

**MIE PAY LTD**

**ACN 629 754 874**

**SUPPLEMENTARY PROSPECTUS**

**1. IMPORTANT INFORMATION**

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 12 December 2019 and the replacement prospectus dated 24 December 2019 (**Prospectus**) issued by Mie Pay Ltd (ACN 629 754 874).

This Supplementary Prospectus is dated 21 February 2020 and was lodged with the ASIC on that date. Neither ASIC nor NSX or their officers take any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus is a **refresh document** as defined in section 724(3H) of the Corporations Act, as inserted by ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 (**Instrument 2016/70**); and has been lodged with the ASIC in accordance with section 724(3G) of the Corporations Act, as inserted by Instrument 2016/70.

This Supplementary Prospectus should be read together with the Prospectus. Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed on the Company's website at [www.miepay.com](http://www.miepay.com).

This is an important document and should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.

**2. REASONS FOR SUPPLEMENTARY PROSPECTUS**

This Supplementary Prospectus has been prepared to:

- (a) extend the indicative Public Offer Closing Date under the Prospectus to 5:00pm (AEST) on 24 April 2020;
- (b) advise that as at the date of this Supplementary Prospectus, no Shares offered under the Prospectus have been admitted to quotation on the NSX;
- (c) advise that as at the date of this Supplementary Prospectus, the Company has not issued any securities pursuant to the Prospectus;
- (d) refresh the period for admission to quotation of Shares offered under the Prospectus to 21 May 2020, being three (3) months from the date of this Supplementary Prospectus pursuant to Instrument 2016/70; and
- (e) refresh the period to raise the Minimum Subscription under the Public Offer to 21 June 2020, being four (4) months from the date of this Supplementary Prospectus.

### **3. SPECIFIC DISCLOSURES REQUIRED BY LEGISLATIVE INSTRUMENT 2016/70**

#### **3.1 Background**

In accordance with the Corporations Act, if a person offers securities under a disclosure document such as a prospectus and the disclosure document states or implies that the securities are to be quoted on a financial market such as the NSX, and the securities are not then admitted to quotation within three months after the date of the disclosure document, then the issue of securities would be void and any subscription monies would have to be returned to the Applicants.

In addition, also in accordance with the Corporations Act, if a person offers securities under a disclosure document such as a prospectus and the disclosure document states a minimum subscription amount must be raised before any securities will be issued, then the minimum subscription must be received within four months after the date of the disclosure document, otherwise any subscription amounts must be returned to the Applicants or otherwise the Applicants must be given a supplementary disclosure document and the opportunity to withdraw their Application (see section 3.2 below for details).

By the issue of the Instrument 2016/70, ASIC has varied the Corporations Act to allow companies to refresh the timing of the minimum subscription and quotations conditions, so that they commence from the date of a refresh document (such as a Supplementary Prospectus) such that the respective 3 and 4 month periods commence from the date that the refresh document is lodged with ASIC. Instrument 2016/70 implements a variety of conditions that must apply to a refresh document and the actions of the company which seeks to rely upon it. This Supplementary Prospectus addresses those requirements.

#### **3.2 Withdrawal Rights**

In accordance with sections 724(2) of the Corporations Act, if you applied for Shares under the Prospectus before the date of this Supplementary Prospectus, you may withdraw your Application and be repaid your Application Monies, provided you give the Company written notice of your wish to do so within 1 month of the date of this Supplementary Prospectus. The Offers will remain open during this time.

Any repayments made by the Company pursuant to an Applicant exercising their right to withdraw their Application will be made in full without interest.

An Applicant who wishes to withdraw their Application and obtain a refund must submit a written request to the Company's share registry by mail to the address set out below so that it is received within 1 month of the date of this Supplementary Prospectus (**i.e. by 5:00pm AEST on 21 March 2020**).

**Mie Pay Ltd  
C/- Computershare Investor Services Pty Limited GPO Box 52  
MELBOURNE VIC 3001**

The details for the payment of the refund cheque and address to which it should be sent as set out in the written request must correspond to the details contained in the Application Form lodged by that Applicant.

**If you do not wish to withdraw your Application, you do not need to take any action.**

Shareholders or investors wishing to apply for Shares under the Public Offer may continue to do so by accessing an Application Form online on <https://miepayipo.thereachagency.com/>.



If you do not wish to apply for more Shares, you do not need to take any action. If you have already applied for Shares under the Prospectus, that Application is still valid, you do not need to take any further action. As set out above, it is anticipated that you will be issued your new Shares on 11 May 2020. Even if you have made a previous Application but wish to apply for more Shares under the Public Offer you may do so by accessing the Application Form online on <https://miepayipo.thereachagency.com/>.

### **3.3 Applications received**

The Company has received 31 Applications as at the date of this Supplementary Prospectus for a total of 11,210,000 Shares totalling \$1,121,000, however no Applications have been processed.

### **3.4 Minimum Subscription Condition**

The Minimum Subscription remains unchanged from the figure set out in the Prospectus (being \$3,300,000). No Shares under the Offers will be issued unless the Minimum Subscription is achieved.

Upon the lodgement of this Supplementary Prospectus and subject only to the lodgement of any future refresh document, the Minimum Subscription condition, must be satisfied by no later than 21 June 2020.

### **3.5 Quotation Condition**

The Company makes the following statements regarding the Quotation Condition as required by Instrument 2016/70:

- (a) the Company applied for quotation of the relevant Shares on the NSX within seven (7) days from the date of the lodgement of the original prospectus dated 12 December 2019.
- (b) as at the date of this Supplementary Prospectus, the Securities offered pursuant to the Prospectus have not been admitted to quotation on the NSX;
- (c) The NSX has not indicated that the Shares offered under the Prospectus will not be admitted to quotation or will be admitted to quotation subject to certain conditions being satisfied.
- (d) the Quotation Condition is being amended to extend the period for admission to quotation of Securities offered under the Prospectus from three (3) months from the date of the original prospectus to three (3) months from the date of the Supplementary Prospectus;
- (e) upon lodgement of this Supplementary Prospectus, subject only to the lodgement of any future refresh document. The Quotation Condition must now be satisfied by 21 May 2020, being the date three (3) months from the date of this Supplementary Prospectus; and
- (f) as at the date of this Supplementary Prospectus, the number of Securities for which applications have been received is detailed in section 3.3 above.

#### **4. AMENDMENTS TO THE PROSPECTUS**

##### **4.1 Extension of Closing Date**

The Board wishes to advise that the Closing Date of the Public Offer has been extended until 5:00pm (AEST) on 24 April 2020 and accordingly the timetable set out in the Indicative Timetable in the Prospectus is replaced with:

Replacement Prospectus lodged with ASIC	24 December 2019
Opening Date of the Offers	27 December 2019
Supplementary Prospectus lodged with ASIC	21 February 2020
Public Offer Closing Date	24 April 2020
Issue of Shares under the Public Offer and on conversion of the Convertible Loan	11 May 2020
Cleansing Offer Closing Date	12 May 2020
Despatch of Holding Statements	13 May 2020
Expected commencement of trading on NSX	20 May 2020

*The above dates are indicative only and may change without notice. Subject to legal and regulatory requirements, the Directors reserve the right to close the Offers early or extend the Closing Dates of the Offers (as the case may be) should it be considered necessary by them to do so, without notice. The Company also reserves the right not to proceed with the Offers at any time before the issue of Shares to Applicants.*

##### **4.2 NSX Listing and Official Quotation**

The Directors have resolved to refresh the period for admission of Shares offered under the Prospectus to 21 May 2020, being three (3) months from the date of this Supplementary Prospectus.

As a result of the extension of the Quotation Condition the second sentence at section 9.15 of the Prospectus is replaced with the following:

*"If NSX does not grant permission for Official Quotation within 3 months after the date of this Supplementary Prospectus (or within such longer period as may be permitted by ASIC), none of the Shares offered by this Prospectus will be allotted and issued. If no allotment and issue is made, all application monies will be refunded to Applicants (without interest) as soon as practicable".*

This amendment is made pursuant to Instrument 2016/70.

##### **4.3 Minimum Subscription**

The second sentence at section 9.3 of the Prospectus is replaced with the following:

*"Subject to any legal extension, if the Minimum Subscription has not been raised within 4 months after the date of this Supplementary Prospectus, the Company will*

*not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.*

This amendment is made pursuant to Instrument 2016/70.

**5. CONSENTS**

The Company confirms that as at the date of this Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Prospectus have not withdrawn that consent.

**6. DIRECTORS' AUTHORISATION**

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each director has consented to the lodgement of this Supplementary Prospectus with ASIC.



**Hing Chow (Tony) Leung**  
**Director**  
**For and on behalf of**  
**Mie Pay Ltd**