewable. We expect all these renewals to be approved in line with expectations.

#### **USA regulated gaming**

The Board continued to regularly monitor the progress of properly licensed gambling in the USA, but without committing funds to lobbying. This has proved a successful strategy over the past five years as progress has been slow on a Federal and State level.

We have been encouraged by recent progress and the forthcoming Supreme Court hearing on Sports betting, likely to be held early December, the outcome of which could become a game changer for the USA industry. As a licensed US operator with multiple business strands across almost all the key regulated States in the USA, as well as being well connected in international markets, the Board are aware we stand in an advantageous position to exploit opportunities as they arise.

Within the US and international pool betting market, the Board is very aware that consolidation is a key factor with the bigger getting bigger, similar to the trends being seen in Europe. As a result, the Board continues to assess acquisition opportunities that will assist in developing those economies of scale and for the additional benefit of shareholders.

#### **Summary Outlook**

In summary, the Board are encouraged by the increase in activity, turnover and most importantly a reversal of previous losses into a profit, albeit small. We believe the company has turned a corner in relation to performance, although are mindful of some of the challenges that may lie ahead. Most importantly the Board believe the strategies for growth are the correct ones, and are regulatory compliant, which is critical in this sector.

I would like to thank all our staff, our customers and our shareholders for their continued support throughout the year.

**Denham Eke**  
**Non-executive Chairman**

This announcement contains inside information for the purposes of Article 7 of EU Regulation 596/2014.

#### **For further information:**

**Webis Holdings plc**                      **Tel: 01624 639396**  
Denham Eke

**Beaumont Cornish Limited**        **Tel: 020 7628 3396**  
Roland Cornish/James Biddle

## Consolidated Statement of Comprehensive Income

For the year ended 31 May 2017

	Note	2017 US\$000	2016 US\$000
<b>Continuing operations</b>			
Turnover	2	371,938	224,313
Cost of sales		(366,095)	(219,826)
Betting duty paid		(497)	(393)
<b>Gross profit</b>		<b>5,346</b>	<b>4,094</b>
Operating costs		(5,295)	(5,042)
<b>Operating profit/(loss)</b>	3	<b>51</b>	<b>(948)</b>
Other losses – net		—	(50)
Re-organisational costs, impairments and one-off costs		(36)	(231)
Finance income	4	—	—
Finance costs	4	(10)	(1)
Finance costs		(10)	(1)
<b>Profit/(loss) before income tax</b>		<b>5</b>	<b>(1,230)</b>
Income tax expense	6	—	—
<b>Profit/(loss) from continuing operations</b>		<b>5</b>	<b>(1,230)</b>
<b>Discontinued operations</b>			
Loss from discontinued operations	7	—	(12)
<b>Profit/(loss) for the year</b>		<b>5</b>	<b>(1,242)</b>
<b>Other comprehensive income:</b>			
<b>Items that may be subsequently reclassified to profit or loss:</b>			
Currency translation differences on disposal of foreign subsidiaries		—	—
<b>Other comprehensive income for the year</b>		<b>—</b>	<b>—</b>
<b>Total comprehensive income for the year</b>		<b>5</b>	<b>(1,242)</b>
<b>Basic earnings per share for loss attributable to the equity holders of the Company during the year (cents) – all operations</b>	8	<b>0.00</b>	<b>(0.32)</b>
<b>Diluted earnings per share for loss attributable to the equity holders of the Company during the year (cents) – all operations</b>	8	<b>0.00</b>	<b>(0.31)</b>
<b>Basic and diluted earnings per share for loss attributable to the equity holders of the Company during the year (cents) – continuing operations</b>	8	<b>0.00</b>	<b>(0.31)</b>

## Statements of Financial Position

As at 31 May 2017

	Note	31.05.17 Group US\$000	31.05.17 Company US\$000	31.05.16 Group US\$000	31.05.16 Company US\$000
<b>Non-current assets</b>					
Intangible assets	9	105	—	113	—
Property, equipment and motor vehicles	10	109	16	160	4
Investments	11	—	7	—	3
Bonds and deposits	12	103	—	105	—
<b>Total non-current assets</b>		<b>317</b>	<b>23</b>	<b>378</b>	<b>7</b>
<b>Current assets</b>					
Bonds and deposits	12	2,863	—	2,499	—
Trade and other receivables	14	3,071	35	2,671	37
Cash and cash equivalents	13	15,072	2,414	6,445	4,974
<b>Total current assets</b>		<b>21,006</b>	<b>2,449</b>	<b>11,615</b>	<b>5,011</b>
<b>Total assets</b>		<b>21,323</b>	<b>2,472</b>	<b>11,993</b>	<b>5,018</b>
<b>Equity</b>					
Called up share capital	17	6,334	6,334	6,334	6,334
Share option reserve	17	2	2	—	—
Retained losses		(4,397)	(5,374)	(4,402)	(5,352)
<b>Total equity</b>		<b>1,939</b>	<b>962</b>	<b>1,932</b>	<b>982</b>
<b>Current liabilities</b>					
Trade and other payables	15	18,884	1,010	10,061	4,036
<b>Total current liabilities</b>		<b>18,884</b>	<b>1,010</b>	<b>10,061</b>	<b>4,036</b>
<b>Non-current liabilities</b>					
Loans	16	500	500	—	—
<b>Total non-current liabilities</b>		<b>500</b>	<b>500</b>	<b>—</b>	<b>—</b>
<b>Total liabilities</b>		<b>19,384</b>	<b>1,510</b>	<b>10,061</b>	<b>4,036</b>
<b>Total equity and liabilities</b>		<b>21,323</b>	<b>2,472</b>	<b>11,993</b>	<b>5,018</b>

## Statements of Changes in Equity

For the year ended 31 May 2017

Group	Called up share capital US\$000	Share option reserve US\$000	Retained earnings US\$000	Total equity US\$000
<b>Balance as at 31 May 2015</b>	6,334	—	(3,160)	3,174
<b>Total comprehensive income for the year:</b>				
Loss for the year	—	—	(1,242)	(1,242)
<b>Transactions with owners:</b>				
Share-based payment expense	—	—	—	—
<b>Balance as at 31 May 2016</b>	<b>6,334</b>	<b>—</b>	<b>(4,402)</b>	<b>1,932</b>

Group	Called up share capital US\$000	Share option reserve US\$000	Retained earnings US\$000	Total equity US\$000
<b>Total comprehensive income for the year:</b>				
Profit for the year	—	—	5	5
<b>Transactions with owners:</b>				
Share-based payment expense	—	2	—	2
<b>Balance as at 31 May 2017</b>	<b>6,334</b>	<b>2</b>	<b>(4,397)</b>	<b>1,939</b>

Company	Called up share capital US\$000	Share option reserve US\$000	Retained earnings US\$000	Total equity US\$000
<b>Balance as at 31 May 2015</b>	6,334	—	(5,119)	1,215
<b>Total comprehensive income for the year:</b>				
Loss for the year	—	—	(233)	(233)
<b>Transactions with owners:</b>				
Share-based payment expense	—	—	—	—
<b>Balance as at 31 May 2016</b>	6,334	—	(5,352)	982
<b>Total comprehensive income for the year:</b>				
Loss for the year	—	—	(22)	(22)
<b>Transactions with owners:</b>				
Share-based payment expense	—	2	—	2
<b>Balance as at 31 May 2017</b>	<b>6,334</b>	<b>2</b>	<b>(5,374)</b>	<b>962</b>

## Consolidated Statement of Cash Flows

For the year ended 31 May 2017

	Note	2017 US\$000	2016 US\$000
<b>Cash flows from operating activities</b>			
Profit/(loss) before income tax		5	(1,242)
Adjustments for:			
Depreciation of property, equipment and motor vehicles	10	71	74
Amortisation of intangible assets	9	66	107
Finance costs		10	1
Share option reserve movement		2	—
Foreign exchange losses on exchange movements		508	143
Changes in working capital:			
Increase in receivables		(400)	(92)
Increase in payables		8,823	1,620
<b>Cash flows from operations</b>		<b>9,085</b>	<b>611</b>
Finance income		—	—

	Note	2017 US\$000	2016 US\$000
Bonds and deposits placed in the course of operations	12	(362)	41
<b>Net cash generated from operating activities</b>		<b>8,723</b>	652
<b>Cash flows from investing activities</b>			
Purchase of intangible assets	9	(60)	(51)
Purchase of property, equipment and motor vehicles	10	(26)	(118)
Cost of closure of discontinued operation		—	(12)
<b>Net cash used in investing activities</b>		<b>(86)</b>	(181)
<b>Cash flows from financing activities</b>			
Interest paid		(10)	(1)
Loans received	16	500	—
<b>Net cash generated from / (used in) financing activities</b>		<b>490</b>	(1)
<b>Net increase in cash and cash equivalents</b>		<b>9,127</b>	470
Cash and cash equivalents at beginning of year		6,445	6,103
Exchange losses on cash and cash equivalents		(500)	(128)
<b>Cash and cash equivalents at end of year</b>		<b>15,072</b>	6,445

## Notes to the Financial Statements

For the year ended 31 May 2017

### 1 Reporting entity (the “Company”)

Webis Holdings plc is a company domiciled in the Isle of Man. The address of the Company’s registered office is Viking House, Nelson Street, Douglas, Isle of Man, IM1 2AH. The Webis Holdings plc consolidated financial statements as at and for the year ended 31 May 2017 consolidate those of the Company and its subsidiaries (together referred to as the “Group”).

#### 1.1 Basis of preparation

##### (a) Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and its interpretations as adopted by the European Union.

##### Adoption of new and revised IFRS

During the current year the Group adopted all the new and revised IFRS that are relevant to its operation and are effective for accounting periods beginning on 1 June 2016. This adoption did not have a material effect on the accounting policies of the Group.

##### Standards and interpretations in issue not yet adopted

A number of new standards, amendments to standards and interpretations are not yet effective for the year, and have not been applied in preparing these consolidated financial statements:

<b>New/revised International Accounting Standards / International Financial Reporting Standards (“IAS/IFRS”)</b>	<b>Effective date</b> (accounting periods commencing on or after)
<i>Annual improvements to IFRS 2014-2016 (Amendments to IFRS12)</i>	1 January 2017
<i>Disclosure Initiative (Amendments to IAS7)</i>	1 January 2017
<i>Amendments resulting from Annual Improvements 2014-2016 Cycle (clarifying scope)</i>	1 January 2017
<i>IFRS 9 Financial Instruments</i>	1 January 2018
<i>IFRS 15 Revenue from Contracts with Customers</i>	1 January 2018
<i>IFRS 16 Leases</i>	1 January 2019

The Directors do not expect the adoption of the standards and interpretations to have a material impact on the Group’s financial statements in the period of initial application.

There has been no material impact on the Group financial statements of new standards/interpretations that have come into effect during the current reporting period.

#### **Functional and presentational currency**

These financial statements are presented in US Dollars which is the Group's primary functional currency and its presentational currency. Financial information presented in US Dollars has been rounded to the nearest thousand. All continued operations of the Group have US Dollars as their functional currency.

#### **(b) Basis of measurement**

The Group consolidated financial statements are prepared under the historical cost convention except where assets and liabilities are required to be stated at their fair value.

#### **(c) Use of estimates and judgement**

The preparation of the Group financial statements in conformity with IFRS as adopted by the EU requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Although these estimates are based on management's best knowledge and experience of current events and expected economic conditions, actual results may differ from these estimates.

The Directors believe the models and assumptions used to calculate the fair value of the share-based payments, outlined in note 17, are the most appropriate for the Group.

The Directors consider the only critical judgement area to be the valuation of share options, as disclosed in note 17.

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

#### **Going concern**

As noted within the Chairman's Statement, the Group has returned to profitability and continues to report strong growth in the period to date. Further broadening its client base and expanding its business to customer base are key priorities for the Group in achieving its goal of profitability and maintaining adequate liquidity in order to continue its operations. The Directors continue to assess all strategic options in this regard, albeit that the ultimate success of strategies adopted is difficult to predict. Notwithstanding the losses incurred in previous years, the Directors have prepared projected cash flow information for the next 12 months and believe that the Group has adequate resources to meet its obligations as they fall due. Accordingly, the Directors consider that it is appropriate that the financial statements are prepared on a going concern basis.

### **1.2 Summary of significant accounting policies**

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

#### **Basis of consolidation**

The consolidated financial statements incorporate the results of the Group. Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue until the date that such control ceases. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are expensed as incurred.

Inter-company transactions, balances and unrealised gains on transactions between the Group companies are eliminated. Unrealised losses are also eliminated. When necessary amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

#### **Foreign currency translation**

##### **(a) Functional and presentation currency**

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in US Dollars, which is also the Group's functional currency.

##### **(b) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges. Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'Finance income' or 'Finance costs'. All other foreign exchange gains and losses are presented in the income statement within 'Other losses – net'.



### (c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

### Revenue recognition and turnover

Turnover represents the amounts staked in respect of bets placed by customers on events which occurred during the year. Cost of sales represents pay-out to customers, together with betting duty payable and commissions and royalties payable to agents and suppliers of software.

### Segmental reporting

Segmental reporting is based on the business areas in accordance with the Group's internal reporting structure. The Group determines and presents segments based on the information that internally is provided to the Board and Managing Director, the Group's chief operating decision maker.

An operating segment is a component of the Group and engages in business activities from which it may earn revenues and incur expenses. An operating segment's operating results are reviewed regularly by the Board and Managing Director to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

### Borrowing costs

Borrowing costs are recognised in profit or loss in the period in which they are incurred.

### Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries except for deferred income tax liability, where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Only where there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference is the liability not recognised.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes, assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

### Discontinued operation

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which:

- represents a separate major line of business or geographic area of operations; and

- is part of a single co-ordinated plan to dispose, or discontinue, a separate major line of business or geographic area of operations.

Classification as a discontinued operation occurs at the earlier of disposal, permanent cessation of activities or when the operation meets the criteria to be classified as held-for-sale.

When an operation is classified as a discontinued operation, the comparative statement of profit or loss and OCI is re-presented as if the operation had been discontinued from the start of the comparative year.

### **Intangible assets — goodwill**

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred over the Group's interest in net fair value of the net identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquiree.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

### **Intangible assets — other**

#### **(a) Trademarks and licences**

Separately acquired trademarks and licences are shown at historical cost. Trademarks and licences acquired in a business combination are recognised at fair value at the acquisition date. Trademarks and licences have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of trademarks and licences over their estimated useful lives of three years.

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives of three years.

#### **(b) Website design and development costs**

Costs associated with maintaining websites are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique websites controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the website so that it will be available for use;
- management intends to complete the website and use it;
- there is an ability to use the website;
- it can be demonstrated how the website will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use the website are available; and
- the expenditure attributable to the website during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the website include the website employee costs and an appropriate portion of relevant overheads.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Website development costs recognised as assets are amortised over their estimated useful lives, which do not exceed three years.

### **Property, equipment and motor vehicles**

Items of property, equipment and motor vehicles are stated at historical cost less accumulated depreciation (see below) and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the financial position date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Depreciation is calculated using the straight-line method to allocate the cost of property, equipment and motor vehicles over their estimated useful lives of three years.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'Other (losses)/gains – net' in the income statement.

### **Impairment of assets**

Goodwill arising on acquisitions and other assets that have an indefinite useful life and are not subject to amortisation are reviewed at least annually for impairment.

Other intangible assets, property, plant and equipment are reviewed for impairment whenever there is an indication that the carrying amount of the asset may not be recoverable. If the recoverable amount of an asset is less than its carrying amount, an impairment loss is recognised. Recoverable amount is the higher of fair value less costs to sell and value in use.

If at the financial position date there is any indication that an impairment loss is recognised in prior periods for an asset other than goodwill that no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

### **Share-based payments**

The Group operates an equity-settled, share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity's share price); and
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period).

Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

### **Leases**

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease. The Group is not party to any leases that are classified as finance leases.

### **Equity**

Share capital is determined using the nominal value of shares that have been issued.

Equity settled share-based employee remuneration is credited to the share option reserve until related stock options are exercised. On exercise or lapse, amounts recognised in the share option reserve are taken to retained earnings.

Retained earnings include all current and prior period results as determined in the income statement and any other gains or losses recognised in the Statement of Changes in Equity.

### **Financial instruments**

Non-derivative financial instruments include trade and other receivables, cash and cash equivalents, loans and borrowings and trade and other payables. Ante-post sports bets are recognised when the Company becomes party to the contractual agreements of the instrument.

Financial assets and financial liabilities are recognised on the Group's balance sheet when the Group becomes party to the contractual terms of the instrument. Transaction costs are included in the initial measurement of financial instruments, except financial instruments classified as at fair value through profit and loss. The subsequent measurement of financial instruments is dealt with below. The carrying value of all financial instruments is deemed to equate to their fair value.

### **Trade and other receivables**

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

### **Cash and cash equivalents**

Cash and cash equivalents are defined as cash in bank and in hand as well as bank deposits, money held for processors and cash balances held on behalf of players. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

### **Borrowings**

Interest-bearing borrowings and overdrafts are recorded at the proceeds received net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs are charged on an accrual basis using the effective

interest method and are added to the carrying amount of the instrument to the extent they are not settled in the period in which they arise.

#### Trade and other payables

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

#### Employee benefits

##### (a) Pension obligations

The Group does not operate any post-employment schemes, including both defined benefit and defined contribution pension plans.

##### (b) Short-term employee benefits

Short-term employee benefits, such as salaries, paid absences, and other benefits, are accounted for on an accruals basis over the period in which employees have provided services in the year. All expenses related to employee benefits are recognised in the Statement of Comprehensive Income in operating costs.

##### (c) Profit sharing and bonus plans

The Group recognises a liability and an expense for bonuses and profit sharing, based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

## 2 Segmental analysis

	2017 US\$000	2016 US\$000
<b>Turnover</b>		
Pari-mutuel and Racetrack Operations		
Asia Pacific	269,462	130,777
North America	91,683	81,273
Europe	6,403	7,353
British Isles	4,390	4,910
	<b>371,938</b>	<b>224,313</b>
<b>Total comprehensive income – continuing operations</b>		
Pari-mutuel and Racetrack Operations	34	(1,071)
Group	(29)	(159)
	<b>5</b>	<b>(1,230)</b>
	<b>2017 US\$000</b>	<b>2016 US\$000</b>
<b>Net assets</b>		
Pari-mutuel and Racetrack Operations	877	843
Group	1,062	1,089
	<b>1,939</b>	<b>1,932</b>

## 3 Operating profit/(loss)

	2017 US\$000	2016 US\$000
Operating profit/(loss) is stated after charging:		
Auditors' remuneration — audit	87	80
Depreciation of property, equipment and motor vehicles	71	74
Amortisation of intangible assets	66	107
Exchange losses	–	50
Operating lease rentals — other than plant, equipment and Harness Racetrack	–	16
Operating lease rentals — Harness Racetrack	86	94
Directors' fees	66	77

#### 4 Finance costs

	2017 US\$000	2016 US\$000
Bank interest receivable	–	–
<b>Finance income</b>	–	–
Bank interest payable	–	–
Loan interest payable	(10)	(1)
<b>Finance costs</b>	(10)	(1)
<b>Finance costs</b>	(10)	(1)

#### 5 Staff numbers and cost

	2017	2016
Average number of employees – Pari-mutuel and Racetrack Operations	68	58

The aggregate payroll costs of these persons were as follows:

Pari-mutuel and Racetrack Operations	2017 US\$000	2016 US\$000
Wages and salaries	1,939	1,871
Social security costs	132	135
	2,071	2,006

#### 6 Income tax expense

	2017 US\$000	2016 US\$000
Profit/(loss) before tax	5	(1,242)
Tax charge at IOM standard rate (0%)	–	–
Adjusted for:		
Tax credit for US tax losses (at 15%)	(62)	(161)
Add back deferred tax losses not recognised	62	161
<b>Tax charge for the year</b>	–	–

The maximum deferred tax asset that could be recognised at year end is US\$547,000 (2016: US\$485,000). The Group has not recognised any asset.

#### 7 Discontinued operations

In March 2015, the Group ceased its Sportsbook and Casino operations transacted through betinternet.com (IOM) Ltd, B.E. Global Services Ltd and betinternet.com N.V., due to regulatory changes in its primary geographical market that would have affected its ability to remain competitive and profitable.

The comparative Consolidated Statement of Comprehensive Income shows the discontinued operation separately from continuing operations.

##### (a) Results of discontinued operations

	2017 US\$000	2016 US\$000
Turnover	–	–
Expenses	–	(12)
<b>Results from operating activities</b>	–	(12)
<b>Fixed assets written off</b>	–	–

	2017 US\$000	2016 US\$000
<b>Other comprehensive income:</b>		
Currency translation differences on closure of foreign subsidiaries	–	–
<b>Loss for the year</b>	<b>–</b>	<b>(12)</b>

The result from discontinued operations of US\$Nil (2016: loss of US\$12,000) is attributable entirely to the owners of the Company. The profit from continuing operations of US\$5,000 (2016: loss of US\$1,230,000) is also attributable entirely to the owners of the Company.

**(b) Cash flows used in discontinued operations**

	2017 US\$000	2016 US\$000
Net cash used in operating activities	–	(12)
Net cash used in investing activities	–	–
<b>Net cash flow for the year</b>	<b>–</b>	<b>(12)</b>

**(c) Effect of discontinued operations on the financial position of the Group**

	2017 US\$000	2016 US\$000
Closure costs paid from Group funds	–	(12)
Net liabilities	–	(12)
Cash and cash equivalents disposed of	–	–
<b>Net cash outflow</b>	<b>–</b>	<b>(12)</b>

The above represents costs met by Group in relation to the administration costs of the discontinued operations at the year end.

**8 Earnings per ordinary share**

The calculation of the basic earnings per share is based on the earnings attributable to ordinary shareholders divided by the weighted average number of shares in issue during the year.

The calculation of diluted earnings per share is based on the basic earnings per share, adjusted to allow for the issue of shares, on the assumed conversion of all dilutive share options.

An adjustment for the dilutive effect of share options and convertible debt in the previous period has not been reflected in the calculation of the diluted loss per share, as the effect would have been anti-dilutive.

	2017 US\$000	2016 US\$000
Profit/(loss) for the year – all operations	5	(1,242)
Profit/(loss) for the year – continuing operations	5	(1,230)
Profit/(loss) for the year – discontinued operations	–	(12)

	No.	No.
Weighted average number of ordinary shares in issue	393,338,310	393,338,310
Dilutive element of share options if exercised (note 17)	14,000,000	4,536,500
Diluted number of ordinary shares	407,338,310	397,874,810
Basic earnings per share – all operations	0.00	(0.32)
Diluted earnings per share – all operations	0.00	(0.31)
Basic and diluted earnings per share – continuing operations	0.00	(0.31)
Basic earnings per share – discontinued operations	0.00	(0.01)

The earnings applied are the same for both basic and diluted earnings calculations per share as there are no dilutive effects to be applied.

## 9 Intangible assets

	Software & development costs		Total		
	Goodwill				
	Group US\$000	Group US\$000	Company US\$000	Group US\$000	Company US\$000
<b>Cost</b>					
Balance at 31 May 2016	177	1,296	50	1,473	50
Additions during the year	–	60	–	60	–
Currency translation differences	–	(2)	–	(2)	–
<b>Balance at 31 May 2017</b>	<b>177</b>	<b>1,354</b>	<b>50</b>	<b>1,531</b>	<b>50</b>
<b>Amortisation and Impairment</b>					
At 31 May 2016	177	1,183	50	1,360	50
Amortisation for the year	–	66	–	66	–
Impairment of goodwill	–	–	–	–	–
<b>At 31 May 2017</b>	<b>177</b>	<b>1,249</b>	<b>50</b>	<b>1,426</b>	<b>50</b>
<b>Net book value</b>					
<b>At 31 May 2017</b>	<b>–</b>	<b>105</b>	<b>–</b>	<b>105</b>	<b>–</b>
At 31 May 2016	–	113	–	113	–

The goodwill balance brought forward relates to the historical acquisition of subsidiary businesses. The goodwill balances were fully impaired during the year ended 31 May 2015. The Group tests intangible assets annually for impairment or more frequently if there are indications that the intangible assets may be impaired (see note 1).

## 10 Property, equipment and motor vehicles

Group	Computer Equipment US\$000	Fixtures, Fittings & Track Equipment US\$000	Motor Vehicles US\$000	Total US\$000
<b>Cost</b>				
At 31 May 2016	582	561	47	1,190
Additions during the year	1	21	4	26
Currency translation differences	(4)	(2)	–	(6)
<b>At 31 May 2017</b>	<b>579</b>	<b>580</b>	<b>51</b>	<b>1,210</b>
<b>Depreciation</b>				
At 31 May 2016	535	474	21	1,030
Charge for the year	11	51	9	71
<b>At 31 May 2017</b>	<b>546</b>	<b>525</b>	<b>30</b>	<b>1,101</b>
<b>Net book value</b>				
<b>At 31 May 2017</b>	<b>33</b>	<b>55</b>	<b>21</b>	<b>109</b>
At 31 May 2016	47	87	26	160

Company	Computer Equipment US\$000	Fixtures & Fittings US\$000	Total US\$000
<b>Cost</b>			
At 31 May 2016	401	141	542
Additions	18	–	18
Currency translation differences	–	(2)	(2)
<b>At 31 May 2017</b>	<b>419</b>	<b>139</b>	<b>558</b>
<b>Depreciation</b>			
At 31 May 2016	401	137	538
Charge for the year	2	2	4
<b>At 31 May 2017</b>	<b>403</b>	<b>139</b>	<b>542</b>
<b>Net book value</b>			
<b>At 31 May 2017</b>	<b>16</b>	<b>–</b>	<b>16</b>
At 31 May 2016	–	4	4

## 11 Investments

Investments in subsidiaries are held at cost. Details of investments at 31 May 2017 are as follows:

Subsidiaries	Country of incorporation	Activity	Holding (%)
WatchandWager.com Limited	Isle of Man	Operation of interactive wagering totaliser hub	100
WatchandWager.com LLC	United States of America	Operation of interactive wagering totaliser hub and harness racetrack	100
Technical Facilities & Services Limited	Isle of Man	Dormant	100
betinternet.com (IOM) Limited	Isle of Man	Dormant	100
betinternet.com NV	Netherlands Antilles	Dormant	100
B.E. Global Services Limited	Isle of Man	Dormant	100

## 12 Bonds and deposits

	Group		Company	
	2017 US\$000	2016 US\$000	2017 US\$000	2016 US\$000
Bonds and deposits which expire within one year	2,863	2,499	–	–
Bonds and deposits which expire within one to two years	2	–	–	–
Bonds and deposits which expire within two to five years	101	105	–	–
	<b>2,966</b>	<b>2,604</b>	<b>–</b>	<b>–</b>

A rent deposit of US\$100,000 is held by California Exposition & State Fair and is for a term of 5 years (2016: US\$100,000). Cash bonds of US\$925,000 has been paid as security deposits in relation to various US State ADW licences (2016: US\$500,000). Rent and other security deposits total US\$12,081 (2016: US\$71,462).

Under the terms of the licencing agreement with the Hong Kong Jockey Club the Company is required to hold a retention amount of US\$1,929,285 / HK\$15,000,000 (2016: US\$1,932,019 / HK\$15,000,000).

## 13 Cash and cash equivalents



	Group		Company	
	2017 US\$000	2016 US\$000	2017 US\$000	2016 US\$000
Cash and cash equivalents – company and other funds	13,827	5,538	1,169	4,067
Cash and cash equivalents – protected player funds	1,245	907	1,245	907
<b>Total cash and cash equivalents</b>	<b>15,072</b>	<b>6,445</b>	<b>2,414</b>	<b>4,974</b>

The Group holds funds for operational requirements and for its non-Isle of Man customers, shown as 'company and other funds' and on behalf of its Isle of Man regulated customers, shown as 'protected player funds'.

Protected player funds are held in fully protected client accounts within an Isle of Man regulated bank.

#### 14 Trade and other receivables

	Group		Company	
	2017 US\$000	2016 US\$000	2017 US\$000	2016 US\$000
Trade receivables	2,275	1,546	–	–
Other receivables and prepayments	796	1,125	35	37
	<b>3,071</b>	<b>2,671</b>	<b>35</b>	<b>37</b>

#### 15 Trade and other payables

	Group		Company	
	2017 US\$000	2016 US\$000	2017 US\$000	2016 US\$000
Trade payables	18,439	9,724	11	15
Amounts due to Group undertakings	–	–	962	3,994
Taxes and national insurance	31	52	2	2
Accruals and other payables	414	285	35	25
	<b>18,884</b>	<b>10,061</b>	<b>1,010</b>	<b>4,036</b>

Amounts due to Group undertakings are unsecured, interest free and repayable on demand. Included within trade payables are amounts due to customers of US\$18,324,542 (2016: US\$9,656,431).

#### 16 Loans

	Group		Company	
	2017 US\$000	2016 US\$000	2017 US\$000	2016 US\$000
Loan – Galloway Ltd	500	–	500	–
	<b>500</b>	<b>–</b>	<b>500</b>	<b>–</b>

A loan of \$500,000 was received from Galloway Ltd in February 2017, to provide financing for cash-backed bonding agreements. The loan is for a term of five years, attracts interest at 7.75% per annum and is secured over the unencumbered assets of the company (see note 20).

#### 17 Share capital

	No.	2017 US\$000	2016 US\$000
Allotted, issued and fully paid			
At beginning and close of year: ordinary shares of 1p each	393,338,310	6,334	6,334
At 31 May: ordinary shares of 1p each	393,338,310	6,334	6,334

The authorised share capital of the Company is US\$9,619,000 divided into 600,000,000 ordinary shares of £0.01 each (2016: US\$9,619,000 divided into 600,000,000 ordinary shares of £0.01 each).

### Options

Movements in share options during the year ended 31 May 2017 were as follows:

	<b>No.</b>
At 31 May 2016 – 1p ordinary shares	14,000,000
Options granted	–
Options lapsed	–
Options exercised	–
At 31 May 2017 – 1p ordinary shares	14,000,000

During the previous year the Group established an equity-settled share based option program. The fair value of options granted is recognised as an expense, with a corresponding increase in equity. The fair value is measured at grant date using a Black-Scholes model and is spread over the vesting period. The amount recognised in equity is adjusted to reflect the actual number of share options which are expected to vest. The volatility of the options is calculated at 75%, with a risk free interest rate of 0.86%.

The options were issued on 3 March 2016 to Ed Comins, Managing Director of the Group. The fair value of each option on the grant date was estimated as being £0.0022. The options are able to be exercised from 3 March 2019 and expire on 2 March 2026. The weighted average exercise price of all options is £0.01.

The charge for share options recorded in profit and loss for the year was US\$1,986 (2016: US\$457), with the corresponding amount reflected in the share option reserve in the Statement of Financial Position and Statement of Changes in Equity.

### 18 Capital commitments

As at 31 May 2017, the Group had capital commitments of US\$53,500, of which US\$32,500 related to a new player website and US\$21,000 to a new player management system (2016: US\$Nil).

### 19 Operating lease commitments

At 31 May 2017, the Group was committed to future minimum lease payments of:

	<b>2017</b> <b>US\$000</b>	2016 US\$000
Payments due within one year	<b>88</b>	86
Payments due between one to five years	<b>351</b>	345
Payments due beyond five years	<b>–</b>	86

### 20 Related party transactions

#### Identity of related parties

The Group has a related party relationship with its subsidiaries (see note 11), and with its Directors and executive officers and with Burnbrae Ltd (significant shareholder).

#### Transactions with and between subsidiaries

Transactions with and between the subsidiaries in the Group, which have been eliminated on consolidation, are considered to be related party transactions.

#### Transactions with entities with significant influence over the Group

Rental and service charges of US\$48,719 (2016: US\$60,038) and Directors' fees of US\$46,748 (2016: US\$54,002) were charged in the year by Burnbrae Limited, of which Denham Eke and Nigel Caine are common Directors. The Group also received a loan in February 2017 of US\$500,000 (2016: US\$Nil) from Galloway Ltd, a company related to Burnbrae Limited by common ownership and Directors (note 16).

#### Transactions with key management personnel

The total amounts for Directors' remuneration were as follows:

	<b>2017</b> <b>US\$000</b>	2016 US\$000
Emoluments — salaries, bonuses and taxable benefits	<b>343</b>	332
— fees	<b>66</b>	77
	<b>409</b>	409

## Directors' Emoluments

	Basic salary US\$000	Fees US\$000	Bonus US\$000	Termination payments US\$000	Benefits US\$000	2017 Total US\$000	2016 Total US\$000
<b>Executive</b>							
Ed Comins	310	—	—	—	33	343	332
<b>Non-executive</b>							
Denham Eke*	—	26	—	—	—	26	30
Nigel Caine*	—	21	—	—	—	21	24
Sir James Mellon	—	19	—	—	—	19	23
<b>Aggregate emoluments</b>	310	66	—	—	33	409	409

\* Paid to Burnbrae Limited.

14,000,000 share options were issued to Ed Comins (see note 17), during the previous financial year.

## 21 Financial risk management

### Capital structure

The Group's capital structure is as follows:

	2017 US\$000	2016 US\$000
Cash and cash equivalents	15,072	6,445
Loans and similar income	(500)	—
<b>Net funds</b>	14,572	6,445
Shareholders' equity	(1,939)	(1,932)
<b>Capital employed</b>	12,633	4,513

The Group's principal financial instruments comprise cash and cash equivalents, trade receivables and payables that arise directly from its operations.

The main purpose of these financial instruments is to finance the Group's operations. The existence of the financial instruments exposes the Group to a number of financial risks, which are described in more detail below.

The principal risks which the Group is exposed to relate to liquidity risks, credit risks and foreign exchange risks.

### Liquidity risks

Liquidity risk is the risk that the Group will be unable to meet its financial obligations as they fall due.

The Group's objective is to maintain continuity of funding through trading and share issues but to also retain flexibility through the use of short-term loans if required.

Management controls and monitors the Group's cash flow on a regular basis, including forecasting future cash flow. Banking facilities are kept under review to ensure they meet the Group's requirements. Funds equivalent to customer balances are held in designated bank accounts where applicable to ensure that Isle of Man Gambling Supervision Commission player protection principles are met. The Directors anticipate that the business will continue to generate sufficient cash flow in the forthcoming period to meet its financial obligations.

The following are the contractual maturities of financial liabilities:

### 2017

#### Financial liabilities

	Carrying amount US\$000	Contractual cash flow US\$000	6 months or less US\$000	Up to 1 year US\$000	1–5 years US\$000
Trade creditors	18,439	(18,439)	(18,439)	—	—
Income tax and national insurance	31	(31)	(31)	—	—

	Carrying amount US\$000	Contractual cash flow US\$000	6 months or less US\$000	Up to 1 year US\$000	1–5 years US\$000
Other creditors and loans	665	(665)	(165)	–	(500)
	19,135	(19,135)	(18,635)	–	(500)

2016

Financial liabilities

	Carrying amount US\$000	Contractual cash flow US\$000	6 months or less US\$000	Up to 1 year US\$000	1–5 years US\$000
Trade creditors	9,724	(9,724)	(9,724)	–	–
Income tax and national insurance	52	(52)	(52)	–	–
Other creditors and loans	35	(35)	(35)	–	–
	9,811	(9,811)	(9,811)	–	–

### Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

Classes of financial assets — carrying amounts

	2017 US\$000	2016 US\$000
Cash and cash equivalents	15,072	6,445
Bonds and deposits	2,966	2,604
Trade and other receivables	2,952	2,551
	20,990	11,600

Generally, the maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown on the face of the balance sheet (or in the notes to the financial statements). Credit risk, therefore, is only disclosed in circumstances where the maximum potential loss differs significantly from the financial asset's carrying amount.

The maximum exposure to credit risks for receivables in any business segment:

	2017 US\$000	2016 US\$000
Pari-mutuel	2,950	2,549
	2,950	2,549

Of the above receivables, US\$2,275,000 (2016: US\$1,546,000) relates to amounts owed from racing tracks. These receivables are actively monitored to avoid significant concentration of credit risk and the Directors consider there to be no significant concentration of credit risk.

The Directors consider that all the above financial assets that are not impaired for each of the reporting dates under review are of good credit quality. No amounts were considered past due at the year-end (2016: US\$Nil).

The credit risk for liquid funds and other short-term financial assets is considered negligible, since the counterparties are reputable banks with high-quality external credit ratings.

### Interest rate risk

The Group finances its operations mainly through capital with limited levels of borrowings. Cash at bank and in hand earns negligible interest at floating rates, based principally on short-term interbank rates.

Any movement in interest rates would not be considered to have any significant impact on net assets at the balance sheet date.

### Foreign currency risks

The Group operates internationally and is subject to transactional foreign currency exposures, primarily with respect to Pounds Sterling, Hong Kong Dollars and Euros.

The Group does not actively manage the exposures but regularly monitors the Group's currency position and exchange rate movements and makes decisions as appropriate.

At the reporting date the Group had the following exposure:

<b>2017</b>	<b>HKD US\$000</b>	<b>GBP US\$000</b>	<b>EUR US\$000</b>	<b>USD US\$000</b>	<b>Total US\$000</b>
Current assets	8,734	164	7,752	4,356	21,006
Current liabilities	(8,629)	(145)	(6,976)	(3,634)	(19,384)
<b>Short-term exposure</b>	<b>105</b>	<b>19</b>	<b>776</b>	<b>722</b>	<b>1,622</b>

<b>2016</b>	<b>HKD US\$000</b>	<b>GBP US\$000</b>	<b>EUR US\$000</b>	<b>USD US\$000</b>	<b>Total US\$000</b>
Current assets	4,673	464	2,106	4,372	11,615
Current liabilities	(5,099)	(389)	(1,824)	(2,749)	(10,061)
Short-term exposure	(426)	75	282	1,623	1,554

The following table illustrates the sensitivity of the net result for the year and equity in regards to the Group's financial assets and financial liabilities and the US Dollar–Sterling exchange rate, US Dollar–Euro exchange rate and US Dollar–Hong Kong Dollar exchange rate.

A 5% weakening of the US Dollar against the following currencies at 31 May 2017 would have increased/(decreased) equity and profit and loss by the amounts shown below:

<b>2017</b>	<b>GBP US\$000</b>	<b>EUR US\$000</b>	<b>HKD US\$000</b>	<b>Total US\$000</b>
Current assets	8	388	436	832
Current liabilities	(7)	(349)	(431)	(787)
<b>Net assets</b>	<b>1</b>	<b>39</b>	<b>5</b>	<b>45</b>

<b>2016</b>	<b>GBP US\$000</b>	<b>EUR US\$000</b>	<b>HKD US\$000</b>	<b>Total US\$000</b>
Current assets	23	105	234	362
Current liabilities	(20)	(91)	(255)	(366)
Net assets	3	14	(21)	(4)

A 5% strengthening of the US Dollar against the above currencies would have had the equal but opposite effect on the above currencies to the amounts shown above on the basis that all other variables remain constant.

## 22 Controlling party and ultimate controlling party

The Directors consider the ultimate controlling party to be Burnbrae Limited and its beneficial owner Jim Mellon by virtue of their combined shareholding of 63.10%.

## 23 Subsequent events

To the knowledge of the Directors, there have been no material events since the end of the reporting period that require disclosure in the accounts.