



# CLEARER SKIES AHEAD



**ANNUAL REPORT**  
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2017  
REGIONAL EXPRESS HOLDINGS LIMITED

## WHAT DOES IT PROFIT A COMPANY IF IT GAINS THE WHOLE WORLD AND LOSES ITS SOUL

### COMPANY

Staff members are part of the Rex family. This comes with both privileges and responsibilities.

We expect every staff member to take ownership of issues encountered:

- Ownership means that if something is wrong then it is everyone's job to fix it.
- Matters that cannot be handled by the staff member ought to be pursued further with senior management.
- Staff have the right to make mistakes if they act in the best interest of the customer and the company.

We strive to be a learning organisation where we actively seek to identify issues no matter how small in order to continually transform ourselves to a better organisation:

- This entails a culture where issues are highlighted as learning experiences even though they may place our colleagues in a bad light.
- An excellent airline is one that is outstanding in a thousand small ways.

We believe that we can only count on ourselves for our continued success:

- All staff members must embrace the 'can do' and 'will do' spirit that has been the defining characteristic of our initial success.
- Hard work is the cornerstone of our work ethic.
- All staff share in the profits and so all staff are expected to contribute his/her fair share.

We value open communication and will strive to create an environment that removes barriers to communication:

- Staff members have a right to be heard regardless of their position.
- Staff members are encouraged to contact directly the members of the Management Committee and Board if they see the need.

We respect the dignity of each staff member and will treat each other with respect and fairness:

- The customer does not always come first and we will stand by our staff member if the customer is unreasonable.
- While we can be single-minded in tackling issues and problems, we will focus on the issue and not the person.
- We accept that staff members may have different talents and capabilities and will strive to fit the job to the person rather than the other way around.
- Important decisions concerning staff matters are always referred to the Management Committee to ensure transparency, fairness and consistency.

We are committed to standing behind our staff members and their families and will do all we can to help them in their times of special need:

- We believe in the value of the family and will strive to create a working environment that is supportive of the family.
- All staff members have the right to appeal to the Management Committee if special assistance or consideration is needed.

### CUSTOMER

We are committed to providing our customers with safe and reliable air transportation with heartfelt hospitality.

As a regional carrier, we constantly strive to keep fares low through our commitment to simplicity, efficiency and good value.

We are committed to treating our customers as individuals and will respond to all their comments and complaints.

### COMMUNITY

Rex is mindful of the tremendous social and economic impact its services have on the regional communities and works in partnership with these communities to balance their needs against Rex commercial imperatives.

We are also committed to giving back to the regional communities by supporting worthwhile charitable causes which are focused on helping the less fortunate.

We are committed to preserving the environment to the measure of our capabilities.

### CONTRACTORS

We believe that our suppliers are partners in our business.

In all our dealings with suppliers we will seek to be fair and honest and will strive to work only with like-minded suppliers.

### CAPITAL

Rex believes that its shareholders' interest is best served by pursuing a path of steady but sustainable growth of its earnings.

We believe that maximizing shareholders' returns in the long term is not incompatible with our duties and responsibilities towards our other stakeholders outlined above.

### CLEARER SKIES AHEAD

This past Financial Year (FY) has again proven to be very challenging for the aviation industry with Qantas, Air New Zealand and Singapore Airlines all reporting significant declines in Profit Before Tax (PBT) of 17 - 24%, while Virgin Australia's PBT losses came close to \$300 million (M).

Fortunately for Rex, the situation is completely the opposite and our operational results quadrupled with a Profit Before Tax (PBT) of \$17.8M compared to an operational PBT of \$4.3M for the previous FY. This turnaround can be attributed to various factors, however the main impetus for this solid outcome was the modest recovery in passenger numbers (increase of 3% year on year) across our extensive network of 58 destinations encompassing every state. This pick-up is no doubt reflective of the health of the general Australian economy which has suffered almost six years of sharp decline since 2010.

The tentative results of the first two months of this new FY seem to confirm the trend of the prior FY. I am confident that if the economy continues to recover, however gradually, Rex will be able to continue to perform strongly. With this renewed confidence in future prospects, the Rex Board has decided to reward its long-suffering shareholders with a generous dividend of 10 cents per share.

I strongly commend the staff and management who have proven that we can thrive under the most challenging of situations. I am also grateful for the guidance of our Board which comprises the most qualified and passionate members one could ever hope for in the aviation industry.



Lim Kim Hai  
Executive Chairman  
29 August 2017



**LIM KIM HAI**  
EXECUTIVE CHAIRMAN

This annual report covers both Regional Express Holdings Limited as an individual entity and the consolidated entity comprising Regional Express Holdings Limited and its subsidiaries.

The Group's functional and presentation currency is AUD (\$).

#### DIRECTORS

Lim Kim Hai  
The Hon. John Sharp  
Lee Thian Soo  
Neville Howell  
Chris Hine  
James Davis  
Prof. Ronald Bartsch

#### COMPANY SECRETARIES

Irwin Tan  
Benjamin Ng  
Richard Kwan

#### REGISTERED OFFICE

81 – 83 Baxter Road  
Mascot, NSW 2020  
(Ph): 02 9023 3555  
(Fax): 02 9023 3599

#### SHARE REGISTRY

Link Market Services Limited  
Level 12, 680 George Street  
Sydney, NSW 2000

#### SOLICITOR

Baker & McKenzie  
Level 27, AMP Centre  
50 Bridge Street  
Sydney, NSW 2000

#### BANKER

Westpac Banking Corporation

#### AUDITOR

Deloitte Touche Tohmatsu

# CONTENTS

## 5 DIRECTORS' REPORT

26 AUDITOR'S INDEPENDENCE DECLARATION

## 27 CORPORATE GOVERNANCE STATEMENT

## 35 FINANCIAL STATEMENTS

36 CONSOLIDATED STATEMENT OF PROFIT OR LOSS

37 CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME OR LOSS

38 CONSOLIDATED STATEMENT OF FINANCIAL POSITION

39 CONSOLIDATED STATEMENT OF CASH FLOWS

40 CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

41 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

74 DIRECTORS' DECLARATION

## 75 INDEPENDENT AUDITOR'S REPORT

## 81 ASX ADDITIONAL INFORMATION



# DIRECTORS' REPORT

*Photo Credit: Visit Outback Queensland*

**THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK**

# BOARD OF DIRECTORS

In compliance with the provisions of the Corporations Act 2001, the directors of Regional Express Holdings Limited ('Rex') submit herewith the annual report for Rex and its consolidated entities (the 'Group') for the Financial Year ended 30 June 2017 (FY 17).

The names and particulars of the directors of Rex during or since the end of the FY are:



**LIM KIM HAI**

**Executive Chairman**

Appointed 27 June 2003 and re-appointed 16 November 2006, 25 November 2009, 27 November 2012 and 27 November 2015.



**THE HON. JOHN SHARP**

**Deputy Chairman and Independent Director**

Appointed 14 April 2005 and re-appointed 19 November 2008, 23 November 2011, 27 November 2013 and 29 November 2016.



**LEE THIAN SOO**

**Non-Executive Director**

Appointed 27 June 2003 and re-appointed 16 November 2006, 25 November 2009, 27 November 2012 and 27 November 2015.



**NEVILLE HOWELL**

**Chief Operating Officer**

Appointed 1 July 2014 as Executive Director and re-appointed 26 November 2014.



**CHRIS HINE**

**Group Flight Operations Advisor  
Chairman, Australian Airline Pilot Academy**

Appointed 1 March 2011 as Executive Director and re-appointed 23 November 2011.

Appointed 1 July 2014 as Non-Executive Director and re-appointed 26 November 2014.  
Appointed Executive Director and Group Flight Operations Advisor 18 May 2015.



**JAMES DAVIS**

**Independent Director**

Appointed 26 August 2004 as Executive Director.

Appointed 23 November 2011 as an Independent Director and re-appointed 26 November 2014.

Appointed Managing Director on 27 May 2008 and retired 1 July 2011.



**PROF. RONALD BARTSCH**

**Independent Director**

Appointed 23 November 2010 and re-appointed 23 November 2011 and 26 November 2014.

Mr. Lim started his career as a Defence Engineer specialising in underwater warfare. After 10 years he left to start his own business. Currently he has a portfolio of investment and business interests in diverse sectors and countries. He is also the Chairman of a biomedical company in Singapore, Lynk Biotechnologies Pte Ltd.

Mr. Lim obtained his Masters in Electronics Engineering from the prestigious 'Grande Ecoles' engineering colleges in France where he was sent on a French Government scholarship. He later returned to France to complete a Masters of Public Administration at the elite Ecole Nationale d'Administration in Paris on a Singapore Government scholarship. Mr. Lim also has a Masters of Business Administration from the National University of Singapore.

Mr. Lim was one of the founding shareholders and directors of Rex in August 2002. He has been the Executive Chairman of the Rex Group of companies since July 2003.

The Honourable John Sharp is an aviator, having been a licensed pilot of both fixed wing and rotary wing aircraft. Mr. Sharp was a member of the House of Representatives of the Commonwealth Parliament for 14 years (1984 – 1998). He retired from the House of Representatives in 1998 and established his own high level aviation and transport consulting company. Mr. Sharp is a former Chairman of the Aviation Safety Foundation of Australia. In 2001, he became a director of Airbus Group, Australia Pacific, a position he retired from in June 2015. He has retired as Chairman of the Parsons Brinkerhoff Advisory Board, an engineering and design company operating throughout Australia and the region. He is Chairman of Pel-Air Aviation Pty Ltd and is also a director of Power and Data Corporation Pty Limited and a director of Lurssen Australia. Mr. Sharp is a Trustee and Board Member of John McKeown House, Honorary Federal Treasurer, National Party of Australia and has retired as Chairman of Winifred West Schools Foundation. He has been a member of the University of Wollongong Vice Chancellor's Advisory Board. He is also currently a director of the Tudor House Foundation. He was appointed a director of the Flight Safety Foundation following his receipt of the Foundation's Presidential Citation for Aviation Safety, the first Australian to receive this award. He has also been a director of the French, Australian Chamber of Commerce and Industry, and Co-Chair of the Cancer Council of NSW Southern Highlands Branch. He is currently a director of the Climate Change Authority. Mr. Sharp's extensive experience in aviation, regional air services and as the former Federal Minister for Transport and Regional Development in the Federal Government, adds significantly to the expertise and standing of the Board.

Mr. Lee has extensive international business experience and currently is the Chairman and owner of a company supplying specialty medical devices, systems and drugs to healthcare institutions in the ASEAN region.

Mr. Lee was one of the founding shareholders and directors of Rex in August 2002

Mr. Howell has over 36 years of aviation experience and has been with the Company since its inception in August 2002. He has operated the Saab 340 as a First Officer and Captain for over 18 years for both Hazelton Airlines and Regional Express. Prior to his role as GM Flight Operations (GMFO) and Chief Pilot, Mr. Howell was Manager Training & Checking and Deputy Chief Pilot. He is an extensively qualified and experienced simulator and aircraft instructor and has held positions as both Training and Check Captain. Mr. Howell was the Chief Flying Instructor and Chief Pilot for the first integrated pilot training academy in Australia and has provided cadet pilot training for both domestic and international carriers. He is a qualified lecturer in a number of aviation subjects and has a Diploma of Aviation. He holds a number of Civil Aviation Safety Authority (CASA) delegations and has done since 1984. As GMFO Mr. Howell was responsible for all facets of the Company's flight operations and all operational matters affecting the safety of flight operations. Mr. Howell became Chief Operating Officer in July 2014. As Chief Operating Officer he is responsible for Regional Express operations including flight operations, continuing airworthiness, maintenance control, airport operations and the human factors group. Mr. Hine has also had experience as a lecturer in Cockpit Systems Management for the Bachelor of Applied Science (Civil Aviation) degree at the University of South Australia.

Mr. Hine has over 25 years of aviation experience including 15 years as a First Officer and Captain of Metroliner and Saab 340 aircraft and is a well-accomplished and knowledgeable instructor. He has been with the Company since its inception in August 2002 and is the Group Flight Operations Advisor, Chairman's Office and Chairman of the Australian Airline Pilot Academy. Prior to his current role he was the Chief Operating Officer and General Manager Flight Operations and Chief Pilot. Prior to Rex he worked for Kendell Airlines from 1995, during which time he held various Check and Training Captain positions. As Chief Operating Officer he was responsible for all facets of the Company's flight operations and all operational matters affecting the safety of flight operations. Mr. Hine has also had experience as a lecturer in Cockpit Systems Management for the Bachelor of Applied Science (Civil Aviation) degree at the University of South Australia.

Professor Bartsch has over 35 years' experience in the aviation industry in a variety of senior operational, safety and regulatory roles. He was head of safety and regulatory compliance for Qantas Airways Limited's AOC and manager of the CASA Sydney Airline Transport Field Office.

In addition, Professor Bartsch is an experienced pilot and has extensive legal and regulatory experience. Professor Bartsch has formal qualifications in law, education, philosophy and science, and is the author of the definitive legal textbook on aviation law. Professor Bartsch is an international aviation safety consultant and senior visiting fellow with the School of Aviation at the University of New South Wales and the College of Law at the Australian National University. He is a former aviation specialist member of the Administrative Appeals Tribunal and author of several publications including *Aviation Law in Australia*, *International Aviation Law* and *Drones in Society*.

## SENIOR MANAGEMENT EXECUTIVES

The names and particulars of the senior management executives of Rex during or since the end of the FY are:



**NEVILLE HOWELL**  
Chief Operating Officer



**WARRICK LODGE**  
General Manager, Network Strategy & Sales



**IRWIN TAN**  
General Manager, Corporate Services



**MAYOORAN THANABALASINGAM**  
General Manager, Information Technology and Communications



**PNG YEOW TAT**  
General Manager, Engineering



**MARK BURGESS**  
Deputy General Manager, Engineering



**DAVID BROOKSBY**  
National Airports Manager  
Chief Operating Officer, Air Link



**PAUL FISHER**  
General Manager, Flight Operations and Chief Pilot

Neville is a member of the Rex Management Committee. A description of his qualifications, skills and experience is included on page 8.

Warrick manages a team responsible for scheduling, pricing, revenue management, sales and commercial analysis. His duties include the monitoring of network performance and analysis of both existing and new market opportunities. Warrick has more than 25 years of regional airline experience in the specialised areas of scheduling, pricing and revenue management and held the position of Manager Network Planning with Kendell Airlines, having joined that company in 1992. Warrick has been with Rex since its inception in 2002 and is also a member of the Rex Management Committee.

Irwin's background was originally in genetic research after graduating with first class honours in biotechnology from the University of New South Wales in Sydney. Irwin left the field of genetic research when he joined Morrison Express Logistics in 1999 and then Singapore Airlines in 2001. He was later transferred to Singapore Airlines Cargo as an executive where he took on various appointments in product development, advertising, sales and airline alliances before taking on the role of Regional Marketing Manager for the South West Pacific region in 2003. Irwin joined Rex in July 2005 and was appointed the Company Secretary on 7 September 2005. Irwin is also a member of the Rex Management Committee.

Mayooran leads a team of Information Technology (IT) professionals responsible for ensuring day-to-day operations of the airline. With over 15 years of experience and an extensive background in information technology, he has managed a range of IT projects and initiatives for Rex including the Internet Booking Engine, the Amend Booking Engine, Web Check-in and numerous Mobile/iPad applications. Mayooran has a Master of Business Administration (Computing) from Charles Sturt University. He also has a Graduate Certificate in Management (Information Technology) as well as an Associate Diploma of Electrical Engineering / Computer Engineering. He commenced with Rex in April 2004. Mayooran is a member of the Rex Management Committee and a Director of the Australian Airline Pilot Academy (AAPA).

Tat has been in aviation engineering for more than 35 years and has many years of experience in various senior management positions. He graduated with an Honours Degree in Electrical and Electronic Engineering from the UK. Tat joined Rex in June 2007 as the Logistics Advisor and subsequently as the Engineering Advisor in the Chairman's Office. He became the Deputy General Manager and Part 145 Alternate Accountable Manager for both Rex and Air Link Approved Maintenance Organisations (AMOs) in June 2013. He is a member of the Rex Engineering Management Committee and a member of the Rex Management Committee.

Mark is a Licensed Aircraft Maintenance Engineer with over 30 years' experience and has been with the company since its inception in 2002. His career began as an apprentice in the British Armed Forces where he maintained helicopters for 12 years and left as a Senior Rank. He continued his career in the oil and gas industry with CHC Helicopters and also British Midland Regional Prop and Jet RPT services. He migrated to Australia in 2001 to work for Kendell Airlines in Wagga Wagga and became Production Leader co-ordinating maintenance and manpower on heavy checks for Saab 340 aircraft. In 2008 he moved to Adelaide as the Line Maintenance Supervisor and oversaw expansion of Rex maintenance activities from line to heavy maintenance. He is a member of the Rex Engineering Management Committee.

David holds dual roles within the company as both the National Airports Manager for Rex and the Chief Operating Officer for Air Link. David has held previous senior roles in a management and operational capacity at each of Rex's major airports including Adelaide, Sydney, Brisbane and Melbourne since joining the company in April 2006. Prior to commencing employment with Rex, David worked as a contracted outport agent with his family's business at Mount Gambier airport where his father is the company's longest standing contracted ground handling agent, having been contracted by Rex/Kendell since 1982 to provide ground handling services. David graduated from the University of South Australia with a Bachelor of Management in 2003. David is also a member of the Rex Management Committee.

Paul has over 27 years of aviation experience and has been with the Company since its inception in August 2002. He has operated the Saab 340 as a First Officer and Captain for over 14 years for both Hazelton Airlines and Regional Express. Prior to his role as GM Flight Operations (GMFO) and Chief Pilot, Paul served in various roles within the Training and Checking department along with being the Adelaide Flight Operations Manager, Flight Standards Manager and the Training & Checking Manager / Deputy Chief Pilot. He holds a number of Civil Aviation Safety Authority (CASA) delegations. As GMFO he is responsible for all facets of the Company's flight operations and all operational matters affecting the safety of flight operations.

03

## DIRECTORSHIPS OF OTHER LISTED COMPANIES

During the year under review, no directors appointed as at 30 June 2017 served as a director with any other company listed on the ASX.

04

## DIRECTORS' SHAREHOLDINGS

The following table sets out each director's relevant interest in shares and options of Rex as at the date of this report. No debentures or rights exist.

Directors	Fully paid ordinary shares direct interest	Fully paid ordinary shares indirect interest	Share options
Lim Kim Hai	18,998,346	5,755,513	-
The Hon. John Sharp	50,000	223,322	-
Lee Thian Soo	7,722,181	3,727,181	-
Neville Howell	30,922	-	-
Chris Hine	74,407	-	-
James Davis	200,866	-	-
Ronald Bartsch	-	-	-

05

## DIRECTORS' MEETINGS

The following table sets out the number of directors' meetings (including meetings of committees of directors) held during the FY and the number of meetings attended by each director (while they were a director or committee member). During the FY, 4 Board meetings, 5 Remunerations, Nominations and Disciplinary Committee meetings, 2 Audit and Corporate Governance Committee meetings and 4 Safety and Risk Management Committee meetings were held.

Directors	Board	Remunerations, Nominations and Disciplinary Committee	Audit & Corporate Governance Committee	Safety & Risk Management Committee
No. of Meetings Held:	4	5	2	4
Attendance:				
Lim Kim Hai	4	-	-	-
The Hon. John Sharp	3	5	2	-
Lee Thian Soo	3	-	-	-
Neville Howell	4	-	-	-
Chris Hine	4	-	-	4
James Davis	4	5	2	-
Ronald Bartsch	4	-	-	4

06

## REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Information about the remuneration of directors and senior management is set out in the remuneration report of this directors' report, on pages 21 to 24.

07

## SHARES UNDER OPTION OR ISSUED ON EXERCISE OF OPTIONS

No options were granted or exercised in FY 17.

08

## FORMER PARTNERS OF THE AUDIT FIRM

No directors or officers in Rex or the Group have been a partner or director of Deloitte Touche Tohmatsu, the Group's auditor.

09

## COMPANY SECRETARIES

Mr. Irwin Tan holds the position of Rex Company Secretary. A description of his qualifications, skills and experience is included on page 9.

Mr. Benjamin Ng, having completed his Bachelor of Science followed by an MBA in the UK, started his career with the German multinational chemical company, Henkel in Malaysia. In his eight years with Henkel/Cognis, he held various positions ranging from sales, marketing, business analysis and cost controlling. In 2001, he was posted to headquarters in Germany for just over a year where he was cost controller for the Asia Pacific Region. Upon his return to Malaysia, he headed up the controlling department of Cognis for three years. Benjamin joined Rex in April 2006 and was appointed Company Secretary on 10 October 2007.

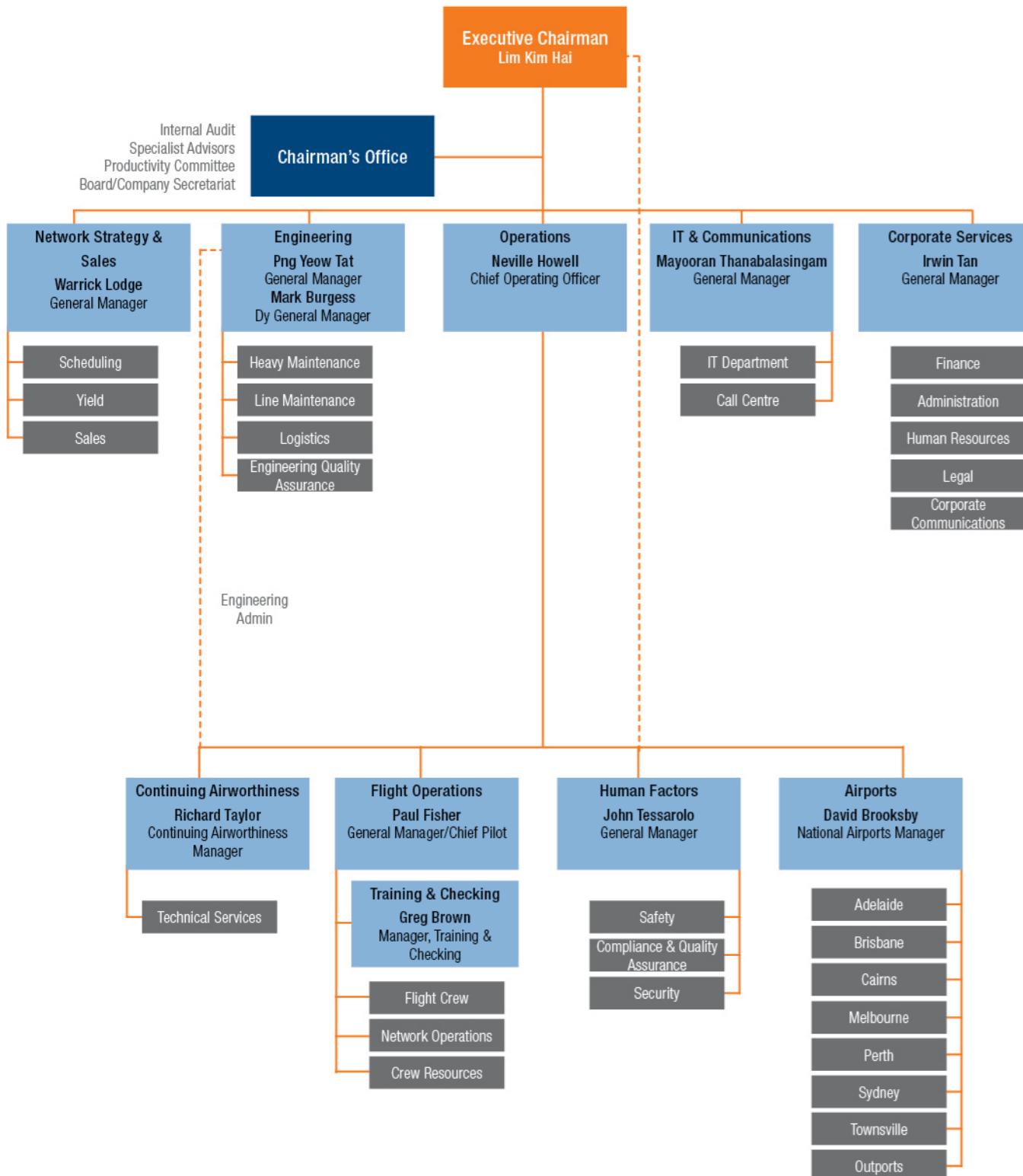
Mr. Richard Kwan started his career with Rex after graduating with a Bachelor of Aviation (Hons) from the University of New South Wales (UNSW). He has served various roles within the Corporate Services and Network Strategy & Sales departments focussed in analysis, project and contract management within the Rex Group of companies including the Queensland & Western Australia regulated routes and Pel-Air contracts. He has subsequently obtained a Master of Commerce from UNSW and has been certified as a PRINCE2 Practitioner. Richard was appointed Company Secretary on 26 September 2016.

10

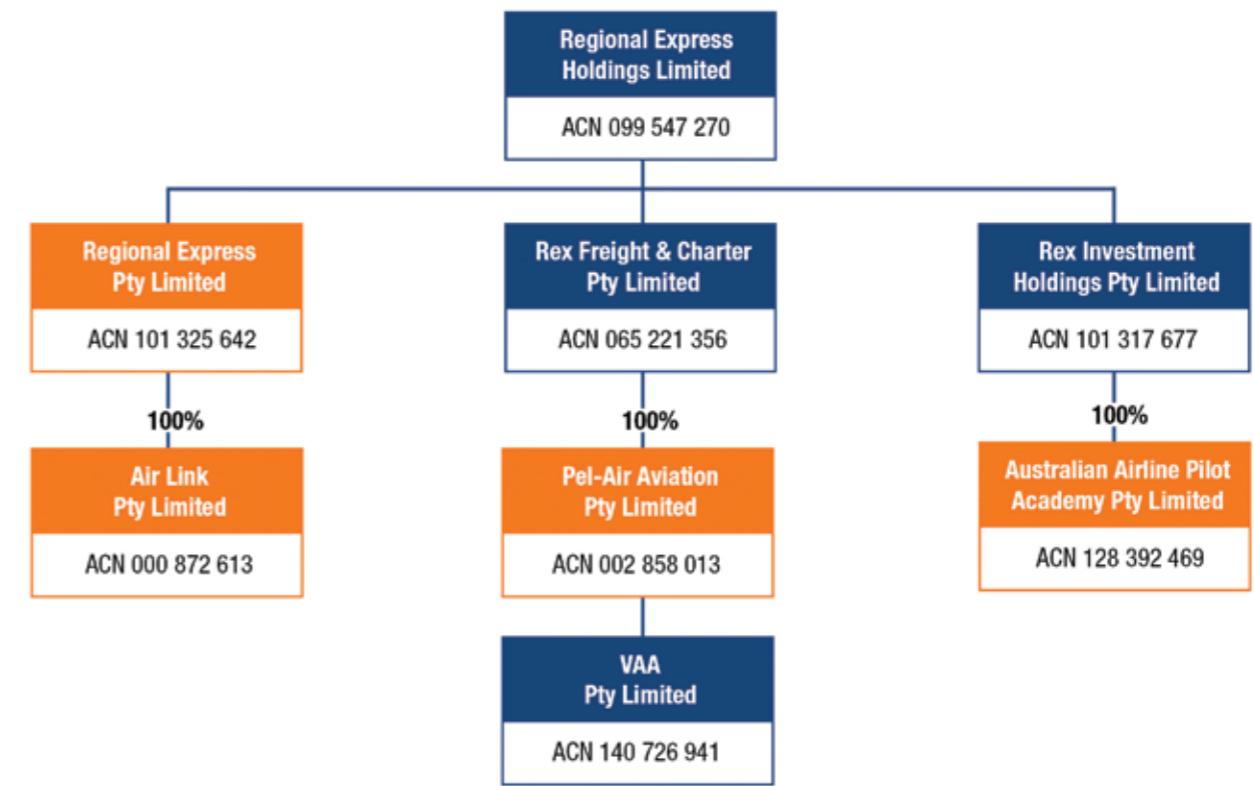
## PRINCIPAL ACTIVITIES

The Group's principal activity during the FY was the provision of air services principally for the transportation of passengers and freight.

## REGIONAL EXPRESS AIRLINE ORGANISATION STRUCTURE



## REGIONAL EXPRESS GROUP HOLDINGS STRUCTURE



Orange box: Holds an Air Operator's Certificate (AOC)

**SUMMARY**

At the commencement of FY 17 the Rex RPT network serviced 58 airports throughout all states of Australia. This follows Rex setting up a new Western Australian base at Perth Airport in February 2016 to service the WA State Government regulated routes of Perth Albany and Perth Esperance.

FY 17 was the first full year of Rex's Western Australian operations and Rex has been extremely pleased with its decision to expand into the west. Rex has worked closely with the WA Department of Transport, Perth Airport, the City of Albany and the Shire of Esperance to grow passenger numbers and deliver reliable services to the benefit of all stakeholders. This included entering into unique partnership agreements with Perth Airport, the City of Albany and the Shire of Esperance that provide airport cost certainty in return for Rex delivering \$129 Rex Community Fares on the Albany Perth and Esperance Perth routes.

In FY 17 partnership agreements were either renewed or entered into with the regional councils that own and operate the following regional airports: Albany, Armidale, Bamaga (NPA), Bathurst, Ballina, Broken Hill, Ceduna, Coober Pedy, Esperance, Grafton, Mildura, Moruya, Narrandera, Newcastle, Parkes, Snowy Mountains, Taree, Whyalla and Wagga Wagga.

There were no partnership agreements during the FY with the following regional airports: Albury, Burnie, Dubbo, Griffith, Kangaroo Island, King Island, Lismore, Merimbula, Mount Gambier, Orange, Port Lincoln or any of the regional airports associated with the Queensland regulated routes.

This FY saw an additional 16 Rex cadets inducted as First Officers (FOs), taking the number of former cadets flying in the Group to 136, of which 35 have already reached the rank of Captain. The maturity of the Rex cadet programme conducted at the Group's pilot training academy, the Australian Airline Pilot Academy (AAPA), continues to flourish and six former cadets have now achieved the rank of Training Captain.

The Saab 340 Full Flight Simulator (FFS) located at AAPA continues to perform well and has high dispatch reliability given its heavy demand for initial and recurrent pilot training. The FFS completed a total of 1,825 hours this FY and continues to provide significant cost savings and operational efficiencies to the Group. The Civil Aviation Safety Authority (CASA) has renewed the Flight Simulator Qualification Certificate until April 2018.

Rex has further developed and enhanced its in-house designed Electronic Flight Bag (EFB) across its 55 strong Saab 340 fleet in the Rex Group. The EFB now provides access to the full suite of company and aircraft manuals which has allowed for the removal of hard copy manuals. These initiatives and the continual development of in-house applications have resulted in significant operational and safety enhancements to the Saab fleet and have provided greater convenience for the crew. All Rex pilots operating the Saab have been issued with iPads containing the aforementioned manuals and applications for study purposes.

Following on from the training agreement with Viet Flight Training (VFT) and accreditations from the Civil Aviation Authority of Vietnam and Vietnam Airlines in the previous FY, AAPA welcomed a further 18 Vietnamese cadets in four intakes from VFT and two intakes from Vietnam Airlines.

After receiving CASA Commercial Pilot Licences and Command Instrument Ratings, the first seven Vietnamese cadets celebrated at the inaugural graduation ceremony at AAPA on 12 May 2017. These cadets have returned to Vietnam to complete final training and obtain a Vietnamese Commercial Pilot's Licence and will be eligible to join Vietnam Airlines. This strong and successful relationship, driven by Vietnam Airlines' need for pilots, continues to grow with a further 21 cadets expected to have commenced training with AAPA by September 2017.



AAPA's first VFT graduating cadets with the Hon. Michael McCormack MP, Minister for Small Business, the Hon. Julie Bishop MP, Minister for Foreign Affairs, NSW Consulate General of Vietnam, Minh Son Hoang and CEO of VFT, Captain Nam Lien Nguyen.

**MATERIAL RISK AND RISK MANAGEMENT**

The Company recognises that it has a responsibility to conduct its activities in an environmentally and socially responsible manner. The Group's Environmental Management Program available on the Rex website details the Environmental Management Program (EMP), incorporating the Group's environmental policy, targets, prevention of pollution, management strategies to mitigate the risk of environmental impact and continuous environmental improvement (ASX Recommendation 7.4).

Like all Australian airlines, the Company is subject to economic risks. The Company identifies the following risks that could adversely affect the entity's prospects for future FYs (ASX Recommendation 7.1):

- Fuel price – The Group was hedged for fuel for most of FY 17 which delivered significant savings to fuel cost. The Group continues to closely monitor Brent Crude prices and has hedged its requirements to November 2017 with savings of close to \$1M compared to the prior period.
- Foreign exchange rates – The Group's main financial risk is its exposure to the US dollar and hence its main objective is to minimise the impact of USD fluctuation on its operations. However with significant purchases in spares in prior years, as well as the acquisition of the majority of its fleet as opposed to leasing, the Group's exposure to USD expenditure is reduced. The Group will continue to monitor the exchange rate closely and will hedge whenever the rates are favourable.

The Company is also aware of the potential risk of the loss of pilots. In response, the Company began its own pilot cadet training programme which has been operating successfully for nine years from its pilot training academy AAPA in Wagga Wagga NSW. As mentioned earlier, more than half of the active pilot strength is from the programme and more and more Captains are also coming from the programme now.

## ROUTE NETWORK DEVELOPMENTS

FY 17 was the first full year of Rex's operations in Western Australia with services linking Albany and Esperance to Perth. It was also the first full year of operating services between Sydney and the Snowy Mountains (Cooma).

Rex commenced operating the Perth Albany and Perth Esperance routes with effect from 28 February 2016 under a Deed of Agreement with the Western Australian (WA) government. This confers onto Rex the sole right to operate on the Perth Albany and Perth Esperance routes for a five year term beginning on 28 February 2016. This was a major milestone for Rex as it resulted in Rex establishing operations in WA for the first time. From Perth, Rex operates 23 weekly return services to Albany and 18 weekly return services to Esperance.

Rex also commenced new services between Sydney and the Snowy Mountains (Cooma) in March 2016 in partnership with Snowy Mountains Airport Corporation. This saw the Snowy Mountains air service operate throughout the first half of FY 17, which included additional flight frequencies from July 2016 to October 2016 to accommodate the increased demand associated with the Winter ski season.

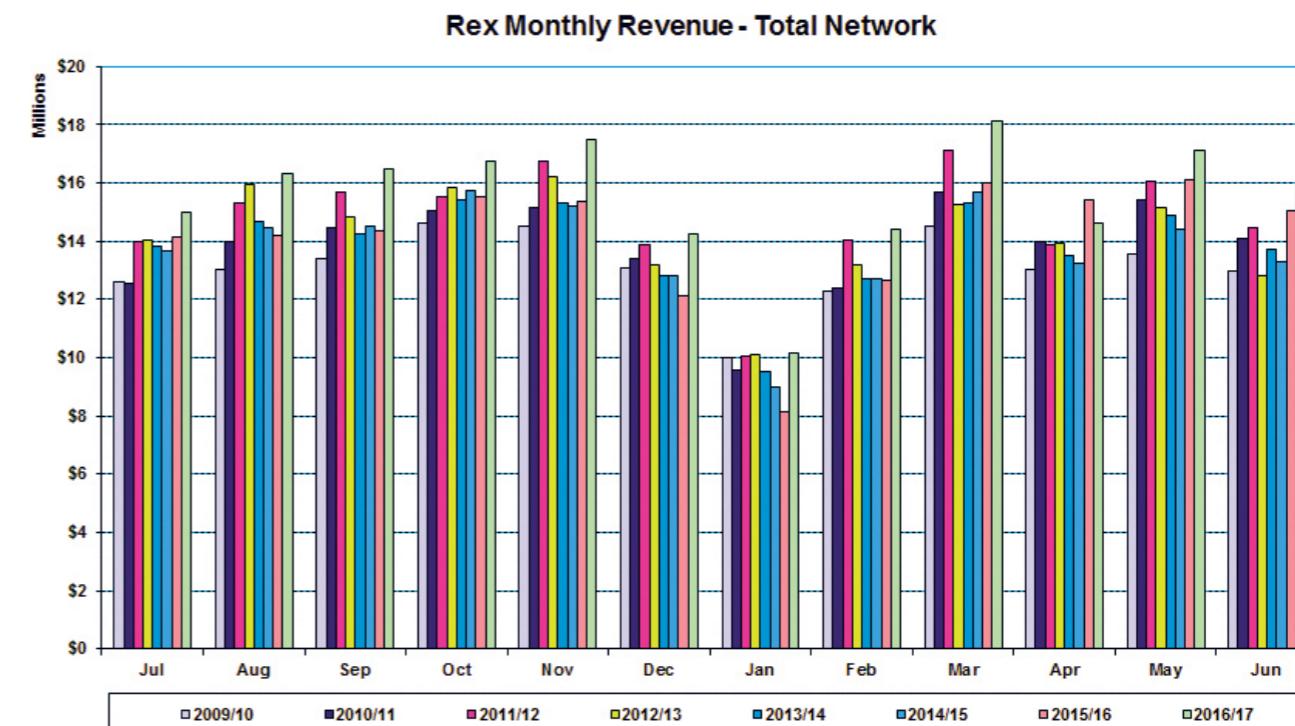
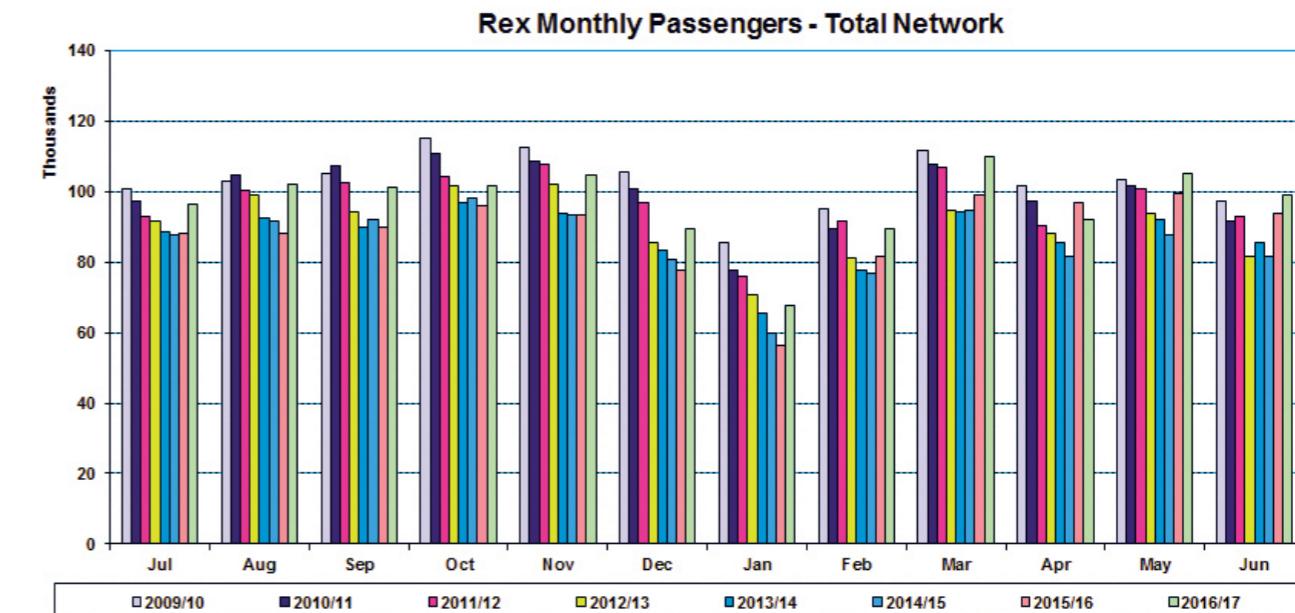
In late October 2016, Rex, in partnership with the Northern Peninsula Area Regional Council (NPARC), expanded the week-day Cairns to Bamaga schedule to include an additional non-stop service between Cairns and Bamaga each Sunday.



NPARC Mayor Eddie Newman (left) and Rex Queensland State Manager Steve Jones (right) in front of a Rex Saab 340 aircraft.

Also in late October 2016, Rex introduced an improved schedule between Cairns and Townsville. Rex has been operating services between Cairns and Townsville since January 2015. The improved schedule was the result of listening to government and business customers in both Cairns and Townsville which resulted in the reversal of the flight schedule to operate an earlier flight from Cairns to Townsville in the morning, and a later flight from Townsville back to Cairns in the afternoon. This in turn provides the ability to undertake a full day's business in both cities with day-return travel made possible in each direction.

The graphs below set out the evolution in monthly passenger carriage and monthly passenger revenue over the last eight FYs.



## FLEET CHANGES

There were no changes to the fleet in the period under review. Of the 55 Saab 340 aircraft in the Rex Group, 38 are fully paid for, 15 are on mortgage with about two years left to run and two are on lease.

## ENTERPRISE AGREEMENTS (EA)

The Rex Flight Attendant Enterprise Agreement (EA) and Airline Services Collective Agreement are currently being negotiated and have a nominal expiry date of 30 June 2017. The Rex Pilot and Engineer EA were ratified in early FY 17.

## OPERATIONAL AND SERVICE STANDARDS

In FY 17 Rex recorded 83.8% on-time departure performance as reported by the Bureau of Infrastructure, Transport and Regional Economics (BITRE).

In addition, Rex completed FY 17 with a low cancellation rate of 0.82%, which was the lowest cancellation rate of all Australian airlines.

Airline	On-Time Departure		Cancellation Rate (%)	
	FY 2017	FY 2016	FY 2017	FY 2016
 Rex Regional Express	4th	3rd	0.8%	0.5%
QantasLink	5th	4th	2.6%	2.6%
Virgin Australia Regional Airlines	2nd	6th	1.5%	2.1%
Qantas	1st	2nd	1.2%	1.1%
Virgin Australia	3rd	1st	2.2%	1.5%
Jetstar	7th	7th	1.8%	2.2%
Tigerair	6th	5th	1.3%	1.0%

## COMMUNITY INVOLVEMENT

Throughout FY 17 Rex contributed over \$330,000 in sponsorships to worthy charitable and community causes across our regional network.

Rex is proud to be able to directly give back to the local communities we service through corporate partnerships, flight sponsorship, and very importantly, by providing fare assistance to residents in our regional ports for travel to capital cities for medical attention.

Some of the causes and events supported by Rex during FY 17 are:

- Bedourie Splash 'n' Arts Camp
- Heart of Australia
- Birdsville Big Red Bash
- Taste Great Southern
- NSW Regional Woman of the Year Award
- Ballina Food and Wine Festival
- Peak Festival
- Parkes Elvis Festival
- Julia Creek Dirt n Dust Festival



Artists and crew heading to the Birdsville Big Red Bash.  
Photo credit: Cathy Finch Photography

13

## CHANGES IN STATE OF AFFAIRS

No changes in the state of affairs were observed by the Group during the reporting period apart from what is reported in the Operational Review.

14

## SUBSEQUENT EVENTS

In July 2017, Rex announced it had been awarded the route licence to operate passenger services from Adelaide to Port Augusta by the South Australian Government. Rex will be commencing services between Adelaide and Port Augusta from 11 September 2017. The schedule will provide three weekly roundtrip services on Mondays, Tuesdays and Thursdays from Adelaide to Port Augusta and return. This service will stimulate and provide ease of access to business and opens tourism to domestic and international visitors. A further 21 Vietnamese cadet pilots are expected to commence training at AAPA over September and October 2017, with more expected in the remainder of the FY.

Pel-Air has secured FIFO contracts with Iluka Resources and Cobham based out of Adelaide. The charter flights will commence in July and August 2017 respectively and operate several times a week to Jacinth-Ambrosia and to Prominent Hill using the Saab 340 aircraft. The availability of Rex assets in Adelaide enabled Pel-Air to offer the charter services at short notice and clinch the contracts.

15

## FUTURE DEVELOPMENTS

Rex Flight Operations and Information Technology departments are currently working on the development of a number of new applications for the Electronic Flight Bag (EFB) for the Saab fleet in the Rex Group. The applications include flight planning, weight & balance, performance and crew training. All of the associated applications and framework will provide greater operational efficiencies and cost savings.

Rex is also looking to purchase/lease more aircraft as it sees a pick-up in RPT and charter activities.

16

## ENVIRONMENTAL REGULATIONS

During FY 17 Rex continued to be an active participant in programs aimed at maximising energy efficiency and reducing greenhouse gas emissions in accordance with the National Greenhouse Energy Reporting Act 2007 (NGER).

Rex is due to submit its 8th NGER report to the Clean Energy Regulator in October 2017.

17

## DIVIDENDS

In the light of a clear trend of the recovery of the Australian economy, the Directors have decided on a final dividend payout of 10 cents for every share to be paid out in November 2017.

18

## INDEMNIFICATION OF OFFICERS AND AUDITORS

During the FY, the Company paid a premium in respect of a contract insuring the directors of the Company (as named above), the company secretaries (as named above), and all executive officers of the Company and of any related body corporate against a liability incurred as such a director, secretary or executive officer to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

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

## REMUNERATIONS, NOMINATIONS AND DISCIPLINARY COMMITTEE

Rex's board of directors has established a Remunerations, Nominations and Disciplinary Committee for the purpose of determining and reviewing compensation arrangements for the directors and the senior management executives of the Group. This committee has a process for performance evaluation of the board, its committees and key executives of Rex. The committee's role is to assess the appropriateness of the nature and amount of remuneration of directors and senior management executives on a periodic basis.

## REMUNERATION POLICY

Remuneration levels are set to enable Rex and its subsidiaries to attract and retain appropriately qualified and experienced directors and senior management executives, who will create sustainable value for shareholders and other stakeholders. They also fairly and responsibly reward directors and senior management, having regard to the performance of the Group, the performance of the individual and the external compensation environment.

## REMUNERATION STRUCTURE

In accordance with best practice corporate governance, a distinction has been drawn between the remuneration structure of Rex's non-executive directors and that of its senior management executives. This enables Rex to maintain the independence of non-executive directors and reward senior management executives for their performance of duties and their dedication.

Rex has set in place a remuneration model for all staff which calls for staff accepting a lower fixed annual salary increase in exchange for a profit share and a share plan.

### • Profit Share Incentive Plan

The profit share incentive scheme, established eleven years ago continues to award eligible employees a share of Rex's profit before tax (PBT) based on an agreed percentage (excluding contributions from subsidiaries and associates) for the FY immediately preceding the award. The profit share is allocated on an equal share basis. Permanent part time employees receive an amount proportional to their employment hours. The Board continues to offer this to all non-Enterprise Agreement (EA) employees who are not the subject of an adverse recommendation by the Remunerations, Nominations and Disciplinary Committee.

### • Share Gift Plan

Rex established the share gift plan (effective from FY 06) for its executive directors and eligible employees. The plan is offered to EA groups that opt for the plan and all non-EA employees who are not the subject of an adverse recommendation by the Remunerations, Nominations and Disciplinary Committee. This plan is not based on any performance measures (other than eligibility for non-EA employees). The plan was established to show its recognition of employees' contribution to Rex by providing an opportunity to share in its future growth and profitability and to align the interests of the employees more closely with the interests of the shareholders. As such, the share gift plan entitles eligible employees to a fixed value of shares in exchange for a percentage of their base salaries. Therefore there are no vesting conditions attached to the share gift.

During the FY 2,855,365 fully paid ordinary shares were acquired by the Rex Tax Exempt Employee Share Plan Trust and Rex Tax Deferred Employee Share Plan Trust which are managed by Rex Investment Holdings in accordance to the Rex Tax Exempt Employee Share Plan Trust Deed and Rex Tax Deferred Employee Share Plan Trust Deed. The shares purchased are solely for the benefit of employees as part of the employee share plan. The Group does not have a beneficial interest in the trust.

## DIRECTOR AND SENIOR MANAGEMENT DETAILS

The following persons acted as directors of the Company during or since the end of the FY:

Lim Kim Hai (Chairman)

The Hon. John Sharp (Deputy Chairman)

Lee Thian Soo

Neville Howell

Chris Hine

James Davis

Prof. Ronald Bartsch

The term 'senior management' is used in this remuneration report to refer to the following persons. Except as noted, the named persons held their current position for the whole of the FY and since the end of the FY:

Neville Howell (Chief Operating Officer)

Warrick Lodge (General Manager, Network Strategy & Sales)

Irwin Tan (General Manager, Corporate Services / Company Secretary)

Mayooran Thanabalasingam (General Manager, Information Technology and Communications)

Png Yeow Tat (General Manager, Engineering)

Mark Burgess (Deputy General Manager, Engineering)

Paul Fisher (General Manager, Flight Operations & Chief Pilot)

David Brooksby (National Airports Manager, Rex & Chief Operating Officer, Air Link. David was appointed to the Rex Management Committee on 1 July 2017)

## REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The directors and other nominated key management personnel received the following amounts as compensation for their services as directors and executives of the Company and/or the Group during the year:

Directors/Executives	FY	Short-term benefits		Post employment benefits	Long-term benefits	Share gift provision	Total
		Cash salary & fees	Cash profit sharing & other bonuses				
				Pension & super-annuation	Long service leave	Share gift issued	
<b>EXECUTIVE DIRECTORS</b>							
<b>LIM KIM HAI<sup>(1)</sup></b>	2017	-	-	-	-	-	-
Executive Chairman	2016	-	-	-	-	-	-
<b>CHRIS HINE</b>	2017	135,643	16	12,887	1,760	2,113	152,419
Executive Director & Group Flight Operations Advisor	2016	141,960	-	13,486	2,172	618	158,236
<b>NEVILLE HOWELL</b>	2017	209,876	25,019	19,005	3,247	3,849	260,996
Executive Director & Chief Operating Officer	2016	215,259	-	19,029	3,205	3,800	241,293
<b>GARRY FILMER</b>							
Alternate Director to Chris Hine until 12 Jan 2016	2016	49,389	-	4,692	2,000	823	56,904
<b>NON-EXECUTIVE DIRECTORS</b>							
<b>JOHN SHARP</b>	2017	90,000	-	8,550	-	-	98,550
Deputy Chairman	2016	93,461	-	8,879	-	-	102,340
<b>LEE THIAN SOO</b>	2017	30,000	-	-	-	-	30,000
Non-Executive Director	2016	31,154	-	-	-	-	31,154
<b>RONALD BARTSCH</b>	2017	35,000	-	3,325	-	-	38,325
Non-Executive Director	2016	36,346	-	3,453	-	-	39,799
<b>JAMES DAVIS</b>	2017	40,000	-	3,800	-	-	43,800
Non-Executive Director	2016	41,538	-	3,946	-	-	45,484
<b>SENIOR MANAGEMENT EXECUTIVES</b>							
<b>WARRICK LODGE</b>	2017	166,249	25,019	16,443	2,770	3,284	213,765
GM, Network Strategy & Sales	2016	170,350	-	16,183	2,735	3,242	192,510
<b>IRWIN TAN</b>	2017	181,249	25,019	17,485	2,770	3,284	229,807
GM, Corporate Services	2016	185,927	-	17,663	2,735	3,242	209,567
<b>MAYOORAN THANABALASINGAM</b>	2017	171,249	25,019	16,790	2,770	3,284	219,112
GM, ITC	2016	175,542	-	16,677	2,735	3,242	198,196
<b>PAUL DAVID FISHER</b>	2017	184,619	33,642	17,718	4,618	3,647	244,244
GM, Flight Operations & Chief Pilot	2016	189,173	30,139	18,135	4,559	3,600	245,606
<b>PNG YEOW TAT</b>	2017	156,938	25,019	15,797	2,615	3,100	203,469
GM, Engineering	2016	154,999	-	14,725	2,581	2,853	175,158
<b>MARK BURGESS</b>	2017	136,688	18,284	14,391	3,419	2,700	175,482
Deputy GM, Engineering	2016	129,252	16,438	13,841	3,375	2,400	165,306
<b>DALE HALL</b>							
GM, Engineering until 8 Jan 2016	2016	134,385	-	9,151	1,229	2,906	147,671
<b>TOTAL</b>	2017	1,537,511	177,037	146,191	23,969	25,261	1,909,969
	2016	1,748,735	46,577	159,860	27,326	26,726	2,009,224

<sup>(1)</sup> Lim Kim Hai undertook to forfeit his Director's fee since November 2008 in response to the global economic crisis and continued to do so in this reporting period in the light of the continuing difficult environment.

## VALUE OF OPTIONS ISSUED TO DIRECTORS AND EXECUTIVES

No options lapsed, were granted or were exercised during FY 17.

## RELATIONSHIP BETWEEN THE REMUNERATION POLICY AND COMPANY PERFORMANCE

In addition to the profit share and share gift schemes that apply to all non-EA staff, a Key Manager bonus, fixed by the Remunerations, Nominations and Disciplinary Committee, was given to selected members of executive management based on an assessment of the recipient's performance during the year.

The tables below set out summary information about the Group's results and movements in shareholder wealth for the five years to June 2017:

	30 June 2017 \$'000	30 June 2016 \$'000	30 June 2015 \$'000	30 June 2014 \$'000	30 June 2013 \$'000
Revenue	280,967	261,906	256,217	253,336	258,311
Net profit / (loss) before tax	17,810	(10,703)	9,296	10,662	19,177
Net profit / (loss) after tax	12,620	(9,557)	6,672	7,725	14,018
	30 June 2017	30 June 2016	30 June 2015	30 June 2014	30 June 2013
Share price at start of year	\$0.77	\$1.04	\$0.75	\$1.125	\$1.07
Share price at end of year	\$1.11	\$0.77	\$1.04	\$0.75	\$1.125
Interim dividend	-	-	-	-	-
Final dividend <sup>1,2</sup>	-	-	-	-	-
Basic earnings / (loss) per share	11.7 cps	(8.8 cps)	6.2 cps	7.0 cps	12.8cps
Basic earnings / (loss) per share	11.7 cps	(8.8 cps)	6.2 cps	7.0 cps	12.8cps

<sup>1</sup> The final dividend is per share fully franked and after corporate tax of 30%.

<sup>2</sup> Declared after the balance date and reflected in the financial statements of the year of payment.

## KEY TERMS OF EMPLOYMENT CONTRACTS

Employment contracts between the senior management executives and the Group do not have a specified duration. A notice of four weeks must be given for senior management executives to terminate their contract. There are no extraordinary termination payments set out in the contracts of the senior management executives of the Group.

## KEY MANAGEMENT PERSONNEL EQUITY HOLDINGS

The following table details the shareholdings (total of direct and indirect shareholdings) of directors and key management personnel in the Group:

	Balance at 1 July 2016	Increase / (Decrease) during the year	Balance at 30 June 2017
<b>Directors:</b>			
Lim Kim Hai	24,653,859	100,000	24,753,859
The Hon. John Sharp	200,000	61,322	261,322
Lee Thian Soo	11,449,362	-	11,449,362
Neville Howell	25,857	5,065	30,922
Chris Hine	176,628	(102,221)	74,407
James Davis	200,866	-	200,866
<b>Key management personnel:</b>			
Warrick Lodge	151,027	4,321	155,348
Irwin Tan	26,811	4,321	31,132
Mayooran Thanabalingam	79,389	4,321	83,710
Paul Fisher	35,256	4,798	40,054
Png Yeow Tat	20,565	4,079	24,644
Mark Burgess	14,452	3,589	18,106
David Brooksby	16,503	2,964	19,467

During the financial year, no options were granted to (2016: nil), nor exercised (2016: nil) by key management personnel for ordinary Rex shares. No options remained unpaid or to be exercised at the year end.

## PROCEEDINGS ON BEHALF OF THE COMPANY

No proceedings have been brought on behalf of the Group, nor has any application been made in respect of the Group under s.237 of the Corporations Act 2001.

## NON-AUDIT SERVICES

Details of amounts paid or payable to the auditor for non-audit services provided during the year by the auditor are outlined in Note 26 to the financial statements.

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

The directors are of the opinion that the services as disclosed in Note 26 to the financial statements do not compromise the external auditor's independence, based on advice received from the Audit Committee, for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor, and
- none of the services undermine the general principles relating to auditor independence as set out in Code of Conduct APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional & Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

## ROUNDING OFF OF AMOUNTS

In accordance with Legislative Instrument 2016/191 issued by the Australian Securities and Investments Commission relating to the rounding off of amounts in the financial statements, amounts in the financial statements have been rounded to the nearest hundred thousand dollars in accordance with that Legislative instrument, unless otherwise indicated.

Signed in accordance with a resolution of directors made pursuant to s.298 (2) of the Corporations Act 2001.

On behalf of the Directors

Neville Howell  
Chief Operating Officer  
Sydney, 29 August 2017

## AUDITOR'S INDEPENDENCE DECLARATION

# Deloitte.

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

Grosvenor Place  
225 George Street  
Sydney NSW 2000  
PO Box N250 Grosvenor Place  
Sydney NSW 1220 Australia

Tel: +61 (0) 2 9322 7000  
Fax: +61 (0) 2 9322 7001  
[www.deloitte.com.au](http://www.deloitte.com.au)

The Board of Directors  
Regional Express Holdings Limited  
81 – 83 Baxter Road  
MASCOT NSW 2020

29 August 2017

Dear Board Members

### Regional Express Holdings Limited

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of Regional Express Holdings Limited.

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

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

Yours sincerely

DELOITTE TOUCHE TOHMATSU

Jamie Gatt  
Partner, Chartered Accountants

Liability limited by a scheme approved under Professional Standards Legislation.  
Member of Deloitte Touche Tohmatsu Limited.



# CORPORATE GOVERNANCE STATEMENT

## CORPORATE GOVERNANCE STATEMENT

The Board is committed to sound corporate governance to ensure shareholder expectations are met and that Regional Express Holdings (the Company) is in compliance with the Australian Securities Exchange (ASX) Corporate Governance Council's Principles of Good Corporate Governance and Best Practice Recommendations (ASX Recommendations).

As required by the ASX Listing Rules this statement sets out the extent to which the Company has complied with the ASX Recommendations during the FY to 30 June 2017 and identifies any of the ASX Recommendations not followed and the reason why the Company has not adopted the ASX Recommendations. This statement adopts the ordering and numbering of the ASX Recommendations.

### PRINCIPLE 1: LAY SOLID FOUNDATION FOR MANAGEMENT AND OVERSIGHT

The Board has adopted a charter that details the roles and responsibilities of the Board and those of the Management Committee to achieve the objectives of delivering shareholder value. The Board regularly reviews the division of functions between the Board and management to ensure that it continues to be appropriate to the needs of the company (ASX Recommendation 1.1). The Remunerations, Nominations and Disciplinary Committee undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director. The biography of each director standing for election or re-election is expressly mentioned in the Notice of Meeting of the company's AGM (ASX Recommendation 1.2). The Directors and Management Committee have a clear understanding of their roles and responsibilities and of the company's expectations of them as set out in their employment contracts (ASX Recommendation 1.3). The Company Secretaries are integral in advising the Board and its committees on governance matters, ensuring that board and committee policy and procedures are followed, and helping to organise and minuting discussions of board and committee meetings (ASX Recommendation 1.4).

The performance of each Management Committee member is evaluated against goals and objectives with the assistance of the Remunerations, Nominations and Disciplinary Committee. The performance of the Management Committee was reviewed in FY 17 (ASX Recommendation 1.7). The performance of the Directors and Board Committees are reviewed periodically with the assistance of the Remunerations, Nominations and Disciplinary Committee. The performance and the composition of the Board Committees were reviewed in FY17 (ASX Recommendation 1.6).

The Board's Charter, Board Committee Charters, Share Trading Policy, Continuous Disclosure Policy and Code of Conduct are available for access by shareholders and the general public in the corporate governance section of the Company's website (ASX Recommendation 3.5).

### PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

The **Remunerations, Nominations and Disciplinary Committee** has been established by the Board of the Company (ASX recommendation 2.1) and applies to the Company and its subsidiaries to support and advise the Board in fulfilling its responsibilities to shareholders, employees and other stakeholders of the Company by endeavouring to ensure that:

- the directors and senior management of the Group are remunerated fairly and appropriately;
- the Group's remuneration policies and outcomes strike an appropriate balance between the interests of the Company's shareholders, and rewarding and motivating the Group's executives and employees in order to secure the long term benefits of their energy and loyalty;
- the human resources policies and practices are consistent with and complementary to the strategic direction and objectives of the Company as determined by the Board;
- it reviews and advises the Board on the composition of the Board and its Committees;
- it reviews the performance of the Board, the chairman of the Board, the executive and non-executive directors, and other individual members of the Board; and
- proper succession plans are in place for consideration by the Board.

This Committee is chaired by James Davis and has one other member, the Hon. John Sharp. The Committee had five meetings during the FY attended by all members of the Committee. Descriptions of the members' qualifications, skills and experience are included in the Directors' Report.

The Board acknowledges the ASX recommendations to have the Committee composed of a majority of independent directors and have at least three members. The Committee is currently made up of two independent directors. The Board feels at this stage that two members are sufficient for the Remunerations, Nominations and Disciplinary Committee given the size of the Company and Board.

The Remunerations, Nominations and Disciplinary Committee has a formal charter which is available on the Company's website.

The skills, experience and expertise relevant to the position of director held by each director in office at the date of the annual report are set out in the Director's Report.

Below is the Rex Board skills matrix outlining the skills that the board currently has (ASX Recommendation 2.2):

	LIM KIM HAI	JOHN SHARP	LEE THIAN SOO	RONALD BARTSCH	JAMES DAVIS	CHRIS HINE	NEVILLE HOWELL
BUSINESS / ENTREPRENEURIAL EXPERIENCE	X	X	X	X			
POLITICAL EXPERIENCE		X					
CORPORATE GOVERNANCE	X	X	X	X			
SAFETY AND RISK MANAGEMENT				X	X	X	X
FINANCE	X						
LEGAL			X				
INDUSTRY EXPERIENCE	REGULATORY KNOWLEDGE AND EXPERIENCE			X	X	X	X
	PILOT	X		X	X	X	X
	ENGINEERING KNOWLEDGE				X		

The membership of the Board during the year ended 30 June 2017, including independence status was as follows (ASX Recommendation 2.3):

Director	Status	Date of Appointment
Lim Kim Hai	Executive Chairman	Appointed 27 June 2003 and re-appointed 16 November 2006, 25 November 2009, 27 November 2012 and 27 November 2015.
The Hon. John Sharp	Deputy Chairman and Independent Director	Appointed 14 April 2005 and re-appointed 19 November 2008, 23 November 2011, 27 November 2013 and 29 November 2016.
Lee Thian Soo	Non-Executive Director	Appointed 27 June 2003 and re-appointed 16 November 2006, 25 November 2009, 27 November 2012 and 27 November 2015.
Neville Howell	Chief Operating Officer & Executive Director	Appointed 1 July 2014 and re-appointed 26 November 2014.
Chris Hine	Executive Director & Group Flight Operations Advisor	Appointed 1 March 2011 and re-appointed 23 November 2011 as Executive Director. Appointed 26 November 2014 as Non-Executive Director. Appointed 18 May 2015 as Executive Director and Group Flight Operations Advisor.
James Davis	Independent Director	Appointed 26 August 2004 as Executive Director and re-appointed 23 November 2011 and 26 November 2014 as Independent Director.
Ronald Bartsch	Independent Director	Appointed 23 November 2010 and re-appointed 23 November 2011 and 26 November 2014.

The Board acknowledges the ASX Recommendation that a majority of the Board should be independent directors (ASX Recommendation 2.4). Although the Board has only three directors out of seven that qualify as independent non-executive directors, Lee Thian Soo is non-executive and is only considered non-independent by virtue of his share ownership. The Board believes that every director on the current Board will make decisions in the best interests of all shareholders and in accordance with their duties as directors.

The Board also acknowledges that it is desirable that the Chairman be an independent director and for his role to be segregated from that of the Chief Executive Officer (ASX Recommendations 2.5). However, the Board views the Chairman's history of leadership of the Company as an advantage, both at the management level and at the Board level. This has resulted in performance that matches the best airlines in the world. The Board acknowledges that if the Chair is not an independent director, the Deputy Chairman should be an independent director, which is the case.

The Board is responsible for the management of the affairs of the Company and its subsidiaries (the Group), including:

## (A) STRATEGIC AND FINANCIAL PERFORMANCE

- Developing and approving the corporate strategy.
- Evaluating, approving and monitoring the strategic and financial plans and objectives of the Group.
- Evaluating, approving and monitoring the annual budgets and business plans.
- Determining the Company's dividend policy, the operation of the Company's dividend re-investment plan (if any), and the amount and timing of all dividends.
- Evaluating, approving and monitoring major capital expenditure, capital management and all major acquisitions, divestitures and other corporate transactions, including the issue of securities of the Company.
- Approving all accounting policies, financial reports and material reporting and external communications by the Group.
- Appointment of the Chairman of the Company.

## (B) EXECUTIVE MANAGEMENT

- Appointing, monitoring and managing the performance of the Chief Operating Officer or Managing Director and other executive directors.
- Managing succession planning for the executive directors and such other key management positions which may be identified from time to time.
- Appointing the Company Secretary.
- With the advice and assistance of the Remunerations, Nominations and Disciplinary Committee, reviewing and approving the performance and remuneration of the individual Board members and policies with respect to remuneration of any employees

## (C) AUDIT

- Upon the recommendation of the Audit and Corporate Governance Committee, appointing the external auditor and determining its remuneration and terms of appointment.
- Ensuring that effective audit and regulatory compliance programmes are in place to protect the Group's assets and shareholder value.
- Approving and monitoring the Group's audit framework. Approving and, with the assistance and advice of the Audit and Governance Committee, monitoring compliance with the Group's audit policies and protocol.
- Monitoring the Group's operations in relation to, and compliance with relevant regulatory and legal requirements.

## (D) CORPORATE GOVERNANCE

- At least once every two years the Board will, with the assistance and advice of the Audit and Corporate Governance Committee, review the performance and effectiveness of the Company's corporate governance policies and procedures and, if appropriate, amend those policies and procedures as necessary.
- The Board will review and approve all disclosures related to any departures from the ASX Principles of Good Corporate Governance.
- The Board will review and approve the public disclosure of any of the Group's policies and procedures.
- The Board will supervise the public disclosure of all matters that the law and ASX Listing Rules require to be publicly disclosed, consistent with the Continuous Disclosure Compliance Policy approved by the Board.
- The Board will approve the appointment of directors to committees established by the Board.
- The Board will approve and monitor delegations of authority.

## (E) RISK MANAGEMENT

- The Company recognises that the management of business and economic risk is an integral part of its operations and has for many years integrated risk management processes into its operations to ensure continuity of the business and to minimise any impact on its performance. The Board has established a sound system of risk oversight and management and internal control which involve the Safety and Risk Management Committee and the Audit and Corporate Governance Committee.
- Ensuring that effective risk management programmes are in place to protect the Group's assets and shareholder value.
- Approving and monitoring the Group's risk framework, including (but not limited to) systems of risk management and internal control.
- Approving and, with the assistance and advice of the Risk Management Committee, monitoring compliance with the Group's risk.
- The Charters of both committees are available on the Company's website.

## (F) STRATEGIC PLANNING

- The Board will be actively and regularly involved in strategic planning.
- Strategic planning will be based on the identification of opportunities and the full range of business risks that will determine which of those opportunities are most worth pursuing.
- The Board will, on an ongoing basis, review how the strategic environment is changing, what key business risks and opportunities are appearing, how they are being managed and what, if any, modifications in strategic direction should be adopted.

## (G) PERFORMANCE EVALUATION

- At least once per year the Board will, with the advice and assistance of the Remunerations, Nominations and Disciplinary Committee, review and evaluate the performance of the Board, each Board Committee, and each individual director against the relevant Charters, corporate governance policies, and agreed goals and objectives (ASX Recommendation 2.5).
- Following each review and evaluation the Board will consider how to improve its performance.
- The Board will agree and set the goals and objectives for the Board and its Committees each year, and if necessary, amend the relevant Charters and policies.
- With the advice and assistance of the Remunerations, Nominations and Disciplinary Committee, the Board will review and approve the remuneration of the Company's executive and non-executive directors.

The evaluation of the Board, its committees and directors was carried out during the FY as set out above.

A Director of the Company is entitled to seek independent professional advice (including, but not limited to, legal, accounting and financial advice) at the Company's expense on any matter connected with the discharge of his or her responsibilities, in accordance with the procedures and subject to the conditions set out in the Board Charter.

The Board believes that its members have the appropriate skill set and knowledge to effectively perform their roles as directors without requiring further professional development. Our board members have a vast wealth of experience in the aviation industry and beyond as a majority of them have aircraft pilot qualifications.

The Company has a program for inducting new Directors.

## PRINCIPLE 3: PROMOTE ETHICAL AND RESPONSIBLE DECISION MAKING

Directors and the Management Committee are required to maintain the highest legal, moral and ethical standards of conduct. The Board has adopted the Code of Conduct which provides guidance to all staff on compliance with legal and other obligations (ASX Recommendation 3.1).

The Company has established a Share Trading Policy (ASX Recommendation 1.3). Under this policy, Directors and Management Committee are prohibited from trading in securities of the Company without prior approval from the Board.

The Company employs all staff on their merits and is committed to recognising and valuing the contributions of staff from diverse backgrounds. The Company has established a Diversity Policy (ASX Recommendation 1.5).

The Company does not believe in an affirmative action policy and setting of artificial targets for staff of various backgrounds (gender, religious, cultural, racial etc) but rather in ensuring that all staff are able to develop to their full extent of their capabilities and contributions.

The Company was compliant with the Workplace Gender Equality Act 2012 as reported by the Workplace Gender Equality Agency.

As at the end of the reporting period the proportion of female employees in the Company was 32.49%. There were fourteen women holding management positions in the Company. There were no female Board members or Management Committee members.

In accordance with the requirements of the Workplace Gender Equality Act 2012 (Act), Regional Express Holdings Limited lodged its annual public report (2016-2017) with the Workplace Gender Equality Agency (Agency).

To access a copy of the report refer to the Rex website under Corporate and Social Responsibilities.

Details on the reporting process can be located at the Workplace Gender Equality Website: [www.wgea.gov.au](http://www.wgea.gov.au)

The Code of Conduct, Share Trading Policy and Diversity Policy are available on the Company's website.

## PRINCIPLE 4: SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

The **Audit and Corporate Governance Committee** has been established by the Board of the Company (ASX recommendation 4.1) to assist the Board in fulfilling its commitment to ensure the integrity of the Company's financial reports and Corporate Governance policies:

- assisting the Board in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control relating to all matters affecting the Group's financial performance, the audit process, and the Company's process for monitoring compliance with laws and regulations and the code of conduct;
- advising the Board on good governance standards and appropriate corporate governance policies for the Group; and
- critically reviewing the Group's performance against its corporate governance policies.

In FY 17, this Committee was chaired by the Hon. John Sharp and has one other member, James Davis. Descriptions of the members' qualifications, skills and experience are included in the Directors' Report. The Committee had two meetings during FY 17 attended by all then-current members of the Committee.

The Board acknowledges the ASX recommendations to have the Committee composed of a majority of independent directors, chaired by an independent director and have at least three members (ASX Recommendation 4.1).

The Committee is currently made up of two non-executive directors of which both are independent. The Board feels that the directors in the audit committee will make decisions that are in the best interests of the shareholders in their duties as audit committee members and directors of the company. The Board also feels at this stage that two members are sufficient for the audit committee given the size of the company and Board.

The Audit and Corporate Governance Committee has a formal Charter which is available on the Company's website (ASX Recommendation 4.1).

The Chief Operating Officer and the General Manager (GM) Corporate Services who oversees the finance department, provide written assurance to the Board as to the integrity of the financial statements and that they are founded on a sound system of risk management and internal controls which are operating effectively and efficiently (ASX Recommendation 4.2).

The Board acknowledges the ASX Recommendation to have the Chief Executive Officer and Chief Financial Officer provide this statement to the Board. The Board believes that it is appropriate for Chief Operating Officer and GM Corporate Services to provide the statement.

The directors have ensured that the Company's External Auditor attends all Annual General Meetings and is available to answer shareholders' questions about the conduct of the audit and the preparation and content of the Auditor's report thereon (ASX Recommendation 4.3).

## PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

The Company complies with the continuous disclosure obligations of the ASX Listing Rules and, in doing so, immediately notifies the market of any material price sensitive information. The Company has adopted and implemented a Continuous Disclosure Policy which sets out the procedure for the identification of material price sensitive information and reporting of such information to the company secretaries for review (ASX Recommendation 5.1). The Continuous Disclosure Policy is available on the Company's website.

## PRINCIPLE 6: RESPECT THE RIGHTS OF SHAREHOLDERS

It is the Company's policy that the principal communication with shareholders apart from the Company website is the provision of the Annual Report, including the Financial Statements, half yearly investor briefings and the Annual General Meeting (and any extraordinary meetings held by the Company). Shareholders are encouraged to participate in half-yearly investor briefings either by attendance or by dialling in through the Company's teleconferencing facilities and are invited to put questions to the Chairman of the Board in that forum (ASX Recommendation 6.3). The Company's website provides additional information and greater detail about the Company, including ASX and media releases and access to statements regarding corporate governance related matters (ASX Recommendation 6.1).

The Board acknowledges the ASX recommendation of facilitating effective two-way communication with investors. Shareholders are able to contact the company through the company secretaries (ASX Recommendation 6.2).

The Company acknowledges that some security holders prefer the speed, convenience and environmental friendliness of electronic communications over more traditional methods of communication. To this end the Company provides its security holders with the option of receiving either a hard or soft copy of its annual report and notice of meeting for its Annual General Meeting (ASX Recommendation 6.4).

## PRINCIPLE 7: RECOGNISE AND MANAGE RISK

The Company has integrated risk management processes into its operations to ensure continuity of the business and to minimise any impact on its performance.

The Board has established policies for a sound system of risk oversight and management and internal control which involve the Safety and Risk Management Committee (Recommendation 7.1).

The **Safety and Risk Management Committee** has been established by the Board of the Company and applies to the Company and its subsidiaries to support and advise the Board in fulfilling its responsibilities to shareholders, employees and other stakeholders of the Company by:

- assisting the Board in fulfilling its development, oversight and review responsibilities for the safety culture and safety management processes as defined by the separate safety policies published for each Air Operator Certificate holder within the Group; and
- implementing and supervising the Group's operational risk assessment framework.

The Board acknowledges the ASX recommendation to have the Committee composed of a majority of independent directors and chaired by an independent director and have at least three members (ASX Recommendation 7.1).

The Committee is currently made up of one independent director. The Board feels that the directors in the Safety and Risk Management Committee will make decisions that are in the best interests of the shareholders in their duties as Safety and Risk Management Committee members and directors of the company. The Board also feels at this stage that two members are sufficient for the Safety and Risk Management Committee given the size of the company and Board.

The Safety and Risk Management Committee has a formal Charter which sets out the responsibilities of the Committee as well as the Company's policies on risk oversight and management. The Charter is available on the Company's website.

The Board reviews the safety and risk management report prepared by the Group's Safety Manager at each Board meeting (ASX Recommendation 7.2).

Being an airline, Rex is required by the Civil Aviation Safety Authority to have a safety and compliance department. Staffed by approximately 12 full time equivalent employees, this department conducts internal audits of all Rex's operations including flight operations, engineering and airport operations. The head of this department, the GM Human Factors, has a direct reporting line to the Board and Chairman (ASX Recommendation 7.3).

The Company has outlined its main material risk sources that could adversely affect the entity's prospects for future FYs and has explained how these risks are managed in the Directors' Report (ASX Recommendations 7.1 and 7.4).

## **PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY**

The Board has established a Remunerations, Nominations and Disciplinary Committee. The membership, responsibilities and number of meetings held have been set out under Principle 2. Also set out under Principle 2 is the explanation as to why the membership of the Committee differs from the ASX Recommendations.

Details of the Board and Management Committee remuneration structures are contained in the Remuneration Report (ASX Recommendation 8.2 and 8.3).

**THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK**

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS  
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2017**

	Note	2017 \$'000	2016 \$'000
Passenger revenue		249,349	227,239
Freight revenue		1,418	1,333
Charter revenue		22,983	24,862
Other passenger services and amenities		2,601	2,371
Other revenue	4	4,616	6,101
<b>Total revenue</b>		<b>280,967</b>	<b>261,906</b>
 <b>Finance income</b>	4	<b>770</b>	<b>721</b>
 <b>Other gains / (losses)</b>	4	<b>194</b>	<b>(250)</b>
Flight and port operation costs (excluding fuel)		(54,476)	(48,569)
Fuel costs		(30,928)	(35,150)
Salaries and employee-related costs	4	(105,533)	(103,001)
Selling and marketing costs		(7,465)	(6,855)
Engineering and maintenance costs		(39,936)	(39,149)
Office and general administration costs		(7,540)	(7,090)
Finance costs	4	(1,975)	(2,171)
Depreciation and amortisation	4	(16,268)	(16,136)
Asset impairment	4	-	(8,344)
Goodwill impairment	4	-	(6,615)
<b>Total costs and expenses</b>		<b>(264,121)</b>	<b>(273,080)</b>
 <b>Profit / (loss) before tax</b>		<b>17,810</b>	<b>(10,703)</b>
 Tax (expense) / benefit	5	(5,190)	1,146
 <b>Profit / (loss) after tax</b>		<b>12,620</b>	<b>(9,557)</b>
 <b>Profit / (loss) attributable to</b>			
Members of the parent			
		<b>12,620</b>	<b>(9,557)</b>
 <b>Earnings / (loss) per share</b>		cents per share	cents per share
Basic	16	11.7	(8.8)
Diluted	16	11.7	(8.8)

Notes to the financial statements are included on pages 41 to 73.



**CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME OR LOSS  
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2017**

	Note	2017 \$'000	2016 \$'000
<b>Profit / (loss) after tax</b>		<b>12,620</b>	<b>(9,557)</b>
<b>Other comprehensive (loss) / income</b>			
Hedge reserve			
Revaluation of cash flow hedges	15	(899)	969
Income tax effect	15	270	(291)
<b>Other comprehensive (loss) / income, net of tax</b>		<b>(629)</b>	<b>678</b>
<b>Total comprehensive income / (loss)</b>		<b>11,991</b>	<b>(8,879)</b>

Notes to the financial statements are included on pages 41 to 73.

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
AS AT 30 JUNE 2017**

	Note	2017 \$'000	2016 \$'000
<b>Current assets</b>			
Cash and bank balances	22	26,257	26,821
Trade and other receivables	6	10,805	9,626
Inventories	7	24,645	22,964
Other financial assets	23	140	1,105
<b>Total current assets</b>		<b>61,847</b>	<b>60,516</b>
<b>Non-current assets</b>			
Other receivables	6	6,515	7,448
Available for sale investments carried at fair value – shares		9	9
Property, plant and equipment	8		
Aircraft		96,712	108,572
Other property, plant and equipment		106,872	92,946
Goodwill and other intangible assets	9	853	1,026
<b>Total non-current assets</b>		<b>210,961</b>	<b>210,001</b>
<b>Total assets</b>		<b>272,808</b>	<b>270,517</b>
<b>Current liabilities</b>			
Trade and other payables	10	18,330	25,912
Unearned revenue	11	22,698	19,341
Borrowings	12	7,075	6,641
Provisions	13	7,172	5,413
Current tax payable	5	1,172	1,069
Other financial liabilities	23	70	136
<b>Total current liabilities</b>		<b>56,517</b>	<b>58,512</b>
Borrowings	12	16,551	23,638
Provisions	13	1,371	1,857
Deferred tax liabilities	5	1,924	402
<b>Total non-current liabilities</b>		<b>19,846</b>	<b>25,897</b>
<b>Total liabilities</b>		<b>76,363</b>	<b>84,409</b>
<b>Net assets</b>		<b>196,445</b>	<b>186,108</b>
<b>Equity</b>			
Issued capital	14	72,024	72,024
Reserved shares	15	(3,246)	(1,821)
Retained earnings			124,670
Share-based payments reserve	15	1,358	1,587
Other reserves	15	1,639	2,268
<b>Total equity</b>		<b>196,445</b>	<b>186,108</b>

Notes to the financial statements are included on pages 41 to 73.

**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**FOR THE FINANCIAL YEAR ENDED 30 JUNE 2017**

	Note	2017 \$'000	2016 \$'000
Receipts from customers		312,112	291,139
Payments to suppliers, employees and others		(280,218)	(261,590)
Interest paid		(1,912)	(2,464)
Income tax (paid) / refunded		(3,869)	1,343
<b>Net cash flows from operating activities</b>	22 (B)	<b>26,113</b>	<b>28,428</b>
Interest received		770	721
Proceeds from investment - capital reduction		-	1
Proceeds from disposal of property, plant and equipment		2,262	228
Payments for property, plant and equipment - aircraft and other		(20,446)	(20,011)
Payments for property, plant and equipment - software		(130)	(88)
<b>Net cash flows used in investing activities</b>		<b>(17,544)</b>	<b>(19,149)</b>
Shares purchased as reserve shares		(2,488)	(668)
Repayment of borrowings – non-related parties		(6,645)	(8,515)
Proceeds from borrowings		-	3,365
<b>Net cash flows used in financing activities</b>		<b>(9,133)</b>	<b>(5,818)</b>
<b>Net (decrease) / increase in cash held</b>		<b>(564)</b>	<b>3,461</b>
<b>Cash at the beginning of the financial year</b>		<b>26,821</b>	<b>23,360</b>
<b>Cash at the end of the financial year</b>	22 (A)	<b>26,257</b>	<b>26,821</b>

Notes to the financial statements are included on pages 41 to 73.

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
**FOR THE FINANCIAL YEAR ENDED 30 JUNE 2017**

	Attributable to equity holders of the Company						
	Issued capital \$'000	Reserved shares \$'000	Retained earnings \$'000	Share-based payments reserve \$'000	Cash flow hedge reserve \$'000	General reserve \$'000	Total equity \$'000
<b>At 1 July 2015</b>	<b>72,024</b>	<b>(2,273)</b>	<b>121,607</b>	<b>948</b>	<b>-</b>	<b>1,590</b>	<b>193,896</b>
Loss for the year	-	-	(9,557)	-	-	-	(9,557)
Other comprehensive income, net of tax	-	-	-	-	678	-	678
Total comprehensive (loss) / income	-	-	(9,557)	-	678	-	(8,879)
Shares purchased as reserve shares	-	(668)	-	-	-	-	(668)
Share gift issued - gift	-	1,120	-	(688)	-	-	432
Share gift plan provision	-	-	-	1,327	-	-	1,327
<b>At 30 June 2016</b>	<b>72,024</b>	<b>(1,821)</b>	<b>112,050</b>	<b>1,587</b>	<b>678</b>	<b>1,590</b>	<b>186,108</b>
<b>At 1 July 2016</b>	<b>72,024</b>	<b>(1,821)</b>	<b>112,050</b>	<b>1,587</b>	<b>678</b>	<b>1,590</b>	<b>186,108</b>
Profit for the year	-	-	12,620	-	-	-	12,620
Other comprehensive loss, net of tax	-	-	-	-	(629)	-	(629)
Total comprehensive income / (loss)	-	-	12,620	-	(629)	-	11,991
Shares purchased as reserve shares	-	(2,488)	-	-	-	-	(2,488)
Share gift issued - gift	-	1,063	-	(1,063)	-	-	-
Share gift plan provision transfer	-	-	-	(521)	-	-	(521)
Share gift plan provision	-	-	-	1,355	-	-	1,355
<b>At 30 June 2017</b>	<b>72,024</b>	<b>(3,246)</b>	<b>124,670</b>	<b>1,358</b>	<b>49</b>	<b>1,590</b>	<b>196,445</b>

Notes to the financial statements are included on pages 41 to 73.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 30 JUNE 2017

Note	Content
1	General Information
2	Application of New and Revised Accounting Standards
3	Critical Accounting Judgements and Key Sources of Estimation Uncertainty
4	Revenues and Expenses
5	Income Tax
6	Trade and Other Receivables
7	Inventories
8	Property, Plant and Equipment
9	Goodwill and Other Intangible Assets
10	Trade and Other Payables
11	Unearned Revenue
12	Borrowings
13	Provisions
14	Issued Capital
15	Reserved Shares and Other Reserves
16	Earnings Per Share
17	Dividends
18	Commitments for Expenditure
19	Contingent Liabilities and Contingent Assets
20	Subsidiaries
21	Acquisition of Businesses
22	Notes to the Consolidated Statement of Cash Flows
23	Financial Instruments
24	Key Management Personnel Compensation
25	Related Party Transactions
26	Remuneration of Auditors
27	Events After the Reporting Period
28	Segment Information
29	Parent Entity Disclosures
30	Significant Accounting Policies

## 01

## GENERAL INFORMATION

Regional Express Holdings Limited (the Company) is listed on the Australian Securities Exchange (Trading under symbol 'REX'), incorporated and operating in Australia. The Company's registered office and its principal place of business is at 81 – 83 Baxter Road, Mascot, NSW 2020, Australia. Principal activities of the Group are the provision of air services principally for the transportation of passengers and freight.

## 02

## APPLICATION OF NEW AND REVISED ACCOUNTING STANDARDS

In the current year, the Group has applied all amendments to AASBs issued by the Australian Accounting Standards Board (AASB) that are mandatorily effective for an accounting period that begins on or after 1 July 2016, and therefore relevant for the current year end. The most relevant amendment is noted below. The application of these amendments does not have any material impact on the disclosures or the amounts recognised in the Group's consolidated financial statements.

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

This amendment completes the withdrawal of references to AASB 1031 in all Australian Accounting Standards and Interpretations, allowing that Standard to effectively be withdrawn.

### APPLICATION OF NEW AND REVISED ACCOUNTING STANDARDS NOT YET EFFECTIVE

At the date of authorisation of the financial statements, the Standards and Interpretations that were issued but not yet effective are listed below. The potential impact of these Standards and Interpretations has not yet been fully determined. The Group does not intend to adopt any of these announcements before their effective dates.

Standard/Interpretation and nature of the change and impact	Effective for annual reporting periods beginning on or after	Expected to be initially applied in the financial year ending
AASB 9 'Financial Instruments' (and the relevant amending standards) (AASB 9): The standard introduces a number of new and revised classifications of financial assets and liabilities compared to AASB 139 'Financial Instruments: Recognition and Measurement' and addresses the classification, measurement and de recognition of these financial assets and financial liabilities. AASB 9 introduces new rules for hedge accounting and a new methodology for measurement of impairment of financial assets including accounting for expected credit loss.  The Group classifies fuel swap derivatives as cash flows hedges, and recognises material financial assets and liabilities to which AASB 9 will apply at amortised cost under AASB 139.	1 January 2018	30 June 2019
The Group has commenced an assessment of the impact of this change on the recognition and measurement of financial assets and liabilities and related disclosures in the financial statements. At the date of this report this assessment is not complete.		
AASB 15 'Revenue from Contracts with Customers', AASB 2014-5 'Amendments to Australian Accounting Standards arising from AASB 15', AASB 2015-8 'Amendments to Australian Accounting Standards – Effective date of AASB 15' (AASB 15): AASB 15 will replace AASB 118 'Revenue' which covers revenue arising from the sale of goods and the rendering of services and AASB 111 'Construction Contracts' which covers construction contracts.  The new standard introduces a five-step model to determine when and how much revenue should be recognised. The standard permits either a full retrospective or a modified retrospective approach for the adoption.	1 January 2018	30 June 2019
The Group has commenced an assessment of the impact of this change on the recognition and measurement of revenues of the Group and related disclosures in the financial statements. At the date of this report this assessment is not yet complete. The preliminary assessment of the existing contractual arrangements that deal with revenue indicate that the changes from the new standard are not expected to have a material impact on the Group.		
AASB 16 'Leases' (AASB 16): AASB 16 introduces new requirements in relation to lease classification and recognition, measurement and presentation and disclosures of leases for lessees and lessors. For lessees a (right-of-use) asset and a lease liability will be recognised on the balance sheet in respect of all leases subject to limited exceptions. The accounting for lessors will not significantly change.  The Group is not a party to any significant operating lease agreements (as lessee) and significant change to the recognition and measurement of the Group's finance leases is not expected. On the basis that there are no changes to lease arrangements, the new standard is not expected to have a material impact on the recognition and measurement of lease-related expenses, assets or liabilities.	1 January 2019	30 June 2020
The Group has commenced an assessment of the impact of this change on disclosures in the financial statements. At the date of this report this assessment is not complete.		

At the date of report, there are no pronouncements approved by the IASB/IFRIC that have yet to be issued by the AASB.

## CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 30, the directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

### KEY SOURCES OF ESTIMATION UNCERTAINTY

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the balance date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year:

### IMPAIRMENT OF GOODWILL

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value.

The carrying amount of goodwill at the balance date was \$518 thousand (2016: \$518 thousand) with no impairment loss recognized during the year (2016: \$6,615 thousand).

### FAIR VALUE OF DERIVATIVES AND OTHER FINANCIAL INSTRUMENTS

As described in Note 23, management uses their judgment in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. For derivative financial instruments, assumptions are made based on quoted market rates adjusted for specific features of the instrument.

### USEFUL LIVES OF PROPERTY, PLANT AND EQUIPMENT

As described in Note 30 (S), the Group reviews the estimated useful lives of property, plant and equipment at the end of each reporting period. During the current year, it is determined that the useful lives of property, plant and equipment correctly reflected the rate at which the assets are consumed.

### EMPLOYEE ENTITLEMENTS

Management judgement is applied in determining the following key assumptions used in the calculation of long service leave at balance date:

- future increases in wages and salaries;
- future on-cost rates; and
- experience of employee departures and period of service.

## REVENUES AND EXPENSES

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2017

	2017 \$'000	2016 \$'000
<b>Other revenue</b>		
Training income	2,697	1,557
Engineering services	80	701
Insurance claim	262	148
Other income	1,577	3,695
	<b>4,616</b>	<b>6,101</b>
<b>Finance income</b>		
Interest	770	721
	<b>770</b>	<b>721</b>
<b>Other gain / (losses)</b>		
Net foreign currency gain / (loss)	348	(345)
(Loss) / gain on disposal of property, plant and equipment	(154)	95
	<b>194</b>	<b>(250)</b>
<b>Salaries and employee-related costs</b>		
Wages and salaries (including bonus – profit share scheme)	(96,103)	(93,716)
Workers' compensation costs	(1,223)	(987)
Superannuation costs - defined contribution plan	(6,852)	(6,971)
Expense of share-based payments	(1,355)	(1,327)
	<b>(105,533)</b>	<b>(103,001)</b>
<b>Office and general administrative costs</b>		
Bad debts written-off	(92)	(80)
	<b>(92)</b>	<b>(80)</b>
<b>Finance costs</b>		
Interest on bank borrowings and finance leases paid during the year	(1,912)	(2,464)
Amortisation of interest paid in previous years	(63)	293
Interest expense		
The weighted average interest rate on borrowings is 9.1% per annum, and 3.9% per annum for finance leases.	<b>(1,975)</b>	<b>(2,171)</b>
<b>Depreciation and amortisation</b>		
Depreciation and amortisation of property, plant and equipment	(15,965)	(15,796)
Amortisation of development costs and software	(303)	(340)
	<b>(16,268)</b>	<b>(16,136)</b>
<b>Impairment</b>		
Asset impairment	-	(8,344)
Goodwill impairment	-	(6,615)
	<b>-</b>	<b>(14,959)</b>
<b>Lease payments included in consolidated statement of profit or loss</b>		
Included in flight and port operation costs		
Minimum lease payments – operating lease	(801)	(231)
	<b>(801)</b>	<b>(231)</b>

## INCOME TAX RECOGNISED IN PROFIT OR LOSS

	2017 \$'000	2016 \$'000
Tax expense comprises:		
Current tax expense	3,399	1,391
Prior period tax expense	-	283
Deferred tax expense / (benefit) relating to the origination and reversal of temporary differences	1,791	(2,820)
<b>Tax expense / (benefit)</b>	<b>5,190</b>	<b>(1,146)</b>
The prima facie income tax expense on pre-tax accounting profit from operations reconciles to the income tax expense in the financial statements as follows:		
Profit / (loss) before tax from operations	17,810	(10,703)
Tax expense / (benefit) calculated at 30%	5,343	(3,211)
Tax on (non-assessable income) / non-deductible expense	(37)	1,918
Prior period tax expense	-	283
Previously unrecognised and unused tax losses and tax offsets now recognised as deferred tax assets	(116)	(136)
<b>Tax expense / (benefit)</b>	<b>5,190</b>	<b>(1,146)</b>
Effective tax rates	29.1%	(10.7%)
The tax rate used in the above reconciliation is the corporate tax rate of 30% payable by Australian corporate entities on taxable profits under Australian tax law. There has been no change in the corporate tax rate when compared with the previous reporting period.		
The following current and deferred tax amounts have been recognised in the statement of financial position.		
	2017 \$'000	2016 \$'000

## Current tax assets and liabilities

## Current tax payable

Income tax attributable:

Parent entity

## Deferred tax balances

Deferred tax assets comprise:

Temporary differences

Deferred tax liabilities comprise:

Temporary differences

## Net deferred tax liabilities

Taxable and deductible temporary differences arise from the following:

	Opening balance \$'000	Charged to income \$'000	Charged to equity \$'000	Acquisitions / disposals \$'000	Exchange differences \$'000	Changes in tax rate \$'000	Closing balance \$'000
<b>30 June 2017</b>							
<b>Gross deferred tax liabilities</b>							
Inventories	(5,910)	(535)	-	-	-	-	(6,445)
Other items	(1,991)	(679)	269	-	-	-	(2,401)
	<b>(7,901)</b>	<b>(1,214)</b>	<b>269</b>	-	-	-	<b>(8,846)</b>
<b>Gross deferred tax assets</b>							
Employee-related provisions	2,673	314	-	-	-	-	2,987
Provision for doubtful debts	9	-	-	-	-	-	9
Other items	4,817	(891)	-	-	-	-	3,926
	<b>7,499</b>	<b>(577)</b>	<b>-</b>	-	-	-	<b>6,922</b>
<b>Net deferred tax</b>							
	<b>(402)</b>	<b>(1,791)</b>	<b>269</b>	-	-	-	<b>(1,924)</b>
<b>30 June 2016</b>							
<b>Gross deferred tax liabilities</b>							
Inventories	(5,426)	(484)	-	-	-	-	(5,910)
Other items	(1,573)	(418)	-	-	-	-	(1,991)
	<b>(6,999)</b>	<b>(902)</b>	<b>-</b>	-	-	-	<b>(7,901)</b>
<b>Gross deferred tax assets</b>							
Employee-related provisions	2,571	102	-	-	-	-	2,673
Provision for doubtful debts	9	-	-	-	-	-	9
Other items	2,031	2,786	-	-	-	-	4,817
	<b>4,611</b>	<b>2,888</b>	<b>-</b>	-	-	-	<b>7,499</b>
<b>Net deferred tax</b>							
	<b>(2,388)</b>	<b>1,986</b>	<b>-</b>	-	-	-	<b>(402)</b>

As at end of the year, there was no deferred tax assets not brought to the accounts as assets (2016: \$116 thousand).

	2017 \$'000	2016 \$'000
<b>Current</b>		
Trade receivables		
Provision for doubtful debts	(31)	(31)
	<b>6,273</b>	<b>5,206</b>
Sundry debtors and other debtors		
Prepayments	1,274	1,604
	<b>10,805</b>	<b>9,626</b>
<b>Non-current</b>		
Other receivables – at amortised cost		
	6,515	7,448
	<b>6,515</b>	<b>7,448</b>

Trade receivables are non-interest bearing and are generally on 30 day terms. A provision for doubtful debts is made when there is objective evidence that a trade receivable is impaired. The amount of the provision has been measured as the difference between the carrying amount of the trade receivables and the estimated future cash flows expected to be received from the relevant debtors. The Group has provided fully for all receivables deemed irrecoverable based on historical experience.

Before accepting new customers, the Group assesses the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed regularly.

Majority of the Group's revenue is derived from sales made through credit cards where counterparties are either banks or the credit card companies.

	2017 \$'000	2016 \$'000
<b>Ageing of past due but not impaired</b>		
60 - 90 days	-	-
91 - 120 days or more	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
Average age (days)	30	30
<b>Movement in the provision for doubtful debts</b>		
Balance at the beginning of the year	(31)	(31)
Impairment losses on receivables	-	-
<b>Balance at the end of the year</b>	<b>(31)</b>	<b>(31)</b>

	2017 \$'000	2016 \$'000
<b>Ageing of impaired trade receivables</b>		
60 - 90 days	-	-
91 - 120 days	-	-
120+ days	(31)	(31)
<b>Total</b>	<b>(31)</b>	<b>(31)</b>

## 07 INVENTORIES

	2017 \$'000	2016 \$'000
<b>Current</b>		
Consumable spares at cost	24,645	22,964

	Opening gross carrying amount \$'000	Additions \$'000	Disposals / Reclassification \$'000	Closing gross carrying amount \$'000
<b>At 30 June 2017</b>				
Aircraft	194,344	264	(9,359)	185,249
<b>Other property, plant and equipment</b>				
Rotable assets	71,498	7,959	(184)	79,273
Engines	6,171	4,090	(317)	9,944
Plant and equipment	11,478	828	(418)	11,888
Land and buildings	29,973	6,187	-	36,160
Leasehold improvements	1,408	10	(78)	1,340
Motor vehicles	2,503	86	(15)	2,574
Furniture and fittings	1,108	58	(86)	1,080
Computer equipment	2,340	964	(513)	2,791
Other property, plant and equipment	126,479	20,182	(1,161)	145,050
<b>Total property, plant and equipment</b>	<b>320,823</b>	<b>20,446</b>	<b>(10,970)</b>	<b>330,299</b>
<b>At 30 June 2016</b>				
Aircraft	195,944	2,686	(4,286)	194,344
<b>Other property, plant and equipment</b>				
Rotable assets	63,302	12,598	(4,402)	71,498
Engines	5,522	1,684	(1,035)	6,171
Plant and equipment	10,952	764	(238)	11,478
Land and buildings	28,201	1,750	22	29,973
Leasehold improvements	1,327	103	(22)	1,408
Motor vehicles	2,436	127	(60)	2,503
Furniture and fittings	1,072	57	(21)	1,108
Computer equipment	2,127	242	(29)	2,340
Other property, plant and equipment	114,939	17,325	(5,785)	126,479
<b>Total property, plant and equipment</b>	<b>310,883</b>	<b>20,011</b>	<b>(10,071)</b>	<b>320,823</b>

	Opening accumulated depreciation and impairment \$'000	Disposals / Reclassification \$'000	Depreciation charge for the year \$'000	Impairment \$'000	Closing accumulated depreciation and impairment \$'000		Opening net carrying amount \$'000	Closing net carrying amount \$'000
<b>At 30 June 2017</b>								
Aircraft	(85,772)	7,110	(9,875)	-	(88,537)	Aircraft	108,572	96,712
Other property, plant and equipment								
Rotable assets	(14,548)	29	(3,035)	-	(17,554)	Other property, plant and equipment	56,950	61,719
Engines	(2,521)	317	(555)	-	(2,759)	Rotable assets	3,650	7,185
Plant and equipment	(6,118)	408	(1,100)	-	(6,810)	Engines	5,360	5,078
Land and buildings	(4,991)	-	(854)	-	(5,845)	Plant and equipment	24,982	30,315
Leasehold improvements	(1,196)	78	(47)	-	(1,165)	Land and buildings	212	175
Motor vehicles	(1,373)	15	(178)	-	(1,536)	Leasehold improvements	1,130	1,038
Furniture and fittings	(941)	85	(70)	-	(926)	Motor vehicles	167	154
Computer equipment	(1,845)	513	(251)	-	(1,583)	Furniture and fittings	495	1,208
Other property, plant and equipment	(33,533)	1,445	(6,090)	-	(38,178)	Computer equipment	92,946	106,872
<b>Total property, plant and equipment</b>	<b>(119,305)</b>	<b>8,555</b>	<b>(15,965)</b>	<b>-</b>	<b>(126,715)</b>	<b>Total property, plant and equipment</b>	<b>201,518</b>	<b>203,584</b>
<b>At 30 June 2016</b>								
Aircraft	(69,957)	2,610	(10,081)	(8,344)	(85,772)	Aircraft	125,987	108,572
Other property, plant and equipment								
Rotable assets	(15,972)	4,294	(2,870)	-	(14,548)	Other property, plant and equipment	47,330	56,950
Engines	(2,374)	334	(481)	-	(2,521)	Rotable assets	3,148	3,650
Plant and equipment	(5,085)	63	(1,096)	-	(6,118)	Engines	5,867	5,360
Land and buildings	(4,223)	-	(768)	-	(4,991)	Plant and equipment	23,978	24,982
Leasehold improvements	(1,154)	-	(42)	-	(1,196)	Land and buildings	173	212
Motor vehicles	(1,223)	38	(188)	-	(1,373)	Leasehold improvements	1,213	1,130
Furniture and fittings	(880)	19	(80)	-	(941)	Motor vehicles	192	167
Computer equipment	(1,671)	16	(190)	-	(1,845)	Furniture and fittings	456	495
Other property, plant and equipment	(32,582)	4,764	(5,715)	-	(33,533)	Computer equipment	82,357	92,946
<b>Total property, plant and equipment</b>	<b>(102,539)</b>	<b>7,374</b>	<b>(15,796)</b>	<b>(8,344)</b>	<b>(119,305)</b>	<b>Total property, plant and equipment</b>	<b>208,344</b>	<b>201,518</b>
No impairment loss has been recognised over items of property, plant and equipment during the year (2016: \$8,344 thousand).								

	Goodwill \$'000	Software and development costs \$'000
<b>At 30 June 2017</b>		
Cost	518	2,158
Accumulated amortisation	-	(1,823)
<b>Net carrying amount</b>	<b>518</b>	<b>335</b>
<b>Total goodwill and other intangible assets</b>		<b>853</b>
<b>Reconciliation</b>		
At 1 July 2016, net of accumulated amortisation	518	508
Additions	-	130
Amortisation at 30 June 2017	-	(303)
<b>At 30 June 2017, net of accumulated amortisation</b>	<b>518</b>	<b>335</b>
<b>Total goodwill and other intangible assets</b>		<b>853</b>
<b>At 30 June 2016</b>		
Cost	518	2,344
Accumulated amortisation	-	(1,836)
<b>Net carrying amount</b>	<b>518</b>	<b>508</b>
<b>Total goodwill and other intangible assets</b>		<b>1,026</b>
<b>Reconciliation</b>		
At 1 July 2015, net of accumulated amortisation	7,133	760
Additions	-	88
Impairment	(6,615)	-
Amortisation at 30 June 2016	-	(340)
<b>At 30 June 2016, net of accumulated amortisation</b>	<b>518</b>	<b>508</b>
<b>Total goodwill and other intangible assets</b>		<b>1,026</b>

### IMPAIRMENT TESTING OF GOODWILL AND NON-CURRENT ASSETS

The Group has identified the following Cash Generating Units (CGUs) for the purposes of assessing the carrying value of the Group's assets:

- Air Link Pty Limited (Air Link)
- Pel-Air Aviation Pty Limited (Pel-Air)
- Regional Express Holdings Limited (Rex)

Goodwill of \$518 thousand has been allocated to Air Link CGU for impairment testing purpose (2016: \$518 thousand). recognised. Note (B) below provides more information.

### (A) FAIR VALUE LESS COST TO SELL: AIRCRAFT ASSETS

The recoverable amount of Air Link CGU was fair value less cost to sell. Cost to sell has been estimated at 10% of the fair value of the aircraft. The fair value of Air Link has been determined based on sales price per industry database and independent valuations of similar aircraft.

### (B) VALUE-IN-USE: REX AND PEL-AIR CGUS

The recoverable amount of Pel-Air and REX CGUs has been determined based on value-in-use calculations.

The value in use calculations of Rex and Pel-Air use cash flow projections based on financial budgets approved by the Board covering a 5 year forecast period, and a terminal value based upon an extrapolation of cash flows beyond the 5 year period using a constant growth rate which does not exceed the long term inflation rate. The cash flows are based on management's expectations regarding the market, fleet plans including the purchase of aircraft and operating costs. The discount rate applied reflects the weighted average cost of capital based on the risk-free rate for ten year Australia government bonds adjusted for a risk premium to reflect the risk of each CGU.

### KEY ASSUMPTIONS

The following key assumptions were used in determining the value-in-use valuation models for the Rex and Pel-Air CGUs:

Key Assumptions	Rex CGU	Pel-Air CGU
(i) Discount rate	11.0%	10.5%
(ii) Revenue growth	1.5%	1.5%
(iii) Fuel cost escalation	1.0%	1.0%
(iv) Operating cost escalation	1.5%	1.5%
(i) Post-tax discount rate applied to the cash flow projections.		
(ii) Revenue growth based on historical experience and market conditions, fleet plans and competitor behaviour.		
(iii) The fuel cost escalation has been set with regard to the prevailing purchase price of fuel to the extent fuel costs cannot be recovered from customers.		
(iv) Operating cost escalation has been estimated with regard to CPI adjustment for domestic costs and prevailing spot rate for overseas purchases.		

As a result of the impairment testing performed at the CGU level, the Group assessed that the recoverable amount was greater than carrying amount and no impairment loss on these CGUs has been recognised in the current year (FY2016: impairment of \$6,615 thousand relating to Goodwill and \$8,344 thousand relating to carrying value of aircraft assets held in Pel-Air CGU).

### SENSITIVITY ANALYSIS

The Group has performed a sensitivity analysis by considering reasonable changes in key assumptions, including discount rate, revenue growth, operating cost escalation, fuel cost escalation and capital expenditure.

The changes in the following table to assumptions used in the impairment review would, in isolation, lead to an increase or decrease in the recoverable amount. Changes in one assumption could be accompanied by a change in another assumption, which may increase or decrease the recoverable amount of the CGU.

	Rex recoverable amount		Pel-Air recoverable amount	
	Increase/ Decrease by	(Decrease) / Increase \$'000	Increase / (Decrease) \$'000	(Decrease) / Increase \$'000
Post tax discount rate %	0.5%	(8,891)	9,926	(685)
Revenue %	0.5%	44,604	(43,807)	2,345
Operating cost escalation %	0.5%	(34,068)	33,459	(1,612)
Fuel cost escalation %	0.5%	(5,184)	5,092	(22)
Capital expenditure %	5.0%	(270)	270	(131)

	2017 \$'000	2016 \$'000
<b>Current</b>		
Trade payables	8,919	15,461
Other payables	9,411	10,451
<b>Total</b>	<b>18,330</b>	<b>25,912</b>

Trade payables are non-interest bearing and are normally settled on 7 to 30-day terms. Other payables are non-interest bearing and have an average term of 7 to 30 days.

## 11 UNEARNED REVENUE

	2017 \$'000	2016 \$'000
<b>Current</b>		
Unearned passenger and charter revenue	22,640	19,283
Unearned training revenue	58	58
<b>Total</b>	<b>22,698</b>	<b>19,341</b>

## 12 BORROWINGS

	Effective interest rate %	2017 \$'000	2016 \$'000
<b>Current</b>			
Loan facility	9.1%	3,214	2,935
Finance leases	3.9%	3,861	3,706
	<b>7,075</b>	<b>6,641</b>	
<b>Non-current</b>			
Loan facility	9.1%	11,591	14,805
Finance leases	3.9%	4,960	8,833
	<b>16,551</b>	<b>23,638</b>	

The loan facility was used by a subsidiary, VAA Pty Ltd, to fund a number of aircraft assets. The loan is repayable over 10 years from July 2011 to June 2021.

The finance leases were for purchase of Saab aircraft. The aircraft has been part of the operational fleet and was acquired at their lease end in March 2014. During the year, the Group refinanced and extended lease terms for the purchase of a number of aircraft. The refinanced leases expire in August 2019.

The liabilities are secured over the assets being funded, the carrying value of which exceeds the outstanding liabilities.

	2017 \$'000	2016 \$'000
<b>Current</b>		
<b>Employee benefits</b>		
Profit share, pilot retention bonus	3,247	1,911
Annual leave and long service leave	3,925	3,502
	<b>7,172</b>	<b>5,413</b>
<b>Non-current</b>		
<b>Employee benefits</b>		
Long service leave	1,371	1,857
<b>Total employee benefits provisions</b>	<b>8,543</b>	<b>7,270</b>

<b>Profit share, pilot retention bonus</b>		
Balance at the beginning of the year	1,911	2,786
Arising during the year	2,145	1,160
Utilised	(862)	(1,603)
Transfer from / (to) share gift accrual	53	(432)
<b>Balance at the end of the year</b>	<b>3,247</b>	<b>1,911</b>

<b>Annual leave and long service leave</b>		
Balance at the beginning of the year	5,359	4,845
Arising during the year	6,785	7,586
Utilised	(6,848)	(7,072)
<b>Balance at the end of the year</b>	<b>5,296</b>	<b>5,359</b>

## 14 ISSUED CAPITAL

	2017 No. '000	2016 \$'000	2016 No. '000	\$'000
<b>Fully paid ordinary shares</b>				
Balance at 1 July	110,155	72,024	110,155	72,024
<b>Balance at 30 June</b>	<b>110,155</b>	<b>72,024</b>	<b>110,155</b>	<b>72,024</b>

Share units held as reserved shares by subsidiary company was 2,766,067 (2016: 1,308,911).

## RESERVED SHARES AND OTHER RESERVES

Reserved share account represents on market purchase of shares by the Group which is eventually granted to executives and employees as part of their remuneration.

The share-based payments reserve arises on the grant of shares to executives and employees under the employee share gift plan. Amounts are transferred out of the reserve and into issued capital when the shares are issued. Rex has established the share gift plan for its executive directors and eligible employees since FY 06.

The board decided that this plan will be offered to EA groups that opt for the plan, and all non-EA employees who are not the subject of an adverse recommendation by the Remunerations, Nominations and Disciplinary Committee. This plan is not based on any performance measures as it was established to show its recognition of employees' contribution to Rex by providing an opportunity to share in its future growth and profitability and to align the interests of the employees more closely with the interests of the shareholders.

Eligible employees who accept an offer of shares under the share plan will be entitled to receive the equivalent of 2% of their base salary in shares each financial year. Such shares will be issued to eligible employees on the relevant award dates. Non eligible employees are given the opportunity to salary sacrifice amounts to acquire Rex shares, with allocation of shares equal to 2% of the their base salary.

	2017 \$'000	2016 \$'000
<b>Cash flow hedge reserve</b>		
Balance at 1 July	678	-
Revaluation of cash flow hedges, net of tax	(629)	678
<b>Balance at 30 June</b>	<b>49</b>	<b>678</b>
<b>General reserve</b>		
Balance at 1 July	1,590	1,590
Movement during the period	-	-
<b>Balance at 30 June</b>	<b>1,590</b>	<b>1,590</b>
<b>Total other reserves</b>	<b>1,639</b>	<b>2,268</b>

The cash flow hedge reserve represents hedging gains and losses recognised on the effective portion of cash flow hedges. The cumulative deferred gain or loss on the hedge is recognised in profit or loss when the hedged transaction impacts the profit or loss, or is included as a basis adjustment to the non-financial hedged item, consistent with the applicable accounting policy.

The general reserve is used from time to time to transfer profits from retained profits. There is no policy of regular transfer.

## EARNINGS PER SHARE

	2017 Cents per share	2016 Cents per share
Basic earnings / (loss) per share	11.7	(8.8)
Diluted earnings / (loss) per share	11.7	(8.8)
The earnings / (loss) used in the calculation of basic and diluted earnings / (loss) per share are as follows:		
	2017 \$'000	2016 \$'000
Net profit / (loss)	12,620	(9,557)
Earnings / (loss) used in the calculation of basic earnings / (loss) per share	12,620	(9,557)
Earnings / (loss) used in the calculation of diluted earnings / (loss) per share	12,620	(9,557)

The weighted average number of ordinary shares used in the calculation of basic and diluted earnings / (loss) per share are as follows

	2017 No. '000	2016 No. '000
Weighted average number of ordinary shares for the purpose of basic earnings / (loss) per share	107,644	108,447
Weighted average number of ordinary shares for the purpose of diluted earnings / (loss) per share	107,644	108,447

## DIVIDENDS

In respect of financial year ended 30 June 2017, the directors have recommended a fully franked final dividend of 10 cents per share be paid to holders of fully paid ordinary shares (2016: nil). This has not been included as a liability in these financial statements and the dividend will be paid to all shareholders on the Register of Members. The total estimated dividend to be paid is \$11,015 thousand (2016: nil).

The movement in the franking account balance, including impact for dividends declared after the year end, is noted below:

	2017 \$'000	2016 \$'000
Adjusted franking account balance	37,574	33,705
Franking credit / (debit) recognised that will arise from income tax payable / (receivable) as at the end of financial year	1,172	1,069
Impact on franking account balance of dividends not recognised	(4,721)	-

## COMMITMENTS FOR EXPENDITURE

### (A) CAPITAL EXPENDITURE COMMITMENTS

	2017 \$'000	2016 \$'000
<b>Property, plant and equipment</b>		
Not later than one year	-	7,053
Later than one year and not later than five years	-	-

### (B) FINANCE LEASE LIABILITIES

Some aircraft were purchased under finance leases. The leases expire in August 2019. The Group takes ownership of the aircraft at the end of the lease terms. The Group's obligations under the finance leases are secured by the lessors' title to the leased aircraft.

The fair value of the finance lease liabilities is approximately equal to their carrying amount.

	Minimum lease payments		Present value of minimum lease payments	
	2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
Not later than one year	4,140	4,140	3,861	3,706
Later than one year and not later than five years	5,120	9,314	4,960	8,833
Less future finance charges	9,260	13,454	8,821	12,539
Present value of minimum lease payments	(439)	(915)	-	-
	8,821	12,539	8,821	12,539
Included in the consolidated financial statements as (Note 12)				
Current borrowings			3,861	3,706
Non-current borrowings			4,960	8,833
			8,821	12,539

There are no contingent liabilities nor contingent assets as at 30 June 2017 (2016: nil).

Name of entity	Country of incorporation	Ownership Interest %	
		2017	2016
<b>Parent entity</b>			
Regional Express Holdings Limited	Australia		
<b>Subsidiaries</b>			
Regional Express Pty Limited	Australia	100	100
Rex Freight & Charter Pty Limited	Australia	100	100
Rex Investment Holdings Pty Limited	Australia	100	100
Air Link Pty Limited	Australia	100	100
Pel-Air Aviation Pty Limited	Australia	100	100
Australian Airline Pilot Academy Pty Limited	Australia	100	100
VAA Pty Ltd	Australia	100	100

Regional Express Holdings Limited is the head entity within the tax-consolidated group. These subsidiary companies are members of the tax-consolidated group.

No business was acquired during the year.

### (A) RECONCILIATION OF CASH AND CASH EQUIVALENTS

For the purposes of the statement of cash flows, cash and cash equivalents include cash on hand and in banks and investments in money market instruments, net of outstanding bank overdrafts. Cash and cash equivalents at the end of the financial year as shown in the statement of cash flows is reconciled to the related items in the statement of financial position as follows:

	2017 \$'000	2016 \$'000
Cash and bank balances	26,257	26,821

### (B) RECONCILIATION OF PROFIT / (LOSS) FOR THE YEAR TO NET CASH FLOWS FROM OPERATING ACTIVITIES

	2017 \$'000	2016 \$'000
Profit / (loss) for the year	12,620	(9,557)
Depreciation and amortisation	16,268	16,136
Asset impairment	-	8,344
Goodwill impairment	-	6,615
Share-based payment	1,355	1,327
Unrealised foreign exchange gain	(65)	(55)
Loss / (gain) on disposal of non-current assets	154	(95)
Interest received	(770)	(721)
(Increase) / decrease in receivables	(246)	2,634
Increase in inventories	(1,681)	(2,794)
Decrease / (increase) in other financial assets	965	(1,105)
Increase / (decrease) in deferred tax	1,218	(1,814)
Increase in current tax payable	103	993
(Decrease) / increase in other financial liabilities	(66)	136
(Decrease) / increase in trade payables	(4,386)	6,969
Increase in provisions	1,273	737
(Decrease) / increase in other liabilities	(629)	678
<b>Net cash flows from operating activities</b>	<b>26,113</b>	<b>28,428</b>

### (C) FINANCING FACILITIES

	2017 Used \$'000	2016 Limit \$'000	2016 Used \$'000	2016 Limit \$'000
Maximum facilities available and reviewed annually:				
Loan facility (fund aircraft purchases)	14,809	15,064	17,743	17,976
Leases (fund aircraft purchases)	8,870	9,339	12,556	13,000
Tape negotiations authority	-	2,900	2,500	2,900
Letter of credit	-	559	-	559
Set off	-	1,000	-	1,000
Guarantee	4,117	4,237	3,829	3,937
Credit card	84	620	52	620
	<b>27,880</b>	<b>33,719</b>	<b>36,680</b>	<b>39,992</b>

The facilities are secured by the Group's operating cash flows and properties located in Adelaide, New South Wales at Don Kendall Drive Forest Hill, and Robey Street Mascot.

### (A) CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that the entities in the Group will be able to continue as a going concern while maximising the return to stakeholders.

The Group's overall strategy remains unchanged from 2016.

The capital structure of the Group consists of debt as disclosed in Note 12 and attributable to equity holders of the parent comprising issued capital, reserves as disclosed in Notes 14, 15 respectively, and retained earnings.

Operating cash flows are used to acquire assets required for the Group's operations, tax, dividends, share buy-backs and repayment of maturing debt. The Group's policy is to borrow centrally only if required.

### GEARING RATIO

The Group's Board reviews the capital structure on a semi-annual basis. As a part of this review the Board considers the cost of capital and the risks associated with each class of capital. The Board will balance its overall capital structure through the payment of dividends, new share issue and share buy-backs as well as the issue of new debt or the redemption of existing debt.

The Group's financing facilities include a \$29 million loan facility which is fixed-interest bearing and repayable over 10 years from July 2012 to June 2021.

During FY 14, the Group finalised the purchase of 25 latest generation Saab 340Bplus aircraft. These aircraft were originally operating in the Rex fleet under a lease. The acquisition was partly funded by operating cash flows with the rest from bank finance leases.

The net cash position at the end of the financial year was as follows:

	2017 \$'000	2016 \$'000
Debt <sup>(i)</sup>	23,626	30,279
Cash and cash equivalents	26,257	26,821
Excess cash and cash equivalents over debt / (net debt)	<b>2,631</b>	<b>(3,458)</b>
 Equity <sup>(ii)</sup>	 <b>196,445</b>	 <b>186,108</b>
 Excess cash / (net debt) to equity ratio	 <b>1.3%</b>	 <b>(1.9%)</b>

<sup>(i)</sup> Debt is defined as long- and short-term borrowings, as detailed in Note 12.

<sup>(ii)</sup> Equity includes all capital and reserves of the Group that are managed as capital.

### (B) CATEGORIES OF FINANCIAL INSTRUMENTS

	2017 \$'000	2016 \$'000
<b>Financial assets</b>		
Loans and receivables	16,046	15,470
Cash and bank balances	26,257	26,821
Derivative financial instruments	140	1,105
Available-for-sale financial assets	9	9
 <b>Financial liabilities</b>		
Amortised cost	41,956	56,191
Derivative financial instruments	70	136

### (C) FINANCIAL RISK MANAGEMENT OBJECTIVES

The Group is exposed to foreign exchange, fuel price, interest rate and liquidity risk. Management of these risks is governed by the Group's policy approved by the Board of Directors, which provides written principles on the management of financial risks. Compliance with policies and exposure limits is reviewed by the Audit and Corporate Governance Committee and the Board on an ongoing basis. The Group does not enter into trade financial instruments, including derivative financial instruments, for speculative purposes. The Treasury function, which co-ordinates the hedging of financial risks from time to time, is managed by the Group's Corporate Services Department and reports regularly to the Board and Audit and Corporate Governance Committee.

### (D) FOREIGN CURRENCY RISK MANAGEMENT

The Group undertakes certain transactions denominated in USD, hence exposures to exchange rate fluctuations arise. Exchange rate exposures are managed using forward foreign exchange contracts.

The carrying amount of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the financial year is as follows:

	Liabilities		Assets	
	2017 USD\$'000	2016 USD\$'000	2017 USD\$'000	2016 USD\$'000
	1,448		3,427	

### FOREIGN CURRENCY SENSITIVITY ANALYSIS

The Group is mainly exposed to USD for the following main purchases, approximate amounts per annum are:

- USD 17 million for engineering purchases
- USD 17 million for engine care and maintenance
- USD 4 million for airline reservation systems usage
- USD 1 million for aircraft insurance policies
- USD 1 million for operating leases

The following table details the Group's sensitivity to a 10% increase and 10% decrease in the Australian Dollar against the USD. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency rates. For a weakening of the Australian Dollar against the respective currency there would be an equal and opposite impact on the profit and other equity, and the balances below would be negative.

	2017 \$'000	2016 \$'000
Profit or loss	190	470

The Group's sensitivity to foreign currency has remained constant

### FORWARD FOREIGN EXCHANGE CONTRACTS

The Group may enter into forward foreign exchange contracts to manage the risk associated with anticipated sales and purchase transactions up to twelve months and up to 100% of the exposure generated. Basis adjustments are made to the carrying amounts of non-financial hedged items when the anticipated sale or purchase transaction takes place.

### (E) FUEL PRICE RISK MANAGEMENT

The Group uses jet fuel swap contracts to hedge exposure to movements in the price of aviation fuel. Jet fuel swaps are taken out to hedge exposures to a maximum of 12 months in accordance with the Group's risk management policies. The group uses fuel swaps linked to the Platts Singapore Kerosene benchmark to hedge exposures to jet fuel.

The following table sets out the timing of the notional amount and the hedged jet fuel price of the Group's fuel hedging instruments:

	Hedged price \$ per L	Notional amount L'000	Less than 1 year L'000	1 to 2 years L'000	2 to 5 years L'000
<b>AUD fuel costs</b>					
	2017	0.4830	19,898	19,898	-
	2016	0.5088	30,000	30,000	-

The following table details the sensitivity of the Group's financial assets and liabilities to a 20% increase and 20% decrease in the jet fuel price. A positive number indicates an increase in profit or loss and other equity where the jet fuel price weakens. For an increase in the jet fuel price there would be an equal and opposite impact on the profit and other equity, and the balances below would be negative. This analysis assumes that all other variables remain constant and based on the designated hedge relationship at the reporting date.

	Carrying amount \$'000	20% increase		20% decrease	
		Profit/(loss) \$'000	Equity \$'000	Profit/(loss) \$'000	Equity L'000
<b>2017</b>					
Derivative asset – jet fuel swap	140	-	1,092	-	(1,092)
Derivative liability – jet fuel swap	(70)	-	830	-	(830)
	<b>70</b>	-	<b>1,922</b>	-	<b>(1,922)</b>
<b>2016</b>					
Derivative asset – jet fuel swap	<b>1,015</b>	-	<b>2,978</b>	-	<b>(2,978)</b>
Derivative liability – jet fuel swap	(136)	-	73	-	(73)
	<b>969</b>	-	<b>3,051</b>	-	<b>(3,051)</b>

## (F) INTEREST RATE RISK MANAGEMENT

The Group has very little exposure to interest rate risk as its borrowings detailed in Note 12 are at a fixed interest rate. As such the Group does not hedge its interest rate exposure. The Group's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

## (G) CREDIT RISK MANAGEMENT

The Group has limited exposure to credit risk as the majority of its revenue is derived from sales made through credit cards where counterparties are either banks or the credit card companies. The disputes to the credit card charges amount to less than \$50,000 a year.

The Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

## (H) LIQUIDITY RISK MANAGEMENT

Ultimate responsibility for liquidity risk management rests with the Board of Directors, who has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group's operating activities generate positive annual cash flow. The Group tries to maintain a \$10 million cash balance by the end of each financial year. As and when required, the Group uses financing facilities as detailed in Note 22.

## LIQUIDITY AND INTEREST RISK TABLES

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The amounts disclosed are based on the contractual undiscounted principal and interest cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

	1 month \$'000	1-3 months \$'000	3 months to a year \$'000	1-5 years \$'000	5+ years \$'000
<b>2017</b>					
Non-interest bearing	18,330	-	-	-	-
Interest bearing	369	1,774	6,429	18,414	-
	<b>18,699</b>	<b>1,774</b>	<b>6,429</b>	<b>18,414</b>	-
<b>2016</b>					
Non-interest bearing	25,912	-	-	-	-
Interest bearing	369	1,774	6,429	27,040	-
	<b>26,281</b>	<b>1,774</b>	<b>6,429</b>	<b>27,040</b>	-

The interest-bearing liabilities have a weighted average effective interest rate of 9.1% per annum for the 10-year bank loan (FY2012 to FY2021), and 3.9% per annum for the bank finance leases maturing in August 2019.

## (I) FAIR VALUE OF FINANCIAL INSTRUMENTS

Except as disclosed below, the Directors consider that the carrying amounts of the financial assets and financial liabilities recorded at the amortised cost in the financial statements approximate their fair values.

## (J) FAIR VALUE HIERARCHY

The table below analyses financial instruments carried at fair value. The different levels have been defined as follows:

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

There were no transfers between levels during the year.

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
<b>30 June 2017</b>				
<b>Financial assets carried at fair value</b>				
Derivative asset – jet fuel swap	-	140	-	140
<b>Financial liabilities carried at fair value</b>				
Derivative liability – jet fuel swap	-	(70)	-	(70)
<b>30 June 2016</b>				
<b>Financial assets carried at fair value</b>				
Derivative asset – jet fuel swap	-	1,105	-	1,105
<b>Financial liabilities carried at fair value</b>				
Derivative liability – jet fuel swap	-	(136)	-	(136)

For financial instruments not quoted in active markets, the Group uses valuation techniques such as present value, comparison to similar instruments for which market observable prices exist and other relevant models used by market participants. These valuation techniques use both observable and unobservable market inputs.

Fuel swap hedging contracts are financial instruments that use valuation techniques with only observable market inputs and are included in Level 2 above. Future cash flows are estimated based on forward rates (from observable forward rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of various counterparties.

The Group does not have any Level 3 financial instruments.

## 24 KEY MANAGEMENT PERSONNEL COMPENSATION

The aggregate compensation made to directors and other members of key management personnel of the Group is set out below:

	2017 \$	2016 \$
Short-term benefits	1,714,548	1,795,312
Post-employment benefits	146,191	159,860
Other long-term benefits	23,969	27,326
Share-based payment	25,261	26,726
	<b>1,909,969</b>	<b>2,009,224</b>

## 25 RELATED PARTY TRANSACTIONS

### (A) EQUITY INTERESTS IN SUBSIDIARIES

Details of interests in subsidiaries are disclosed in Note 20 to the consolidated financial statements.

### (B) TRANSACTIONS WITH KEY MANAGEMENT PERSONNEL

#### (I) KEY MANAGEMENT PERSONNEL COMPENSATION

Details of key management personnel compensation are disclosed in Note 24 to the consolidated financial statements.

#### (II) LOANS TO KEY MANAGEMENT PERSONNEL

There have been no loans made to key management personnel.

## REMUNERATION OF AUDITORS

	2017 \$'000	2016 \$'000
Audit and review of the consolidated financial statements	315,000	285,075
Other non-audit services - tax compliance, tax advice	37,800	73,617
	<b>352,800</b>	<b>358,692</b>

The auditor of the Group is Deloitte Touche Tohmatsu.

## 27 EVENTS AFTER THE REPORTING PERIOD

In July 2017, Rex announced it had been awarded the route licence to operate passenger services from Adelaide to Port Augusta by the South Australian Government. Rex will be commencing services between Adelaide and Port Augusta from 11 September 2017. The schedule will provide three weekly roundtrip services on Mondays, Tuesdays and Thursdays from Adelaide to Port Augusta and return. This service will stimulate and provide ease of access to business and opens tourism to domestic and international visitors.

A further 21 Vietnamese cadet pilots are expected to commence training at AAPA over September and October 2017, with more expected in the remainder of the FY.

Pel-Air has secured FIFO contracts with Iluka Resources and Cobham based out of Adelaide. The charter flights will commence in July and August 2017 respectively and operate several times a week to Jacinth-Ambrosia and to Prominent Hill using the Saab 340 aircraft. The availability of Rex assets in Adelaide enabled Pel-Air to offer the charter services at short notice and clinch the contracts.

## 28 SEGMENT INFORMATION

AASB 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance.

Information reported to the Group's Chief Executive Officer for the purposes of resource allocation and assessment of performance is more specifically focused on the category of customer for each type of service.

The Group's reportable segments under AASB 8 are as follows:

- Regular public transport
- Charter

The accounting policies of the reportable segments are the same as the Group's accounting policies.

The following is an analysis of the Group's revenue and results by reportable operating segment for the year:

	Revenue		Segment result	
	2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
<b>Continuing operations</b>				
Regular public transport	257,984	237,044	24,048	3,871
Charter	22,983	24,862	2,313	(5,784)
	<b>280,967</b>	<b>261,906</b>	<b>26,361</b>	<b>(1,913)</b>
Finance income			770	721
Other gains / (losses)			194	(250)
Central administration costs and directors' salaries			(7,540)	(7,090)
Finance costs			(1,975)	(2,171)
Profit / (loss) before tax			17,810	(10,703)
Tax (expense) / benefit			(5,190)	1,146
<b>Consolidated segment revenue and profit</b>	<b>280,967</b>	<b>261,906</b>	<b>12,620</b>	<b>(9,557)</b>

The revenue reported above represents revenue generated from external customers. There were no intersegment sales.

Segment result represents the profit earned by each segment without allocation of central administration costs and directors' salaries. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

The following is an analysis of the Group's assets and liabilities by reportable operating segment as at the end of the year:

	Assets		Liabilities	
	2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
<b>Continuing operations</b>				
Regular public transport	213,100	207,208	45,329	50,168
Charter	59,708	63,309	31,034	34,241
<b>Total assets / liabilities</b>	<b>272,808</b>	<b>270,517</b>	<b>76,363</b>	<b>84,409</b>

Other segment information for the year is as follows:

	Depreciation and amortisation		Additions to non-current assets	
	2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
<b>Continuing operations</b>				
Regular public transport	11,178	10,557	20,097	19,664
Charter	5,090	5,579	479	435
	<b>16,268</b>	<b>16,136</b>	<b>20,576</b>	<b>20,099</b>

## 29 PARENT ENTITY DISCLOSURES

	2017 \$'000	2016 \$'000
<b>(A) FINANCIAL POSITION</b>		
<b>Assets</b>		
Current assets	48,091	47,443
Non-current assets	170,410	163,880
<b>Total assets</b>	<b>218,501</b>	<b>211,323</b>
<b>Liabilities</b>		
Current liabilities	48,258	50,794
Non-current liabilities	2,099	1,909
<b>Total liabilities</b>	<b>50,357</b>	<b>52,703</b>
<b>Equity</b>		
Issued capital	72,024	72,024
Retained earnings	94,555	84,220
Share-based payments reserve	1,200	1,382
Cash flow hedge reserve	49	678
General reserve	316	316
<b>Total equity</b>	<b>168,144</b>	<b>158,620</b>
<b>(B) FINANCIAL PERFORMANCE</b>		
Profit for the year	10,335	46
Other comprehensive (loss) / income	(629)	678
<b>Total comprehensive income</b>	<b>9,706</b>	<b>724</b>
<b>(C) GUARANTEES ENTERED INTO BY THE PARENT ENTITY IN RELATION TO THE DEBTS OF ITS SUBSIDIARIES</b>		

During FY 11, the parent entity entered into a deed of cross guarantee in relation to the debts of Pel-Air Aviation Pty Ltd, Rex Freight and Charter Pty Ltd, Rex Investment Holdings Pty Ltd and Australian Airline Pilot Academy Pty Ltd.

By entering into the deed, the wholly owned entities have been relieved from the requirements to prepare a financial report and directors' report under Class Order 98/1418 (as amended) issued by the Australian Securities and Investments Commission ('ASIC').

The above companies represent a 'Closed Group' for the purposes of the Class Order, and as there are no other parties to the Deed of Cross Guarantee that are controlled by Regional Express Holdings Limited, they also represent the 'Extended Closed Group'.

The statement of profit or loss and other comprehensive income and statement of financial position of the 'Closed Group' can be found in the consolidated statement of profit or loss and other comprehensive income and statement of financial position along with the note on Regional Express Holdings Limited as parent found in note 29 (A) and (B).

## (D) CONTINGENT LIABILITIES OF THE PARENT ENTITY

As at 30 June 2017, no contingent liabilities or assets existed (2016: nil).

## (E) COMMITMENTS FOR THE ACQUISITION OF PROPERTY, PLANT AND EQUIPMENT BY THE PARENT ENTITY

As at 30 June 2017, the parent entity has no commitment for the acquisition of property, plant and equipment.

**(A) STATEMENT OF COMPLIANCE**

These financial statements are general purpose financial statements which have been prepared in accordance with the Corporations Act 2001, Accounting Standards and Interpretations, and comply with other requirements of the law. The financial statements include the consolidated financial statements of the Group. For the purpose of preparing the consolidated statements, the Company is a for-profit entity.

Accounting Standards include Australian Accounting Standards. Compliance with Australian Accounting Standards ensures that the financial statements and notes of the Group comply with International Financial Reporting Standards ('IFRS').

The financial statements were authorised for issue by the directors on 29 August 2017

**(B) BASIS OF PREPARATION**

The consolidated financial statements have been prepared on the basis of historical cost, except for the revaluation of certain financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies below. Historical cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

In accordance with Legislative Instrument 2016/191 issued by the Australian Securities and Investments Commission relating to the rounding off of amounts in the financial statements amounts in the financial statements have been rounded to the nearest hundred thousand dollars in accordance with that Legislative Instrument, unless otherwise indicated.

**(C) BASIS OF CONSOLIDATION**

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary. Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable AASBs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under AASB 139, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

**(D) REVENUE**

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for rebates and other similar allowances.

**RENDERING OF SERVICES**

Revenue from providing air passenger, charter and freight services is recognised when the relevant flights are made.

**DIVIDEND AND INTEREST INCOME**

Dividend from investments is recognised when the shareholder's right to receive payment has been established provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

Interest income from financial assets is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

**(E) BORROWING COSTS**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

**(F) CASH AND CASH EQUIVALENTS**

Cash comprises cash on hand and demand deposits. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Bank overdrafts are shown within borrowings in current liabilities in the consolidated statement of financial position.

**(G) FOREIGN CURRENCIES**

The individual financial statements of each Group entity are presented in its functional currency being the currency of the primary economic environment in which the entity operates. For the purpose of the consolidated financial statements, the results and financial position of each entity are expressed in Australian dollars ('\$'), which is the functional currency of the Group and the presentation currency for the consolidated financial statements.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance date, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the balance date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise except for exchange differences on transactions entered into in order to hedge certain foreign currency risks (refer to Note 23).

## (H) DERIVATIVE FINANCIAL INSTRUMENTS

The Group enters into jet fuel swap derivatives to hedge exposures to jet fuel prices. It is the Group's policy not to enter into or hold derivative financial instruments for speculative trading purposes. Derivative financial instruments are recognised at fair value both initially and on an ongoing basis. Transaction costs attributable to the derivative are recognised in profit or loss when incurred.

### HEDGE ACCOUNTING

The Group designates certain derivatives as hedges of highly probable forecast transactions (cash flow hedges). At the inception of the hedge, the Group documents the relationship between hedging instruments and hedged items, including the risk management objective and strategy for undertaking each hedge. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the hedging instruments that are used in hedge transactions have been and will continue to be highly effective.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are recognised in other comprehensive income and accumulated under the heading of cash flow hedge reserve. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss as part of other gains and losses.

Amounts deferred in equity are recycled in profit or loss in the periods when the hedged item is recognised in profit or loss. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously deferred in equity are transferred from equity and included in the initial measurement of the cost of the asset or liability.

Hedge accounting is discontinued when the Group revokes the hedging relationship, the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. Any cumulative gain or loss deferred in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was deferred in equity is recognised immediately in profit or loss.

Any derivative financial instruments not designated into an effective hedge relationship are classified as a current asset or a current liability at fair value through profit and loss.

## (I) EMPLOYEE BENEFITS

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave, long service leave, and sick leave when it is probable that settlement will be required and they are capable of being measured reliably.

Liabilities recognised in respect of short term employee benefits are measured at their nominal values using the remuneration rate expected to apply at the time of settlement.

Liabilities recognised in respect of long term employee benefits are measured as the present value of the estimated future cash outflows to be made by the Group in respect of services provided by employees up to reporting date.

## (J) FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Investments are recognised and derecognised on trade date where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, net of transaction costs except for those financial assets classified as at fair value through profit or loss which are initially measured at fair value.

Other financial assets are classified into the following specified categories: financial assets 'at fair value through profit or loss', 'available-for-sale' financial assets, and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

## EFFECTIVE INTEREST METHOD

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest rate basis for debt instruments other than those financial assets 'at fair value through profit or loss'.

## FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets are classified as financial assets at fair value through profit or loss where the financial asset:

- (i) has been acquired principally for the purpose of selling in the near future;
- (ii) is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- (iii) is a derivative that is not designated and effective as a hedging instrument.

Financial assets at fair value through profit or loss are stated at fair value, with any resultant gain or loss recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset.

Fair value is determined in the manner described in Note 23.

## AVAILABLE-FOR-SALE FINANCIAL ASSETS

Certain shares and redeemable notes held by the Group are classified as being available-for-sale and are stated at fair value. Fair value is determined in the manner described in Note 23. Gains and losses arising from changes in fair value are recognised directly in the investments revaluation reserve with the exception of impairment losses, interest calculated using the effective interest method and foreign exchange gains and losses on monetary assets which are recognised directly in profit or loss. Where the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously recognised in the investments revaluation reserve is included in profit or loss for the period.

Dividends on available-for-sale equity instruments are recognised in profit and loss when the Group's right to receive payments is established.

## LOANS AND RECEIVABLES

Trade receivables, loans, and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method less impairment.

Interest is recognised by applying the effective interest rate.

## IMPAIRMENT OF FINANCIAL ASSETS

When an available for sale asset is considered to be impaired, cumulative gains/losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at each balance date. Financial assets are impaired where there is objective evidence that as a result of one or more events that occurred after the initial recognition of the financial asset the estimated future cash flows of the investment have been impacted. For financial assets carried at amortised cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate.

The carrying amount of financial assets including uncollectible trade receivables is reduced by the impairment loss through the use of an allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

With the exception of available-for-sale equity instruments, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of available-for-sale equity instruments, any subsequent increase in fair value after an impairment loss is recognised directly in equity.

## DERECOGNITION OF FINANCIAL ASSETS

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

## (K) FINANCIAL LIABILITIES AND EQUITY INSTRUMENTS

### CLASSIFICATION OF DEBT OR EQUITY

Debt and equity instruments are classified as either liabilities or as equity in accordance with the substance of the contractual arrangement. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity Instruments issued by the Group are recorded at the proceeds received, net of direct issue costs.

### FINANCIAL LIABILITIES

Financial liabilities are classified as either financial liabilities 'at fair value through profit or loss' or other financial liabilities.

### FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial liabilities at fair value through profit or loss are stated at fair value, with any resultant gain or loss recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability. Fair value is determined in the manner described in Note 23.

### OTHER FINANCIAL LIABILITIES

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

## (L) GOODWILL

Goodwill acquired in a business combination is carried at cost established at date of the acquisition of the business less accumulated impairment losses if any.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units (CGUs), or groups of CGUs, expected to benefit from the synergies of the business combination. CGUs (or groups of CGUs) to which goodwill has been allocated are tested for impairment annually, or more frequently if events or changes in circumstances indicate that goodwill might be impaired.

If the recoverable amount of the CGU (or group of CGUs) is less than the carrying amount of the CGU (or groups of CGUs), the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the CGU (or groups of CGUs) and then to the other assets of the CGU (or groups of CGUs) pro-rata on the basis of the carrying amount of each asset in the CGU (or groups of CGUs). An impairment loss recognised for goodwill is recognised immediately in profit or loss and is not reversed in a subsequent period.

On disposal of an operation within a CGU, the attributable amount of goodwill is included in the determination of the profit or loss on disposal of the operation.

## (M) GOVERNMENT GRANTS

Government grants are assistance by the government in the form of transfers of resources to the Group in return for past or future compliance with certain conditions relating to the operating activities of the entity. Government grants include government assistance where there are no conditions specifically relating to the operating activities of the Group other than the requirement to operate in certain regions or industry sectors.

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received. Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

Government assistance which does not have conditions attached specifically relating to the operating activities of the entity is recognised in accordance with the accounting policies above.

## (N) IMPAIRMENT OF OTHER TANGIBLE AND INTANGIBLE ASSETS OTHER THAN GOODWILL

At each reporting date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised in profit or loss immediately, unless the relevant asset is carried at fair value, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised in profit or loss immediately, unless the relevant asset is carried at fair value, in which case the reversal of the impairment loss is treated as a revaluation increase.

## (O) TAXATION

Income tax expense represents the sum of the tax currently payable and deferred tax.

### CURRENT TAX

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the consolidated statement of profit or loss and other comprehensive income/statement of profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

## DEFERRED TAX

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax liabilities and assets are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

## CURRENT AND DEFERRED TAX FOR THE PERIOD

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

## (P) INTANGIBLE ASSETS

### INTANGIBLE ASSETS ACQUIRED SEPARATELY

Intangible assets with finite lives that are acquired separately are recorded at cost less accumulated amortisation and impairment losses. Amortisation is charged on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method is reviewed at the end of each annual reporting period, with any changes in these accounting estimates being accounted for on a prospective basis. Intangible assets with indefinite lives that are acquired separately are carried at cost less accumulated impairment losses.

A summary of the policies applied to the Group's finite intangible assets is as follows:

Intangible asset	Computer software
Amortisation method used	4 years straight line
Impairment test / recoverable amount testing	where an indicator of impairment exists

## (Q) INVENTORIES

Inventories are valued at the lower of cost and net realisable value. Costs of inventories are determined on a first in first out basis. Net realisable value represents the estimated selling price less all estimated costs of completion and costs necessary to make the sale.

## (R) LEASING

Leases are classified as finance leases when the terms of the lease transfer substantially all the risks and rewards incidental to ownership to the lessee. All other leases are classified as operating leases.

### GROUP AS LESSOR

Rental income from operating leases is recognised on a straight line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight line basis over the lease term.

### GROUP AS LESSEE

Assets held under finance leases are initially recognised at their fair value or, if lower, at amounts equal to the present value of the minimum lease payments, each determined at the inception of the lease. The corresponding liability to the lessor is included in the statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised immediately in profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs. Refer to Note 30E. Contingent rentals are recognised as expenses in the periods in which they are incurred. Finance leased assets are amortised on a straight line basis over the estimated useful life of the asset.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefits of incentives are recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

## (S) PROPERTY, PLANT AND EQUIPMENT

Land and buildings, plant and equipment, leasehold improvements and equipment under finance lease are stated at cost less accumulated depreciation and impairment. Cost includes expenditure that is directly attributable to the acquisition of the item. In the event that settlement of all or part of the purchase consideration is deferred, cost is determined by discounting the amounts payable in the future to their present value as at the date of acquisition.

Depreciation is provided on property, plant and equipment, including freehold buildings but excluding land. Depreciation is calculated on a straight line basis so as to write off the net cost of each asset over its expected useful life to its estimated residual value. Leasehold improvements are depreciated over the period of the lease or estimated useful life, whichever is the shorter, using the straight line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each annual reporting period, with the effect of any changes recognised on a prospective basis.

The rates applied are as follows:

Aircraft	15,000 to 60,000 hours
Building	20 to 40 years
Computer Equipment	4 to 6 years
Engines	10 to 20 years
Furniture & Fittings	8 to 10 years
Leasehold Improvements	over the unexpired lease period
Motor Vehicles	7 years
Plant & Equipment	8 years
Rotable Assets	5 to 20 years

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising in the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

## (T) PROVISIONS

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cashflows estimated to settle the present obligation, its carrying amount is the present value of those cashflows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

## (U) SHARE-BASED PAYMENTS

Equity-settled share-based payments with employees and others providing similar services are measured at the fair value of the equity instrument at the grant date. Details regarding the determination of the fair value of the equity-settled share-based transactions are set out in Note 15.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest with and corresponding to increase in equity.

Equity-settled share-based payment transactions with other parties other than employees are measured at the fair value of the goods and services received, except where the fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

For cash-settled share-based payments, a liability is recognised for the goods or services acquired, measured initially at the fair value of the liability. At the end of each reporting period until the liability is settled, and the date of settlement, the fair value of the liability is measured, with any changes in fair value recognised in profit or loss for the year.

## (V) GOODS AND SERVICES TAX

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

- i. where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or
- ii. for receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables.

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

## (W) RESTATEMENT

In the year ended 30 June 2015, the Group undertook construction and development of a warehouse on properties located at 66 Robey Street and 79 Baxter Road, Mascot 2020, which was completed during the current financial year. On completion of the warehouse, the Group reviewed the asset register and discovered the capitalised value of the buildings that were demolished as part of the development were not written off in the year ended 30 June 2015. The net book value of the buildings written off was \$1,350,000.

Comparative information has been restated according to AASB 108 Accounting Policies, Changes in Accounting Estimates and Errors, paragraph 42 in relation to the net book value of the buildings. This restatement results in a decrease to property plant and equipment of \$1,350,000, an increase deferred tax liabilities of \$405,000 and a decrease in retained earnings of \$945,000.

The following table summarises the impact of the individual line items in the financial statements:

Consolidated Statement of Financial Position	30 June 2016 as previously reported \$'000	Adjustment \$'000	30 June 2016 as restated \$'000	1 July 2015 as previously reported \$'000	Adjustment \$'000	1 July 2015 as restated \$'000
Property, plant & equipment	202,868	(1,350)	201,518	209,694	(1,350)	208,344
Deferred tax liability	807	(405)	402	2,793	(405)	2,388
Total net assets	187,053	(945)	186,108	194,841	(945)	193,896
Retained earnings	112,995	(945)	112,050	122,552	(945)	121,607
Total equity	187,053	(945)	186,108	194,841	(945)	193,896

No change to the net profit of the comparative year has been required as a result of this restatement.

## DIRECTORS' DECLARATION

The directors declare that:

- (a) in the directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;
- (b) the attached financial statements are in compliance with International Financial Reporting Standards, as stated in Note 30 to the consolidated financial statements;
- (c) in the directors' opinion, the attached financial statements and notes thereto are in accordance with the Corporations Act 2001, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the consolidated entity; and
- (d) the directors have been given the declarations required by s.295A of the Corporations Act 2001.

At the date of this declaration, the Company is within the class of companies affected by ASIC Class Order 98/1418. The nature of the deed of cross guarantee is such that each company which is party to the deed guarantees to each creditor payment in full of any debt in accordance with the deed of cross guarantee.

In the directors' opinion, there are reasonable grounds to believe that the Company and the companies to which the ASIC Class Order applies, as detailed in Note 29 to the financial statements will, as a group, be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee.

Signed in accordance with a resolution of the directors made pursuant to s.295 (5) of the Corporations Act 2001.

On behalf of the Directors

Neville Howell  
Chief Operating Officer  
Sydney, 29 August 2017

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

Grosvenor Place  
225 George Street  
Sydney NSW 2000  
PO Box N250 Grosvenor Place  
Sydney NSW 1220 Australia

Tel: +61 (0) 2 9322 7000  
Fax: +61 (0) 2 9322 7001  
[www.deloitte.com.au](http://www.deloitte.com.au)

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Key Audit Matter****Valuation of unearned revenue**

As at 30 June 2017, the Group recognised unearned revenue of \$22.698 million in the consolidated statement of financial position.

The Group's calculation of unearned revenue in respect of flights purchased but not yet flown requires significant judgment, requiring significant volumes of data from flight booking systems and passenger reports to be analysed and matched, along with estimated adjustments to unearned revenue such as the level of no-shows.

**How the scope of our audit addressed the Key Audit Matter**

Our procedures included, but were not limited to:

- Assessing the accounting policies adopted by the Group in relation to revenue recognition;
- Testing a sample of controls in the determination of unearned revenue;
- Testing the integrity of the flight booking systems and passenger reports by comparing a sample of flight information to the cash receipt and flight data;
- Agreeing the inputs in the reconciliation of unearned revenue to external flight booking systems; and
- Challenging the assumptions used by management in relation to the rate of no-shows to assess the no-show revenue to be recognised in profit or loss.

We also assessed the appropriateness of the disclosures in Note 4, Note 11 and Note 30 to the financial statements.

**Independent Auditor's Report to the Members of Regional Express Holdings Limited****Report on the Audit of the Financial Report****Opinion**

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

In our opinion the accompanying financial report of the Group, is in accordance with the *Corporations Act 2001*, including:

- (i) giving a true and fair view of the Group's financial position as at 30 June 2017 and of its financial performance for the year then ended; and
- (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

**Basis for Opinion**

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

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

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

**Key Audit Matter****Carrying value of aircraft and other property plant & equipment**

As at 30 June 2017 the Group has recognised aircraft and other property plant & equipment of \$96.712 million and \$106.872 million respectively in the consolidated statement of financial position.

Management conducts impairment tests annually (or more frequently if impairment indicators exist) to assess the recoverability of the carrying value of aircraft and other property, plant & equipment.

Impairment indicators are assessed with reference either to the asset in question or the cash-generating unit (CGU) to which the asset relates. The Group has identified three CGUs for the purposes of assessing the carrying value of aircraft and other property, plant & equipment:

- Air Link Pty Limited (Air Link)
- Pel-Air Aviation Pty Limited (Pel-Air); and
- Regional Express Holdings Limited (REX).

The Group measures the recoverable amount of the CGUs through either a fair value less cost to model (Air Link) or a value in use model (Pel-Air and REX).

As disclosed in Note 9 to the financial statements, there are a number of key estimates made which require significant judgement in determining the inputs into these models which include:

- Growth rates for revenue, operating costs and fuel costs;
- Capital expenditure; and
- Discount rate.

**How the scope of our audit addressed the Key Audit Matter**

Our procedures included, but were not limited to:

- Assessing identification of the CGUs and determining whether indicators of impairment exist;
- Assessing management's assertions and estimates regarding estimated useful lives and residual values using valuation reports published by third party specialists, industry data and the Group's historical experience and future operating plans;
- Challenging the assumptions used in management's impairment analysis by assessing the reliability of management's past estimates and taking into account recent industry developments and each CGU's future operating plans;
- Assessing the reasonableness of the basis adopted by management in determining the other key inputs and assumptions underlying the calculations in the models;
- Performing sensitivity analysis on the key model inputs and assumptions; and
- Assessing the reasonableness of management's calculations of the fair value of aircraft assets.

We also assessed the appropriateness of the disclosures in Note 9 to the financial statements.

**Other Information**

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

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

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

**Responsibilities of the Directors for the Financial Report**

The directors are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

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

**Auditor's Responsibilities for the Audit of the Financial Report**

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

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

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty

exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves a fair presentation.

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

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK**

**Report on the Remuneration Report***Opinion on the Remuneration Report*

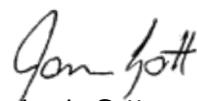
We have audited the Remuneration Report included in pages 23 to 24 of the Directors' Report for the year ended 30 June 2017.

In our opinion, the Remuneration Report of Regional Express Holdings Limited, for the year ended 30 June 2017, complies with section 300A of the *Corporations Act 2001*.

*Responsibilities*

The Directors of Regional Express Holdings Limited are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

  
DELOITTE TOUCHE TOHMATSU

  
Jamie Gatt  
Partner, Chartered Accountants  
Sydney, 29 August 2017

## ASX ADDITIONAL INFORMATION AS AT 22 SEPTEMBER 2017

This is required by the ASX, but falls outside of the audit opinion and therefore has no impact on the audit report issued.

### NUMBER OF HOLDERS OF EQUITY SECURITIES

#### Ordinary share capital

110,154,375 fully paid ordinary shares are held by 2,036 individual shareholders.

All issued ordinary shares carry one vote per share and carry the rights to dividends.

### DISTRIBUTION OF HOLDERS OF EQUITY SECURITIES

	Fully Paid Ordinary Shares		
	Investors	Securities	Issued Capital (%)
1 – 1,000	659	356,116	0.32
1,001 – 5,000	984	2,669,325	2.42
5,001 – 10,000	164	1,301,400	1.18
10,001 – 100,000	175	5,063,481	4.60
100,001 and over	54	100,764,053	91.48
<b>Total</b>	<b>2,036</b>	<b>110,154,375</b>	<b>100.00</b>
Unmarketable Parcels	204	27,288	0.02

### SUBSTANTIAL SHAREHOLDERS

Ordinary Shareholders	Fully Paid	
	Number	Percentage
MR KIM HAI LIM	18,998,346	17.25
MR JOE TIAU TJOA	16,234,094	14.74
THIAN SOO LEE	7,722,181	7.01
MING YEW SEE TOH & HUI ING TJOA	7,454,362	6.77
JOO CHYE CHUA	7,454,362	6.77
REX INVESTMENT HOLDINGS PTY LIMITED	5,993,231	5.44

### TWENTY LARGEST HOLDERS OF QUOTED EQUITY SECURITIES

Ordinary Shareholders	Fully Paid	
	Number	Percentage
MR KIM HAI LIM	18,998,346	17.25
MR JOE TIAU TJOA	16,234,094	14.74
THIAN SOO LEE	7,722,181	7.01
MING YEW SEE TOH & HUI ING TJOA	7,454,362	6.77
JOO CHYE CHUA	7,454,362	6.77
REX INVESTMENT HOLDINGS PTY LIMITED	5,993,231	5.44
MS HUI LING TJOA	5,755,513	5.22
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	5,187,473	4.71
LAY KHIM NG	3,727,181	3.38
ANACACIA PTY LTD	3,687,773	3.35
J P MORGAN NOMINEES AUSTRALIA LIMITED	1,737,592	1.58
CITICORP NOMINEES PTY LIMITED	1,668,577	1.51
PACIFIC CUSTODIANS PTY LIMITED	1,588,386	1.44
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED-GSCO ECA	1,564,308	1.42
MR MICHAEL KARL KORBER	1,245,000	1.13
STRATEGIC VALUE PTY LTD	1,093,615	0.99
STRATEGIC VALUE PTY LIMITED	1,037,958	0.94
MR THIAN SONG TJOA	800,000	0.73
MR GUY FARROW	561,616	0.51
B & R JAMES INVESTMENTS PTY LIMITED	500,000	0.45
BNP PARIBAS NOMINEES PTY LTD	469,208	0.43



**REX GROUP OF COMPANIES**

