MIE Pay Limited

ABN 57 629 754 874

Annual Report - 31 March 2020

MIE Pay Limited
Corporate directory
For the year ended 31 March 2020

Directors	Roger James Kerr - Non-Executive Chair Lei (Andy) Zhang - Managing Director Jack Zhong Yin - Non-Executive Director Chen Chik (Nicholas) Ong - Non-Executive Director Hing Chow (Tony) Leung - Non-Executive Director
Company secretary	Chen Chik (Nicholas) Ong
Registered office	Level 10 420 George Street Sydney NSW 2000
Principal place of business	Level 10 420 George Street Sydney NSW 2000
Share register	Computershare Investor Services Pty Limited Yarra Falls 452 Johnston Street Abbotsford VIC 3067
Auditor	RSM Australia Partners
Stock exchange listing	MIE Pay Limited shares are listed on the National Stock Exchange of Australia (NSX code: MIE)

Operating and Financial Review of the Business

Our business

The consolidated entity generates revenue through the MyPay NZ business. MyPay NZ is a technology-driven payments company that facilitates both online and offline commerce between merchants and end customers by way of an aggregated payments platform, enabling cross-border and local transactions. MyPay NZ is also a service provider of online stores through its e-commerce platform, IE Mall.

Across our business, we directly employ 24 people. Our software development, sales, operations and finance teams are based in Auckland, New Zealand and employs 18 people. In addition to Non-executive Directors, our Australian office employs 2 people with administration and operational responsibilities. Our customers are largely represented by small to medium sized entities for off-line business and by individual consumers for online business.

Changes in nature of activities

There were no significant changes to the nature of our activities.

Our business strategy

The consolidated entity operates in a highly competitive market that is constantly innovating. Our business strategy relies upon the following key elements:

- Technology and services developing innovative solutions as part of our growth strategy
- A marketing strategy to promote a complete solution for merchants combining the MyPay NZ payments platform and the added value of an e-commerce platform to enable SMEs to enjoy the benefit of a highly cost-effective, high-speed, secure and seamless digital payment solution across borders
- Growing our merchant base through investment in marketing programs to enhance brand awareness and solutions among businesses at different stages of their lifecycle, from entrepreneurs to well-established businesses
- Key relationships with third party platforms such as Alipay and WeChat Pay for the products and services we provide

Coronavirus (COVID-19) impact

Overall financial impact on business

Although the potential impact of the COVID-19 pandemic was apparent, based on what was occurring elsewhere in the world, the consolidated entity's level of revenue throughout the first quarter of 2020, was 96% up on the same quarter in 2019. With the total lock-down and the more extreme restrictions in place throughout New Zealand during April 2020 there was a reduction in revenue in April 2020 compared to April 2019 of 20%. During this period many of our customers were forced to shut down their operations and could not trade. However, revenue over the two-month period, of March and April during the period of the lock-down, was 26% up overall on the same two months in 2019 and over the last three months revenue was 28% above the level of revenue in the same three months in 2019.

The impact of the COVID-19 pandemic up to 30 June 2020 has not been as severe as might have been expected. With both people working from home and students being home schooled, there was a general increase in eCommerce activities, leading to additional interest in IE Mall, with new merchants being added even during the lockdown period.

Despite there not being an overly significant impact on the consolidated entity, there remain uncertainties in the economy related to the COVID-19 outbreak and these uncertainties could further impact the consolidated entity's operations. As the situation is still evolving, the full effect of the outbreak is still uncertain. It is however reasonably possible that COVID-19 will have an adverse impact on the consolidated entity's future revenues and results for the next reporting year, the extent of which will depend on how long the outbreak lasts.

However, the results during the first quarter of 2020, for both merchant acquisition and revenue achieved, do not show a significant adverse impact to date, in comparison with actual results in the same period in the previous year.

Expected credit losses

No credit losses are expected for the consolidated entity, as trade receivables are generally settled within the agreed payment terms and no additional impact is expected as a result of the COVID-19 pandemic.

Business continuity
Our business adhered to government advice and guidelines in both New Zealand and Australia. In line with Government advice at the time, staff who could work from home were encouraged to do so during the lockdown period and while subsequent restrictions on gatherings were in place post the lockdown.

Well-being of employees
We remain committed to keeping our employees and families safe and ensuring ongoing health and wellbeing during this trying time. We have provided supplies of face masks, gloves, antibacterial wipes and hand sanitiser in our workplaces.

Financial Performance Analysis

Financial performance

	2020 NZ$	2019 NZ$	Change
Services transferred at a point in time	222,994	145,542	53.2%
Share of cost recharge at a point in time	87,388	87,389	0.0%
Services transferred over time	32,934	10,724	207.1%
Sales Revenue	343,316	243,655	40.9%
Loss after income tax expense	(2,663,047)	(739,810)	260.0%
Add: finance cost	108,303	-	100.0%
Add: income tax expense	-	42,592	-100.0%
EBIT	(2,554,744)	(697,218)	266.4%
Add: depreciation and amortisation expense	137,115	21,396	540.8%
EBITDA	(2,417,629)	(675,822)	257.7%
Basic loss per share (cents)	(1.01)	(0.33)	206.1%
Dividends paid (cents per share)	0.00	0.00	0%
Net cash from operating activities	(1,910,083)	(675,783)	182.6%
Dividends paid	0.00	0.00	0%

Financial position

	2020 NZ$	2019 NZ$	Change %
Cash and cash equivalents	430,044	514,556	-16.4%
Total current assets	1,120,580	1,226,992	-8.7%
Total non-current assets	595,817	319,426	86.5%
Total assets	1,716,397	1,546,418	11.0%
Total current liabilities	1,482,467	751,285	97.3%
Total non-current liabilities	1,141,650	3,250	35027.7%
Total liabilities	2,624,117	754,535	247.8%
Total equity/ (deficiency)	(907,720)	791,883	-214.6%
Return on equity	-293.4%	-93.4%	
Gearing ratio	-289.1%	95.3%	

The financial position of the consolidated entity improved significantly post-balance day with the completion of the IPO raising AU$3.3 million and the conversion of the Convertible Loan to equity

Business risk
Aside from the COVID-19 pandemic mentioned above, the following is a summary of material business risks that could adversely affect our financial performance and growth potential in future years and how we propose to mitigate such risks.

Failure to grow transaction volumes, customer and merchant numbers or establish our brand
We are in the early stages of establishing our presence in Auckland and Sydney. Our ability to profitably scale our business is heavily reliant on increases in transaction volumes and in our end-customer and retail merchant base to increase revenues and achieve profitable operations. To manage this risk, a sound marketing strategy has been developed and an effective sales team engaged to achieve the growth objectives.

Termination or non-renewal of Licences
Our value proposition is driven by the aggregation of mobile payment solutions from Alipay, WeChat Pay, UnionPay and POLi into a single platform. Early termination or non-renewal of licenses that we have with these vendors may reduce our offering and therefore competitiveness and limit growth, which may adversely impact our operations and revenue. To mitigate this risk, strict adherence to all licence agreement terms and conditions, in conjunction with excellent relationship management and delivery of increasing transaction volumes will reduce the likelihood of any early termination or non-renewal.

Protection and ownership of technology and intellectual property
We depend on our ability to commercially exploit our technology and intellectual property. We rely on laws relating to trade secrets, copyright and trademarks to assist in protecting our proprietary rights. However, there is a risk that unauthorised use or copying of our data, specialised technology or platforms may occur. In addition, competitors may be able to work around our intellectual property rights or independently develop technologies or services that are protected by our intellectual property rights and in so doing may be able to offer very similar services or products that are otherwise competitive, which could adversely affect our business. To reduce this risk, a sound IP Management Strategy is in place and expert specialist IP legal advisors are providing guidance, as well as a close review of others active in the sector to ensure our rights are not infringed.

Technology failure or disruption
Constant real time performance, reliability and availability of our technology and third-party communication networks is crucial for our business. There is a risk that these systems may fail to perform as expected or be adversely affected by a number of factors, some of which may be outside our control, including damage, equipment faults, power failure, fire, natural disasters, computer viruses and external malicious interventions such as hacking or denial or service attacks. Such events may cause disruption to part or all of our technology systems and/or the communication networks we depend on. Our operational processes and contingency plans may not adequately address every potential event. This may disrupt transaction flow and adversely impact our financial performance and reputation. To reduce and manage this risk there is a geo-location daily

backup regime in place and advanced protection software packages are utilised to minimise the potential risks.

Competition
There is a risk that new entrants in the market may disrupt our business and market share. Our market involves rapidly evolving products and technological change. The industry in which we operate is subject to domestic and global competition. Competitors may have greater financial and other resources and as a result, may be in a better position to compete for future business opportunities. While we will undertake all reasonable due diligence in our business decisions and operations, we will have no influence or control over the activities or actions of our competitors. As such, there can be no assurance that we can compete effectively. We manage this risk through maintaining product development teams that are highly experienced and remain abreast of latest technological advances and implications for our current and future products.

Loss making operation, future capital needs and additional funding
MyPay NZ is currently loss making and is not cash flow positive, meaning it is reliant on the Company having funds available to meet projected cash requirements. The recent completion of the A$3.3 million IPO on 21 May 2020 provides funding for the short to medium-term future. To manage this possible future risk Directors will be reviewing expected capital needs and the potential requirement for subsequent raising of funds from investors, to continue to fund the Company's operations and product development.

Updates to Preliminary Report (Appendix 3) disclosures
An unaudited Preliminary Financial Report was released to the National Stock Exchange (NSX) on 14 June 2020.
Subsequent to the release of the report, the directors reconsidered the recognition of the deferred tax asset and updated the 2019 results to reflect a prior period under provision of tax. The reconciliation of the amounts and disclosures in Appendix 3 to the Annual Report is as follows:

	Appendix 3		**Annual Report**		**Difference**	
	2020 NZ$	**2019 NZ$**	**2020 NZ$**	**2019 NZ$**	**2020 NZ$**	**2019 NZ$**
Statement of Financial Position						
Non-Current Assets						
Deferred tax asset	23,726	23,726	-	-	(23,726)	(23,726)
Current Liabilities						
Income tax	(8,671)	(8,671)	(42,592)	(42,592)	(33,921)	33,921)
Equity						
Reserves	(184,060)	(184,060)	(184,060)	(184,060)	-	-
Accumulated losses	(2,674,945)	(11,898)	(2,732,592)	(69,545)	(57,647)	(57,647)
Statement of Profit or Loss						
Income tax expense	-	(8,671)	-	(42,592)	-	(33,921)
Loss after income tax attributable to the owners of MIE Pay Limited	(2,663,047)	(705,889)	(2,663,047)	(739,910)	-	(33,921)
Statement of cash flows						
Payments for software development costs	(304,673)	(305,574)	(304,673)	(77,255)	-	228,319
Proceeds from issue of shares	963,444	-	963,444	1,045,487	-	1,045,487
Related party borrowings	97,670	1,497,281	97,670	223,475	-	(1,273,806)

As a consequence of the changes, the earnings per share and diluted earnings per share details have been re-stated as follows:

	31 March 2020		31 March 2019	
	Final	Preliminary	Final	Preliminary
Basic loss per share	(1.01)	(1.01)	(0.33)	(0.32)
Diluted loss per share	(1.01)	(1.01)	(0.33)	(0.32)

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of MIE Pay Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 31 March 2020.

Directors

The following persons were directors of MIE Pay Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Lei (Andy) Zhang (appointed 28 January 2019)
Roger James Kerr (appointed 25 September 2019)
Jack Zhong Yin (appointed 1 November 2018)
Chen Chik (Nicholas) Ong (appointed 15 July 2019)
Hing Chow (Tony) Leung (appointed 25 September 2019)
Shu, Jiang (resigned 25 September 2019)
Zhou, Zhang (resigned 25 September 2019)

Principal activities

The principal activities of the consolidated entity during the year were provision of digital payment solutions.

Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Review of operations

The loss for the consolidated entity after providing for income tax amounted to NZ$2,663,047 (31 March 2019: NZ$739,810).

Refer to the 'Operating and Financial Review' for further information.

Significant changes in the state of affairs

During the year ended 31 March 2020, the group progressed its strategy to become listed on the National Stock Exchange of Australia Ltd (NSX). The directors consider that being listed on the NSX will provide improved access to capital and provide greater liquidity for its shares. The consolidated entity commenced trading on the NSX on 25 May 2020.

There were no other significant changes in the state of affairs of the consolidated entity during the financial year.

Matters subsequent to the end of the financial year
NSX Listing and capital raise

On 21 May 2020 the consolidated entity completed its IPO, successfully raised A$3.3 million and was also admitted to the official list on the NSX. Trading on the consolidated entities securities commenced on 25 May 2020.

COVID-19 impact

Although the potential impact of the COVID-19 pandemic was apparent, based on what was occurring elsewhere in the world, the consolidated entity's level of revenue throughout the first quarter of 2020, was 96% up on the same quarter in 2019. With the total lock-down and the more extreme restrictions in place throughout New Zealand during April 2020 there was a reduction in revenue in April 2020 compared to April 2019 of 20%. During this period many of our customers were forced to shut down their operations and could not trade. However, revenue over the two-month period, of March and April during the period of the lock-down, was 26% up overall on the same two months in 2019 and over the last three months revenue was 28% above the level of revenue in the same three months in 2019.

The impact of the COVID-19 pandemic up to 30 June 2020 has not been as severe as might have been expected. With both people working from home and students being home schooled, there was a general increase in eCommerce activities, leading to additional interest in IE Mall, with new merchants being added even during the lockdown period.

Despite there not being an overly significant impact on the consolidated entity, there remain uncertainties in the economy related to the COVID-19 outbreak and these uncertainties could further impact the consolidated entity's operations. As the situation is still evolving, the full effect of the outbreak is still uncertain. It is however reasonably possible that COVID-19 will have an adverse impact on the consolidated entity's future revenues and results for the next reporting year, the extent of which will depend on how long the outbreak lasts.

However, the results during the first quarter of 2020, for both merchant acquisition and revenue achieved, do not show a significant adverse impact to date, in comparison with actual results in the same period in the previous year.

Refer to the operating and financial review of the business for additional disclosures.

No other matter or circumstance has arisen since 31 March 2020 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Likely developments and expected results of operations
Information on likely developments in the operations of the consolidated entity and the expected results of operations have not been included in this report because the directors believe it would be likely to result in unreasonable prejudice to the consolidated entity.

Environmental regulation
The consolidated entity is not subject to any significant environmental regulation under Australian Commonwealth or State law.

MIE Pay Limited
Directors' report
For the year ended 31 March 2020

Information on directors

Name:	Roger James Kerr
Title:	Independent Non-Executive Chair
Qualifications:	Bachelor of Commerce from the University of Canterbury Associated Chartered Accountant since 1980
Experience and expertise:	Mr Kerr has been closely associated with the changes and development of New Zealand's financial and investment markets since 1981, primarily as a specialist treasury management consultant and more recently in governance roles in the financial services sector. He is widely regarded as one of the leading professional advisers and commentators on local or international financial markets, the New Zealand economy and corporate treasury risk management. He founded and established two treasury advisory consultancy firms that provide foreign exchange, debt and interest rate risk management advice to Australasian companies; namely Bancorp Treasury Services (1987 to 1998) and Asia-Pacific Risk Management (1998 to 2012). In 2012, PricewaterhouseCoopers New Zealand (PwC New Zealand) acquired Asia-Pacific Risk Management and Roger became a Partner in PwC New Zealand until June 2016. After contracting back to PwC New Zealand for two years, Roger established a new treasury consultancy firm, Barrington Treasury Services NZ in November 2018. Mr Kerr was the independent Board Chair and director of IEFS from February 2018 to July 2019.
Other current directorships:	Mr Kerr is currently a director of Pie Funds Management Limited, Financial Services Complaints Limited, ETOS Limited and Pakuranga Medical Centre Limited.
Former directorships (last 3 years):	Mr Kerr previously held directorship and trustee roles with Trust Investments Management Limited, the National Provident Fund and the New Zealand Government Debt Management Office.
Interests in shares:	Nil

Name:	Lei (Andy) Zhang
Title:	Managing Director
Qualifications:	Bachelor of Business in Finance from Massey University
Experience and expertise:	He was a registered Financial Services Provider and a member of the Chinese Chamber of Commerce in New Zealand. He is also the Executive Director of the China Youth Returnee Association of New Zealand Chapter. Andy has been involved in Foreign Exchange markets for more than ten years. He worked closely with local and global teams on online marketing initiatives. His strengths are in the maintenance of competitive market landscape, expansion opportunities, and industry developments. He was appointed to the board of the Company as a director on incorporation and subsequently appointed as the Managing Director.
Other current directorships:	None
Former directorships (last 3 years):	None
Interests in shares:	144,353,333

Name:	Jack Zhong Yin
Title:	Non-Executive Director
Qualifications:	Bachelor of Business Studies (Accounting and Finance) from UNITEC Institute of Technology and a Master of Taxation Systems (Second Class Honours First Division) from the University of Auckland.
Experience and expertise:	He is a member of the New Zealand Institute of Directors and is a registered Financial Services Provider. He has over 20 years' investment management experience and was the Head of Asian Development for a large accountancy firm in Auckland. He previously held both project and case leader positions with the New Zealand Inland Revenue Department for over eight years.
Other current directorships:	Mr. Yin has been an Executive Director of Marlborough Wine Estates Group Limited (NZX: MWE), an NZX grower and wine producer based in the Marlborough region since 30 June 2016.
Former directorships (last 3 years):	None
Interests in shares:	4,580,000

Name:	Hing Chow (Tony) Leung
Title:	Independent Non-Executive Director
Qualifications:	Bachelor of Science (Mathematics) degree from the University of Hong Kong.
Experience and expertise:	He is a professional with over 30 years' experience in executive and management roles in the financial industry. Until recently, he was a director of an American multinational financial services corporation responsible for the Asia Pacific regional partners servicing and business development. Mr. Leung has an extensive background in mobile payment and e-commerce technologies deployment with strong exposure to the payment industry and branded consumer product development in the Asia Pacific region.
Other current directorships:	None
Former directorships (last 3 years):	None
Interests in shares:	Nil

Name:	Chen Chik (Nicholas) Ong
Title:	Independent Non-Executive Director and Company Secretary
Qualifications:	Bachelor of Commerce (Banking and Finance) from Murdoch University and a Master of Business Administration from the University of Western Australia.
Experience and expertise:	He was a Principal Listings Advisor at the ASX overseeing the listings of over a hundred companies. He has served as a company secretary and director to a number of ASX and NSX listed companies. In his role as the Managing Director of Minerva Corporate, Mr Ong has acted as Compliance Manager for numerous IPO's and RTO's on the ASX and the NSX. Minerva Corporate will act as the Nominated Adviser of the Company post listing.
Other current directorships:	Mr Ong currently holds board positions in the following ASX listed companies in Australia: Black Star Petroleum Limited (ASX:BSP); Helios Energy Ltd (ASX:HE8); Vonex Limited (ASX:VNX); and White Cliff Minerals Limited (ASX:WCN). He is the Company Secretary of Indo Mines Limited (ASX:IDO); Love Group Global Ltd (ASX:LVE); and Beroni Group Limited (NSX: BTG).
Former directorships (last 3 years):	Mr Ong was a director of Tianmei Beverage Group Corporation Limited; Arrow Minerals Limited, Jiajiafu Modern Agriculture Ltd, CoAssets Limited.
Interests in shares:	Nil

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

Company secretary
Chen Chik (Nicholas) Ong has held the role of Company Secretary since 3 December 2019.

Meetings of directors
The number of meetings of the company's Board of Directors ('the Board') held during the year ended 31 March 2020, and the number of meetings attended by each director were:

	Full Board	
	Attended	Held
Roger Kerr	6	6
Lei (Andy) Zhang	6	6
Jack Zhong Yin	4	6
Hing Chow (Tony) Leung	6	6
Chen Chik (Nicholas) Ong	6	6

Held: represents the number of meetings held during the time the director held office.

The role of the Nomination and Remuneration Committee and the Audit and Risk Committee is performed by the Board. The Board has determined that this is appropriate for the size of the company.

Remuneration report (audited)
The remuneration report details the key management personnel remuneration arrangements for the consolidated entity, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

The remuneration report is set out under the following main headings:
- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation

Principles used to determine the nature and amount of remuneration
The objective of the consolidated entity's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:
- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency

The board remuneration policy for determining the nature and amount of emoluments of Board members and senior executives of the Company is governed by the full board. Although there is no separate remuneration committee the Board’s aim is to ensure the remuneration packages properly reflect directors’ and executives’ duties and responsibilities. The Board assesses the appropriateness of the nature and amount of emoluments of such officers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention and motivation of a high quality Board and executive team.

In accordance with best practice corporate governance, the structure of non-executive director and executive director remuneration is separate.

Executive remuneration
The consolidated entity aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has two components:
- base pay and non-monetary benefits
- other remuneration such as superannuation and long service leave

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Board based on individual and business unit performance, the overall performance of the consolidated entity and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the consolidated entity and provides additional value to the executive.

Non-executive Directors Remuneration
Fees and payments to non-executive directors reflect the demands which are made on, and the responsibilities of, the directors. Non-executive directors' fees and payments are reviewed annually by the Board and are intended to be in line with the market.

Some of the directors perform at least some executive or consultancy services. As the Board considers it important to distinguish between the executive and non-executive roles each of the directors receive a separate fixed fee for their services as a director.

The current remuneration policy adopted is that no element of any director or executive package is directly related to the Group's financial performance. Indeed, there are no elements of any director or executive remuneration that are dependent upon the satisfaction of any specific condition.

Details of remuneration

Amounts of remuneration
Details of the remuneration of key management personnel of the consolidated entity are set out in the following tables.

The key management personnel of the consolidated entity consisted of the following directors of MIE Pay Limited:
- Hing (Tony) Chow Leung - Non-Executive Director
- Jack Zhong Yin - Non-Executive Director
- Roger Kerr - Non-Executive Director
- Nicholas Ong - Non-Executive Director and Company Secretary
- Lei (Andy) Zhang - Executive Director

And the following persons:
- Jianxiong (Bill) Meng - Chief Operating Officer
- Wei (Chris) Fan - Chief Technology Officer
- Richard Justice - Chief Financial Officer

MIE Pay Limited
Directors' report
For the year ended 31 March 2020

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	
31 March 2020	Cash salary and fees NZ$	Cash bonus NZ$	Non-monetary NZ$	Super-annuation NZ$	Long service leave NZ$	Equity-settled NZ$	Total NZ$
Non-Executive Directors:							
Hing (Tony) Chow Leung (a)	18,900	-	-	1,796	-	-	20,696
Jack Zhong Yin (a)	18,900	-	-	1,796	-	-	20,696
Roger Kerr (a)	33,708	-	-	3,202	-	-	36,910
Nicholas Ong (b) (Minerva Corporate)	27,031	-	-	-	-	-	27,031
Executive Directors:							
Lei (Andy) Zhang (c)	133,333	-	-	-	-	-	133,333
Other Key Management Personnel:							
Jianxiong (Bill) Meng	70,492	-	-	-	-	-	70,492
Wei (Chris) Fan	121,316	-	-	3,639	-	-	124,955
Richard Justice (Total Performance Solutions Ltd)	76,081	-	-	-	-	-	76,081
	499,761	-	-	10,433	-	-	510,194

(a) Appointed as a director of Mie Pay Limited on 25th September 2019 and remuneration is from that date until 31 March 2020.
(b) Appointed as a director of Mie Pay Limited on 15th July 2019 and remuneration is from that date until 31 March 2020.
(c) The gross salary paid to Lei Zhang directly by Mypay New Zealand Limited is $133,333. However, after adjusting for recharges to/from other related entities (outside the Miepay group), the total charge incurred by Mypay New Zealand was $161,665.

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	
31 March 2019	Cash salary and fees NZ$	Cash bonus NZ$	Non-monetary NZ$	Super-annuation NZ$	Long service leave NZ$	Equity-settled NZ$	Total NZ$
Non-Executive Directors:							
Jack Zhong Yin (a)	10,000	-	-	-	-	-	10,000
Executive Directors:							
Lei (Andy) Zhang (b)	126,250	-	-	-	-	-	126,250
Other Key Management Personnel:							
Jianxiong (Bill) Meng (c)	46,490	-	-	-	-	-	46,490
Wei (Chris) Fan (d)	30,000	-	-	900	-	-	30,900
	212,740	-	-	900	-	-	213,640

(a) Jack Zhong Yin has been a director of Mypay New Zealand since 3 September 2018. However he was paid directly by a related entity and part of his salary was recharged by that entity to Mypay New Zealand Limited. The total recharged to the Miepay group from 3 September 2018 to 31 March 2019 was $10,000.
(b) For the year ending 31 March 2019, Lei Zhang was paid directly by a related entity and part of his salary was recharged by that entity to Mypay New Zealand Limited. The total recharged to the Miepay group for the year to 31 March 2019 was $126,250.
(c) Appointed on 1 June 2018 and remuneration is from that date until 31 March 2019.
(d) Appointed on 1 January 2019 and remuneration is from that date until 31 March 2019.

The proportion of remuneration linked to performance and the fixed proportion are as follows:

	Fixed remuneration		At risk - STI		At risk - LTI	
Name	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Non-Executive Directors:						
Hing (Tony) Chow Leung	100%	100%	-	-	-	-
Jack Zhong Yin	100%	100%	-	-	-	-
Roger Kerr	100%	100%	-	-	-	-
Nicholas Ong	100%	100%	-	-	-	-
Executive Directors:						
Lei (Andy) Zhang	100%	100%	-	-	-	-
Other Key Management Personnel:						
Jianxiong (Bill) Meng	100%	100%	-	-	-	-
Wei (Chris) Fan	100%	100%	-	-	-	-
Richard Justice	100%	100%	-	-	-	-

Service agreements

On appointment to the Board, all Non-Executive Directors enter into a service agreement with the Company in the form of a letter of appointment. Formal services contracts are made with the Managing Director and other Key Management Personnel.

Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

Name:	Hing (Tony) Chow Leung
Title:	Non-Executive Director
Agreement commenced:	25 September 2019
Term of agreement:	Until the next AGM of Mie Pay Ltd
Details:	A$39,420 (NZ$40,458) pa, inclusive of superannuation

Name:	Jack Zhong Yin
Title:	Non-Executive Director
Agreement commenced:	25 September 2019
Term of agreement:	Until the next AGM of Mie Pay Ltd
Details:	A$39,420 (NZ$40,458) pa, inclusive of superannuation

Name:	Roger Kerr
Title:	Non-Executive Director
Agreement commenced:	25 September 2019
Term of agreement:	Until the next AGM of Mie Pay Ltd
Details:	A$70,000 (NZ$71,844) pa, inclusive of superannuation

Name:	Nicholas Ong
Title:	Non-Executive Director and Company Secretary
Agreement commenced:	12 July 2019
Term of agreement:	Initial term of 12 months, wit 3 months notice by either party thereafter
Details:	A$84,000 (NZ$86,213) pa plus disbursements plus GST

Name:	Lei (Andy) Zhang
Title:	Executive Director
Agreement commenced:	1 November 2019
Term of agreement:	Permanent
Details:	NZ$400,000 pa and a car bay valued at NZ$6,120 pa. A Shared Services Agreement results in 50% or NZ$200,000 being charged to a related party company outside of the Mie Pay Group.

Name:	Jianxiong (Bill) Meng
Title:	Chief Operating Officer
Agreement commenced:	1 January 2020
Term of agreement:	Permanent
Details:	NZ$100,000 pa

Name:	Wei (Chris) Fan
Title:	Chief Technology Officer
Agreement commenced:	1 September 2019
Term of agreement:	Permanent
Details:	NZ$123,000 plus 3% Kiwisaver superannuation

Name:	Richard Justice
Title:	Chief Financial Officer
Agreement commenced:	4 November 2019
Term of agreement:	No fixed term
Details:	Part time involvement, paid an hourly rate of NZ$105 per hour plus reimbursable expenses.

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

Share-based compensation

Issue of shares
There were no shares issued to directors and other key management personnel as part of compensation during the year ended 31 March 2020.

Options
There were no options over ordinary shares issued to directors and other key management personnel as part of compensation that were outstanding as at 31 March 2020.

There were no options over ordinary shares granted to or vested by directors and other key management personnel as part of compensation during the year ended 31 March 2020.

This concludes the remuneration report, which has been audited.

Shares under option
There were no unissued ordinary shares of MIE Pay Limited under option outstanding at the date of this report.

Shares issued on the exercise of options
There were no ordinary shares of MIE Pay Limited issued on the exercise of options during the year ended 31 March 2020 and up to the date of this report.

Corporate Governance Statement
The Board has created a framework for managing the consolidated entity, including adopting relevant internal controls, risk management processes and corporate governance policies and practices which it believes are appropriate for the consolidated entity’s business and which are designed to promote the responsible management and conduct of the consolidated entity.

The policies and charters referred to in the Corporate Governance Statement are available via the consolidated entity's website which is available at www.miepay.com/corporate-governance-policy.

Indemnity and insurance of officers
The company has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the company paid a premium in respect of a contract to insure the directors and executives of the company against a liability 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.

Indemnity and insurance of auditor
The company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

During the financial year, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

Proceedings on behalf of the company
No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the company, or to intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or part of those proceedings.

Non-audit services
Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 21 to the financial statements.

The directors are satisfied that the provision of non-audit services during the financial 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 21 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 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 APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and 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.

Officers of the company who are former partners of RSM Australia Partners
There are no officers of the company who are former partners of RSM Australia Partners.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

Auditor

RSM Australia Partners continues in office in accordance with section 327 of the Corporations Act 2001.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the directors

Lei Zhang
Director

31 July 2020

RSM Australia Partners

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the review of the financial report of Mie Pay Limited for the half year ended 31 March 2020, 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 review; and

(ii) any applicable code of professional conduct in relation to the review.

RSM

RSM AUSTRALIA PARTNERS

D Talbot

David Talbot
Partner

Sydney, NSW
Dated: 31 July 2020

MIE Pay Limited
Contents
For the year ended 31 March 2020

MIE Pay Limited
Consolidated statement of profit or loss and other comprehensive income
For the year ended 31 March 2020

	Note	Consolidated 31 March 2020 NZ$	Consolidated 31 March 2019 NZ$
Revenue	5	343,316	243,655
Interest revenue		443	388
Net foreign exchange gains		33,502	-
Expenses			
Commission expenses		(56,794)	(24,515)
Employees and consultants		(1,620,180)	(654,403)
Corporate overheads		(108,762)	(21,465)
Marketing and business development		(162,395)	(31,806)
Shared expenses from related parties		(239,326)	(183,304)
Depreciation and amortisation		(93,452)	(21,396)
Depreciation and amortisation (right-of-use asset)		(43,663)	-
IPO listing cost		(607,433)	-
Finance costs		(108,303)	-
Net foreign exchange losses		-	(4,372)
Loss before income tax expense		(2,663,047)	(697,218)
Income tax expense	7	-	(42,592)
Loss after income tax expense for the year attributable to the owners of MIE Pay Limited	17	(2,663,047)	(739,810)
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year attributable to the owners of MIE Pay Limited		(2,663,047)	(739,810)
		Cents	**Cents**
Basic loss per share	29	(1.01)	(0.33)
Diluted loss per share	29	(1.01)	(0.33)

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

MIE Pay Limited
Consolidated statement of financial position
As at 31 March 2020

	Note	Consolidated 31 March 2020 NZ$	Consolidated 31 March 2019 NZ$
Assets			
Current assets			
Cash and cash equivalents	8	430,044	514,556
Trade and other receivables	9	602,797	706,265
Prepayments		87,739	6,171
Total current assets		1,120,580	1,226,992
Non-current assets			
Property, plant and equipment	10	63,417	13,852
Software development costs	11	532,400	305,574
Total non-current assets		595,817	319,426
Total assets		1,716,397	1,546,418
Liabilities			
Current liabilities			
Trade and other payables	12	1,323,886	626,339
Income tax	7	42,592	42,592
Employee benefits	13	115,989	82,354
Total current liabilities		1,482,467	751,285
Non-current liabilities			
Borrowings	14	1,134,300	-
Bonds held on POS machine		7,350	3,250
Total non-current liabilities		1,141,650	3,250
Total liabilities		2,624,117	754,535
Net assets/(liabilities)		(907,720)	791,883
Equity			
Issued capital	15	2,008,932	1,045,488
Reserves	16	(184,060)	(184,060)
Accumulated losses	17	(2,732,592)	(69,545)
Total equity/(deficiency)		(907,720)	791,883

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

MIE Pay Limited
Consolidated statement of changes in equity
For the year ended 31 March 2020

Consolidated	**Issued capital NZ$**	**Reserves NZ$**	**Accumulated losses NZ$**	**Total equity NZ$**
Balance at 1 April 2018	50,859	-	(106,413)	(55,554)
Loss after income tax expense for the year	-	-	(739,810)	(739,810)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive income for the year	-	-	(739,810)	(739,810)
Transactions with owners in their capacity as owners:				
Contributions of equity, net of transaction costs (note 15)	1,045,487	-	-	1,045,487
Share based payments reversal in subsidiary	(50,858)	-	-	(50,858)
Common control transactions - transfer of accumulated losses	-	(184,060)	184,060	-
Contributions of equity - common control transactions	-	-	592,618	592,618
Balance at 31 March 2019	1,045,488	(184,060)	(69,545)	791,883

Consolidated	**Issued capital NZ$**	**Reserves NZ$**	**Accumulated losses NZ$**	**Total deficiency in equity NZ$**
Balance at 1 April 2019	1,045,488	(184,060)	(69,545)	791,883
Loss after income tax expense for the year	-	-	(2,663,047)	(2,663,047)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive income for the year	-	-	(2,663,047)	(2,663,047)
Transactions with owners in their capacity as owners:				
Contributions of equity, net of transaction costs (note 15)	963,444	-	-	963,444
Balance at 31 March 2020	2,008,932	(184,060)	(2,732,592)	(907,720)

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes

MIE Pay Limited
Consolidated statement of cash flows
For the year ended 31 March 2020

	Note	Consolidated 31 March 2020 NZ$	31 March 2019 NZ$
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		795,786	139,389
Payments to suppliers and employees (inclusive of GST)		(2,706,312)	(815,560)
		(1,910,526)	(676,171)
Interest received		443	388
Net cash used in operating activities	28	(1,910,083)	(675,783)
Cash flows from investing activities			
Payments for property, plant and equipment	10	(65,170)	(13,852)
Payments for software development costs	11	(304,673)	(77,255)
Net cash used in investing activities		(369,843)	(91,107)
Cash flows from financing activities			
Proceeds from issue of shares	15	963,444	1,045,487
Proceeds from convertible note		1,134,300	-
Related party borrowings		97,670	223,475
Net cash from financing activities		2,195,414	1,268,962
Net increase/(decrease) in cash and cash equivalents		(84,512)	502,072
Cash and cash equivalents at the beginning of the financial year		514,556	12,484
Cash and cash equivalents at the end of the financial year	8	430,044	514,556

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

MIE Pay Limited
Notes to the consolidated financial statements
For the year ended 31 March 2020

Note 1. General information

The financial statements cover MIE Pay Limited as a consolidated entity consisting of MIE Pay Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in New Zealand dollars, which is MIE Pay Limited's presentation currency. The functional currency of MIE Pay Limited is Australian dollars, which is predominantly where economic activities of the group were undertaken as at 31 March 2020.

MIE Pay Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business are:

Registered office	Principal place of business
Level 10 420 George Street Sydney NSW 2000	Level 10 420 George Street Sydney NSW 2000

Note 2. Significant accounting policies

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

New or amended Accounting Standards and Interpretations adopted
The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the consolidated entity.

The following Accounting Standards and Interpretations are most relevant to the consolidated entity:

AASB 16 Leases
The consolidated entity has adopted AASB 16 from 1 April 2019. The standard replaces AASB 117 'Leases' and for lessees eliminates the classifications of operating leases and finance leases. Except for short-term leases and leases of low-value assets, right-of-use assets and corresponding lease liabilities are recognised in the statement of financial position. Straight-line operating lease expense recognition is replaced with a depreciation charge for the right-of-use assets (included in operating costs) and an interest expense on the recognised lease liabilities (included in finance costs). In the earlier periods of the lease, the expenses associated with the lease under AASB 16 will be higher when compared to lease expenses under AASB 117. However, EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) results improve as the operating expense is now replaced by interest expense and depreciation in profit or loss. For classification within the statement of cash flows, the interest portion is disclosed in operating activities and the principal portion of the lease payments are separately disclosed in financing activities. For lessor accounting, the standard does not substantially change how a lessor accounts for leases.

Impact of adoption
AASB 16 was adopted using the modified retrospective approach and as such the comparatives have not been restated. The impact of adoption on opening accumulated losses as at 1 April 2019 was nil as follows:

	1 April 2019 $
Operating lease commitments as at 1 April 2019 (AASB 117)	47,973
Short term leases not recognised as a right-of-use asset	-
Lease liability recognised at 1 April 2019	47,973

Note 2. Significant accounting policies (continued)

Practical expedients applied
In adopting AASB 16, the consolidated entity has used the following practical expedients permitted by the standard:
- excluded initial direct costs for the measurement of the right-of-use asset at the date of initial application; and
- used hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

Interpretation 23 Uncertainty over Income Tax
The consolidated entity has adopted Interpretation 23 from 1 April 2019. The interpretation clarifies how to apply the recognition and measurement requirements of AASB 112 'Income Taxes' in circumstances where uncertain tax treatments exists. The interpretation requires: the consolidated entity to determine whether each uncertain tax treatment should be treated separately or together, based on which approach better predicts the resolution of the uncertainty; the consolidated entity to consider whether it is probable that a taxation authority will accept an uncertain tax treatment; and if the consolidated entity concludes that it is not probable that the taxation authority will accept an uncertain tax treatment, it shall reflect the effect of uncertainty in determining the related taxable profit (tax loss), tax bases, unused tax losses, unused tax credits or tax rates, measuring the tax uncertainty based on either the most likely amount or the expected value. In making the assessment it is assumed that a taxation authority will examine amounts it has a right to examine and have full knowledge of all related information when making those examinations. Interpretation 23 was adopted using the modified retrospective approach and as such comparatives have not been restated. There was no impact of adoption on opening retained profits as at 1 April 2019.

Basis of preparation
These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention
The financial statements have been prepared under the historical cost convention.

Critical accounting estimates
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

Business combinations
MIE Pay Limited, MIE Pay NZ Limited, and MyPay New Zealand Limited was owned and controlled by the same shareholders before and after the business combination, and the control is not transitory. Therefore, the business combination represents a common control combination.

Business combination involving entities under common control is scoped out under AASB 3 Business Combination. AASB provides no guidance on the accounting for these types of transactions, however does require an entity to develop an accounting policy. The two most common methods utilised are the acquisition method and the pooling of interest type method (predecessor method). A business combination involving entities under common control is a business combination in which all of the combining entities are ultimately controlled by the same party or parties, both before and after the business combination, and control is not transitory.

Management has determined the pooling of interest type method to be the most appropriate. The pooling of interest type method requires the financial statements to be prepared using the predecessor book value without any step up to fair value. The differences between any consideration given and aggregate book value of the assets and liabilities of the acquired entity are recorded as an adjustment to equity. This may be recorded in retained earnings/reserves and no additional goodwill is created by the transaction. This transaction has created a common control reserve amounting to (NZD 184,060), which equates to the negative net asset positions of both MIE Pay NZ Ltd (NZD 6,025) and MyPay New Zealand Limited (NZD 178,035).

MIE Pay Limited was incorporated on 1 November 2018. The first accounting period is presented as 12 months under the common control consolidation approach as it is a continuation of MyPay New Zealand Limited's operations.

Note 2. Significant accounting policies (continued)

Going concern
The financial statements have been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business.

As disclosed in the financial statements, the Company incurred a net loss of $2,663,047 during the year ended 31 March 2020 and, as of that date, the company had a deficiency of net assets of $907,720.

These factors indicate a material uncertainty which may cast significant doubt as to whether the company will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

The directors believe that it is reasonably foreseeable that the company will continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report after consideration of the following:

- The company is expecting increasing revenue with additional interest in eCommerce business in the COVID-19 impacted economy, which benefits IE Mall and with lockdown conditions easing, increased transaction processing volumes are anticipated.
- With the listing on the NSX the directors have future potential capital raising opportunities that could be considered.
- Directors and management also have the ability to manage costs in line with actual future revenue generation and can take action to reduce expenditure if required.

Accordingly, the Directors believe that the consolidated entity will be able to continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report.

The financial report does not include any adjustments relating to the amounts or classification of recorded assets or liabilities that might be necessary if the consolidated entity does not continue as a going concern.

Parent entity information
In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 24.

Principles of consolidation
The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of MIE Pay Limited ('company' or 'parent entity') as at 31 March 2020 and the results of all subsidiaries for the year then ended. MIE Pay Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting, except otherwise stated. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Note 2. Significant accounting policies (continued)

Operating segments
Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

Foreign currency translation
The financial statements are presented in New Zealand dollars, which is MIE Pay Limited's presentation currency. The functional currency of MIE Pay Limited is Australian dollars, which is predominantly where economic activities of the company were undertaken as at 31 March 2020.

Foreign currency transactions
Foreign currency transactions are translated into New Zealand dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign operations
The assets and liabilities of foreign operations are translated into New Zealand dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into New Zealand dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

Revenue recognition
The consolidated entity recognises revenue as follows:

Revenue from contracts with customers
Revenue is recognised at an amount that reflects the consideration to which the consolidated entity is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the consolidated entity: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are recognised as a refund liability.

Rendering of services
Revenue from a contract to provide services is recognised over time as the services are rendered based on either a fixed price or an hourly rate.

Interest
Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Other revenue
Other revenue is recognised when it is received or when the right to receive payment is established.

Note 2. Significant accounting policies (continued)

Income tax
The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:
- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Current and non-current classification
Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

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

Trade and other receivables
Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. No adjustments have been made in relation to any allowance for expected credit losses. This is because trade receivables are generally settled the next business day.

Property, plant and equipment
Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Note 2. Significant accounting policies (continued)

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Plant and equipment	3-7 years
Plant and equipment under lease	2-5 years

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the consolidated entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

Right-of-use assets
A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the consolidated entity expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The consolidated entity has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

Intangible assets
Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition except for those acquired in a common control transaction are measured at cost. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

Software
Significant costs associated with software are deferred and amortised on a diminishing-value basis over the period of their expected benefit, being their finite life of 2 years once its available for use.

Research costs are expensed in the period in which they are incurred. Software development costs are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility; the consolidated entity is able to commercialise the technology; the consolidated entity has sufficient resources and intent to complete the development; and its costs can be measured reliably. Capitalised software development costs are amortised on a straight-line basis over the period of their expected benefit.

Impairment of non-financial assets
Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

Note 2. Significant accounting policies (continued)

Trade and other payables
These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Contract liabilities
Contract liabilities represent the consolidated entity's obligation to transfer goods or services to a customer and are recognised when a customer pays consideration, or when the consolidated entity recognises a receivable to reflect its unconditional right to consideration (whichever is earlier) before the consolidated entity has transferred the goods or services to the customer.

Borrowings
Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

The component of the convertible notes that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs.

On the issue of the convertible notes the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond and this amount is carried as a non-current liability on the amortised cost basis until extinguished on conversion or redemption. The increase in the liability due to the passage of time is recognised as a finance cost. The remainder of the proceeds are allocated to the conversion option that is recognised and included in shareholders equity as a convertible note reserve, net of transaction costs. The carrying amount of the conversion option is not remeasured in the subsequent years. The corresponding interest on convertible notes is expensed to profit or loss.

Finance costs
Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

Provisions
Provisions are recognised when the consolidated entity has a present (legal or constructive) obligation as a result of a past event, it is probable the consolidated entity 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 the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

Employee benefits

Short-term employee benefits
Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Defined contribution superannuation expense
Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

Fair value measurement
When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Note 2. Significant accounting policies (continued)

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Issued capital
Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Earnings per share

Basic earnings per share
Basic earnings per share is calculated by dividing the profit attributable to the owners of MIE Pay Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

Diluted earnings per share
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

Goods and Services Tax ('GST') and other similar taxes
Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

Rounding of amounts
The company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest dollar.

New Accounting Standards and Interpretations not yet mandatory or early adopted
Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 31 March 2020. The consolidated entity's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the consolidated entity, are set out below.

Note 2. Significant accounting policies (continued)

Conceptual Framework for Financial Reporting (Conceptual Framework)
The revised Conceptual Framework is applicable to annual reporting periods beginning on or after 1 January 2020 and early adoption is permitted. The Conceptual Framework contains new definition and recognition criteria as well as new guidance on measurement that affects several Accounting Standards. Where the consolidated entity has relied on the existing framework in determining its accounting policies for transactions, events or conditions that are not otherwise dealt with under the Australian Accounting Standards, the consolidated entity may need to review such policies under the revised framework. At this time, the application of the Conceptual Framework is not expected to have a material impact on the consolidated entity's financial statements.

Note 3. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Estimation of useful lives of assets
The consolidated entity determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

Impairment of non-financial assets other than goodwill and other indefinite life intangible assets
The consolidated entity assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the consolidated entity and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

COVID-19 Impact
The impact of the Coronavirus (COVID-19) pandemic is ongoing and while it has been financially uncertain for the consolidated entity up to 31 March 2020, it is not practicable to estimate the potential impact, positive or negative, after the reporting date. The situation is rapidly developing and is dependent on measures imposed by the Australian and New Zealand Governments and other countries, such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided. This financial report has not considered any potential future impacts as a result of COVID-19. While the consolidated entity is continuing to monitor the situation closely, we note the developments in the lead-up to the year end did not have a significant impact on estimates and key judgments.

Business combinations
As discussed in note 2, IFRS and AASB provides no guidance on the accounting for these types of transactions, however they do require an entity to develop an accounting policy. The two most common methods utilised are the acquisition method and the pooling of interest type method (predecessor method). A business combination involving entities under common control is a business combination in which all of the combining entities are ultimately controlled by the same party or parties, both before and after the business combination, and control is not transitory.

Management has determined the pooling of interest type method to be the most appropriate. The pooling of interest type method requires the financial statements to be prepared using the predecessor book value without any step up to fair value. The differences between any consideration given and aggregate book value of the assets and liabilities of the acquired entity are recorded as an adjustment to equity. This may be recorded in retained earnings/reserves and no additional goodwill is created by the transaction.

Note 4. Operating segments

Identification of reportable operating segments
The consolidated entity is organised into two operating segments based on geographic locations. These operating segments are based on the internal reports that are reviewed and used by the Board of Directors in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

The CODM reviews EBITDA (earnings before interest, tax, depreciation and amortisation). The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

The information reported to the CODM is on a monthly basis.

Operating segment information

Consolidated - 31 March 2020	Australia NZ$	New Zealand NZ$	Other segments NZ$	Total NZ$
Revenue				
Sales to external customers	-	255,928	-	255,928
Share of cost recharge	-	87,388	-	87,388
Total segment revenue	-	343,316	-	343,316
Unallocated revenue:				
Interest revenue				443
Total revenue				343,759
EBITDA	(980,758)	(1,436,871)	-	(2,417,629)
Depreciation and amortisation	-	(93,452)	-	(93,452)
Depreciation and amortisation (right-of-use asset)	-	(43,663)	-	(43,663)
Finance costs	-	(108,303)	-	(108,303)
Loss before income tax expense	(980,758)	(1,682,289)	-	(2,663,047)
Income tax expense				-
Loss after income tax expense				(2,663,047)

Consolidated - 31 March 2019	Australia NZ$	New Zealand NZ$	Other segments NZ$	Total NZ$
Revenue				
Sales to external customers	-	156,266	-	156,266
Share of cost recharge	-	87,389	-	87,389
Total segment revenue	-	243,655	-	243,655
Unallocated revenue:				
Interest revenue				388
Total revenue				244,043
EBITDA	-	(675,822)	-	(675,822)
Depreciation and amortisation	-	(21,396)	-	(21,396)
Loss before income tax expense	-	(697,218)	-	(697,218)
Income tax expense				(42,592)
Loss after income tax expense				(739,810)

MIE Pay Limited
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Note 5. Revenue

	Consolidated 31 March 2020 NZ$	Consolidated 31 March 2019 NZ$
Rendering of services	255,928	156,266
Share of cost recharge	87,388	87,389
Revenue	343,316	243,655

Disaggregation of revenue
The disaggregation of revenue from contracts with customers is as follows:

	Consolidated 31 March 2020 NZ$	Consolidated 31 March 2019 NZ$
Major service lines		
Services fees	255,928	156,266
Share of cost recharge	87,388	87,389
	343,316	243,655
Geographical regions		
New Zealand	343,316	243,655
Timing of revenue recognition		
Goods transferred at a point in time	310,382	232,931
Services transferred over time	32,934	10,724
	343,316	243,655

Note 6. Expenses

	Consolidated 31 March 2020 NZ$	Consolidated 31 March 2019 NZ$
Loss before income tax includes the following specific expenses:		
Superannuation expense		
Defined contribution superannuation expense	28,035	5,001

Note 7. Income tax

	Consolidated 31 March 2020 NZ$	Consolidated 31 March 2019 NZ$
Income tax expense		
Current tax	-	42,592
Aggregate income tax expense	-	42,592
Numerical reconciliation of income tax expense and tax at the statutory rate		
Loss before income tax expense	(2,663,047)	(697,218)
Tax at the statutory tax rate of 27.5%	(732,338)	(191,735)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Debt forgiveness treated as capital contribution	-	165,933
Legal expenses	38,627	44,594
IPO expenses claimed under s40-880 (ITAA97)	(4,575)	-
Other non-reversing differences	25,132	6,093
Deferred tax asset in respect of tax losses not recognised	681,841	21,009
Tax rate difference	(8,687)	(3,302)
Income tax expense	-	42,592

	Consolidated 31 March 2020 NZ$	Consolidated 31 March 2019 NZ$
Provision for income tax		
Provision for income tax	42,592	42,592

Note 8. Current assets - cash and cash equivalents

	Consolidated 31 March 2020 NZ$	Consolidated 31 March 2019 NZ$
Cash at bank	430,044	514,556

MIE Pay Limited
Notes to the consolidated financial statements
For the year ended 31 March 2020

Note 9. Current assets - trade and other receivables

	Consolidated 31 March 2020 NZ$	Consolidated 31 March 2019 NZ$
Trade receivables	201,534	648,698
Other receivables	188	77
Receivable from relates parties	339,274	23,774
BAS receivable	61,801	33,716
	602,797	706,265

Allowance for expected credit losses
The consolidated entity has not recognised a credit loss as trade receivables are generally settled within the agreed payment terms

Allowance for expected credit losses
The ageing of the receivables and allowance for expected credit losses provided for above are as follows:

	Expected credit loss rate		Carrying amount		Allowance for expected credit losses	
Consolidated	**31 March 2020 %**	**31 March 2019 %**	**31 March 2020 NZ$**	**31 March 2019 NZ$**	**31 March 2020 NZ$**	**31 March 2019 NZ$**
Not overdue	-	-	137,172	648,775	-	-
0 to 3 months overdue	-	-	64,550	-	-	-
			201,722	648,775	-	-

Note 10. Non-current assets - property, plant and equipment

	Consolidated 31 March 2020 NZ$	Consolidated 31 March 2019 NZ$
Plant and equipment - at cost	80,486	15,316
Less: Accumulated depreciation	(17,069)	(1,464)
	63,417	13,852
Right-of-use asset	43,663	-
Less: Accumulated depreciation	(43,663)	-
	-	-

Note 10. Non-current assets - property, plant and equipment (continued)

Reconciliations
Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Plant and equipment NZ$	Right-of-use asset NZ$	Total NZ$
Balance at 1 April 2018	-	-	-
Additions	15,316	-	15,316
Depreciation expense	(1,464)	-	(1,464)
Balance at 31 March 2019	13,852	-	13,852
Additions	65,170	43,663	108,833
Depreciation expense	(15,605)	(43,663)	(59,268)
Balance at 31 March 2020	63,417	-	63,417

Note 11. Non-current assets - software development costs

	Consolidated	
	31 March 2020 NZ$	**31 March 2019 NZ$**
Software - at cost	630,179	325,506
Less: Accumulated amortisation	(97,779)	(19,932)
	532,400	305,574

Reconciliations
Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Software NZ$	Software work in progress NZ$	Total NZ$
Balance at 1 April 2018	-	-	-
Additions	20,805	56,450	77,255
Transfer from IE Technology	137,835	110,416	248,251
Amortisation expense	(19,932)	-	(19,932)
Balance at 31 March 2019	138,708	166,866	305,574
Additions	84,563	220,110	304,673
Amortisation expense	(77,847)	-	(77,847)
Balance at 31 March 2020	145,424	386,976	532,400

No impairment loss was recognised in relation to the capitalised software development costs (2019: Nil)

Note 12. Current liabilities - trade and other payables

	Consolidated	
	31 March 2020 NZ$	31 March 2019 NZ$
Trade payables	516,889	384,471
Accrued expenses	116,317	220,716
Income in advance	84,355	-
Related party payables	517,373	-
BAS payable	83,984	20,323
Other payables	4,968	829
	1,323,886	626,339

Refer to note 19 for further information on financial instruments.

Note 13. Current liabilities - employee benefits

	Consolidated	
	31 March 2020 NZ$	31 March 2019 NZ$
Annual leave	115,989	82,354

Note 14. Non-current liabilities - borrowings

	Consolidated	
	31 March 2020 NZ$	31 March 2019 NZ$
Convertible notes payable	1,134,300	-

Refer to note 19 for further information on financial instruments.

On 11 April 2019, the consolidated entity entered into a convertible loan agreement pursuant to which it borrowed AU$1 million. Interest is payable at the rate of 8% per annum or in the event of default, at 12% per annum. The repayment date is 18 May 2020. The principal sum and interest accrued from the drawdown date of 18 April 2019 for 12 months may be converted to Shares at the lender's election on 1 May 2020. If the lender does not elect to convert, the borrower must repay the principal sum and interest accrued from the drawdown date for 13 months and capitalised on the repayment date.

On 15 November 2019, the Company entered into an amendment deed pursuant to which it was agreed that a total amount of $1,110,000 (including 12 months interest calculated at 11% per annum) will be automatically converted into 15,857,143 Shares at a conversion price of $0.07 upon the Company receiving conditional approval from the NSX for admission to the NSX and is able to satisfy the conditions for admission including the minimum subscription condition under the Public Offer. The Convertible Loan Agreement and Amendment Deed are governed by the law of the State of New South Wales.

Note 15. Equity - issued capital

	Consolidated			
	31 March 2020 Shares	**31 March 2019 Shares**	**31 March 2020 NZ$**	**31 March 2019 NZ$**
Ordinary shares - fully paid	271,000,000	257,666,667	2,008,932	1,045,488

Movements in ordinary share capital

Details	**Date**	**Shares**	**Issue price**	**NZ$**
Balance	1 April 2018	-		-
Incorporation	1 November 2018	202,666,667	NZ$0.0001	21,349
Issue of shares	21 December 2018	15,000,000	NZ$0.0000	-
Issue of shares	7 February 2019	40,000,000	NZ$0.0256	1,024,139
Balance	31 March 2019	257,666,667		1,045,488
Issue of shares	31 October 2019	5,000,000	NZ$0.1100	543,020
Issue of shares	18 November 2019	8,333,333	NZ$0.0600	543,020
Share issue costs		-	NZ$0.0004	(122,596)
Balance	31 March 2020	271,000,000		2,008,932

Ordinary shares
Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Share buy-back
There is no current on-market share buy-back.

Capital risk management
The consolidated entity's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the consolidated entity may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The consolidated entity would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current company's share price at the time of the investment. The consolidated entity is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

The consolidated entity is subject to certain financing arrangements covenants and meeting these is given priority in all capital risk management decisions. There have been no events of default on the financing arrangements during the financial year.

Note 16. Equity - reserves

	Consolidated	
	31 March 2020 NZ$	**31 March 2019 NZ$**
Common control reserve	(184,060)	(184,060)

Common control reserve
The reserve is used to recognise the differences between the consideration given and aggregate book value of the assets and liabilities of the entity acquired in a common control transaction.

Movements in reserves
Movements in each class of reserve during the current and previous financial year are set out below:

Consolidated	Common control reserve NZ$	Total NZ$
Balance at 1 April 2018	-	-
Common control transactions - transfer of accumulated losses	(184,060)	(184,060)
Balance at 31 March 2019	(184,060)	(184,060)
Balance at 31 March 2020	(184,060)	(184,060)

Note 17. Equity - accumulated losses

	Consolidated	
	31 March 2020 NZ$	**31 March 2019 NZ$**
Retained profits/(accumulated losses) at the beginning of the financial year	(69,545)	486,205
Loss after income tax expense for the year	(2,663,047)	(739,810)
Transfer to common control reserves	-	184,060
Accumulated losses at the end of the financial year	(2,732,592)	(69,545)

Note 18. Equity - dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Note 19. Financial instruments

Financial risk management objectives

The consolidated entity's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The consolidated entity's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the consolidated entity. The consolidated entity uses derivative financial instruments such as forward foreign exchange contracts to hedge certain risk exposures. Derivatives are exclusively used for hedging purposes, i.e. not as trading or other speculative instruments. The consolidated entity uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks, ageing analysis for credit risk and beta analysis in respect of investment portfolios to determine market risk.

Risk management is carried out by senior finance executives ('Finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the consolidated entity and appropriate procedures, controls and risk limits. Finance identifies, evaluates and hedges financial risks within the consolidated entity's operating units. Finance reports to the Board on a monthly basis.

Market risk

Foreign currency risk

The consolidated entity undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency, New Zealand dollars. The foreign currency exposure relates to some trade payables in the parent entity. However, the consolidated entity is not exposed to significant foreign currency risk.

Price risk

The consolidated entity is not exposed to any significant price risk.

Interest rate risk

The consolidated entity's does not have long-term borrowings or term deposits. The consolidated entities borrowings are fixed rate convertible note that covert into fixed number of shares subsequent to the reporting date. Borrowings obtained at fixed rates expose the consolidated entity to fair value risk. Therefore the consolidated entity is not exposed to any significant interest rate risk from borrowings.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the consolidated entity. The maximum exposure to credit risk at the reporting date to recognise financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. Credit risk in relation to customers is dispersed and without concentration on any particular customer. In most cases, the consolidated entity collects amounts due from customers within the credit terms provided.

The consolidated entity has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables through the use of a provisions matrix using fixed rates of credit loss provisioning. These provisions are considered representative across all customers of the consolidated entity based on recent sales experience, historical collection rates and forward-looking information that is available.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 1 year.

Liquidity risk

Vigilant liquidity risk management requires the consolidated entity to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

Note 19. Financial instruments (continued)

The consolidated entity manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Remaining contractual maturities
The following tables detail the consolidated entity's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

Consolidated - 31 March 2020	Weighted average interest rate %	1 year or less NZ$	Between 1 and 2 years NZ$	Between 2 and 5 years NZ$	Over 5 years NZ$	Remaining contractual maturities NZ$
Non-derivatives						
Non-interest bearing						
Trade payables	-	516,889	-	-	-	516,889
Related party payables	-	517,373	-	-	-	517,373
BAS payable	-	83,984	-	-	-	83,984
Other payables	-	4,968	-	-	-	4,968
Interest-bearing - fixed rate						
Convertible notes payable	11.00%	1,134,300	-	-	-	1,134,300
Total non-derivatives		2,257,514	-	-	-	2,257,514

Consolidated - 31 March 2019	Weighted average interest rate %	1 year or less NZ$	Between 1 and 2 years NZ$	Between 2 and 5 years NZ$	Over 5 years NZ$	Remaining contractual maturities NZ$
Non-derivatives						
Non-interest bearing						
Trade payables	-	384,471	-	-	-	384,471
BAS payable	-	20,323	-	-	-	20,323
Other payables	-	829	-	-	-	829
Total non-derivatives		405,623	-	-	-	405,623

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Fair value of financial instruments
Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 20. Key management personnel disclosures

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

	Consolidated	
	31 March 2020 NZ$	31 March 2019 NZ$
Short-term employee benefits	499,761	212,740
Post-employment benefits	10,433	900
	510,194	213,640

Note 21. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by RSM Australia Partners, the auditor of the company, its network firms and unrelated firms:

	Consolidated	
	31 March 2020 NZ$	31 March 2019 NZ$
Audit services - RSM Australia Partners		
Audit or review of the financial statements	36,423	-
Other services - RSM Australia Partners		
Other services - IPO	65,664	-
	102,087	-
Audit services - network firms		
Audit or review of the financial statements	25,000	-
Audit services - PwC		
Audit or review of the financial statements	-	23,000

Note 22. Contingent liabilities

There were no contingent liabilities reported for the year ended 31 March 2020.

Note 23. Related party transactions

Parent entity
MIE Pay Limited is the parent entity.

Subsidiaries
Interests in subsidiaries are set out in note 26.

Note 23. Related party transactions (continued)

Key management personnel
Disclosures relating to key management personnel are set out in note 20 and the remuneration report included in the directors' report.

Transactions with related parties
The following transactions occurred with related parties:

	Consolidated	
	31 March 2020 NZ$	31 March 2019 NZ$
Sale of goods and services:		
Payment to IE Money Ltd, IE Financial Services Limited, and IE Technology Limited for shared costs incurred by these related entities and recharged to the Mie Pay group.	239,326	183,304
Payment from IE Finance Limited and IE Money Ltd for Salaries recharged to these related entities by Mypay New Zealand Limited	87,388	87,389

Receivable from and payable to related parties
The following balances are outstanding at the reporting date in relation to transactions with related parties:

	Consolidated	
	31 March 2020 NZ$	31 March 2019 NZ$
Current receivables:		
Trade receivables due from IE Finance Limited, IE Financial Services Limited, and IE Money Ltd relating to shared services, personnel, and other costs recharged by the Mie Pay group.	339,274	23,774
Current payables:		
Trade payables due to IE Finance Limited, IE Financial Services Limited, IE Money Ltd and IE Technology Limited relating to shared services, personnel, and other costs recharged by those entities to the Mie Pay group.	300,957	-

Loans to/from related parties
The following balances are outstanding at the reporting date in relation to loans with related parties:

	Consolidated	
	31 March 2020 NZ$	31 March 2019 NZ$
Current borrowings:		
Short term loan from Lei (Andy) Zhang, (Managing Director & shareholder)	158,416	-
Short term loan from Jue (Tracy) Wang (shareholder)	18,000	-
Short term Loan from Min (Joanna) He (shareholder)	40,000	-

Terms and conditions
All transactions were made on normal commercial terms and conditions and at market rates with the exception that the short term loans from company management and staff were made at nil interest.

Note 24. Parent entity information

Set out below is the supplementary information about the parent entity.

Statement of profit or loss and other comprehensive income

	Parent	
	31 March 2020 NZ$	31 March 2019 NZ$
Loss after income tax	(980,758)	(70,528)
Total comprehensive income	(980,758)	(70,528)

Statement of financial position

	Parent	
	31 March 2020 NZ$	31 March 2019 NZ$
Total current assets	1,355,853	1,017,317
Total assets	2,307,160	993,591
Total current liabilities	241,748	45,165
Total liabilities	1,376,048	45,165
Equity		
Issued capital	1,969,517	1,045,486
Common control reserve	(184,060)	(184,060)
Retained profits/(accumulated losses)	(854,345)	87,000
Total equity	931,112	948,426

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries
The parent entity had no guarantees in relation to the debts of its subsidiaries as at 31 March 2020 and 31 March 2019.

Contingent liabilities
The parent entity had no contingent liabilities as at 31 March 2020 and 31 March 2019.

Capital commitments - Property, plant and equipment
The parent entity had no capital commitments for property, plant and equipment as at 31 March 2020 and 31 March 2019.

Significant accounting policies
The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 2, except for the following:
- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

Note 25. Business combinations

Mie Pay Ltd (parent entity) was incorporated on 1 November 2018 and is the ultimate parent company for Mie Pay NZ Limited and Mypay New Zealand Limited. In November 2019 Mie Pay Limited subscribed to shares in Mie Pay NZ Ltd for a consideration of AUD$950,000 (NZD$975,032) and Mie Pay NZ Ltd subsequently subscribed to shares in Mypay New Zealand Limited for a consideration of NZD$1,026,000.

The business combination accounting policy is described in note 2.

Note 26. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 2:

		Ownership interest	
Name	Principal place of business / Country of incorporation	31 March 2020 %	31 March 2019 %
MIE Pay NZ Limited	New Zealand	100.00%	100.00%
MyPay New Zealand Limited	New Zealand	100.00%	100.00%

Note 27. Events after the reporting period

NSX Listing and capital raise

On 21 May 2020 the consolidated entity completed its IPO, successfully raised A$3.3 million and was also admitted to the official list on the NSX. Trading on the consolidated entities securities commenced on 25 May 2020.

COVID-19 impact

Although the potential impact of the COVID-19 pandemic was apparent, based on what was occurring elsewhere in the world, the consolidated entity's level of revenue throughout the first quarter of 2020, was 96% up on the same quarter in 2019. With the total lock-down and the more extreme restrictions in place throughout New Zealand during April 2020 there was a reduction in revenue in April 2020 compared to April 2019 of 20%. During this period many of our customers were forced to shut down their operations and could not trade. However, revenue over the two-month period, of March and April during the period of the lock-down, was 26% up overall on the same two months in 2019 and over the last three months revenue was 28% above the level of revenue in the same three months in 2019.

The impact of the COVID-19 pandemic up to 30 June 2020 has not been as severe as might have been expected. With both people working from home and students being home schooled, there was a general increase in eCommerce activities, leading to additional interest in IE Mall, with new merchants being added even during the lockdown period.

Despite there not being an overly significant impact on the consolidated entity, there remain uncertainties in the economy related to the COVID-19 outbreak and these uncertainties could further impact the consolidated entity's operations. As the situation is still evolving, the full effect of the outbreak is still uncertain. It is however reasonably possible that COVID-19 will have an adverse impact on the consolidated entity's future revenues and results for the next reporting year, the extent of which will depend on how long the outbreak lasts.

However, the results during the first quarter of 2020, for both merchant acquisition and revenue achieved, do not show a significant adverse impact to date, in comparison with actual results in the same period in the previous year.

Refer to the operating and financial review of the business for additional disclosures.

Note 27. Events after the reporting period (continued)

No other matter or circumstance has arisen since 31 March 2020 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Note 28. Reconciliation of loss after income tax to net cash used in operating activities

	Consolidated	
	31 March 2020 NZ$	31 March 2019 NZ$
Loss after income tax expense for the year	(2,663,047)	(739,810)
Adjustments for:		
Depreciation and amortisation	93,452	21,396
Finance costs - non-cash	108,303	-
Change in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	418,968	(587,822)
Increase in prepayments	(81,568)	(6,171)
Increase in trade and other payables	180,174	533,424
Increase in provision for income tax	-	42,592
Increase in employee benefits	33,635	60,608
Net cash used in operating activities	(1,910,083)	(675,783)

Note 29. Loss per share

	Consolidated	
	31 March 2020 NZ$	31 March 2019 NZ$
Loss after income tax attributable to the owners of MIE Pay Limited	(2,663,047)	(739,810)
	Cents	**Cents**
Basic loss per share	(1.01)	(0.33)
Diluted loss per share	(1.01)	(0.33)
	Number	**Number**
Weighted average number of ordinary shares used in calculating basic earnings per share	262,808,219	224,022,831
Weighted average number of ordinary shares used in calculating diluted earnings per share	262,808,219	224,022,831

MIE Pay Limited
Directors' declaration
For the year ended 31 March 2020

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;

- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 31 March 2020 and of its performance for the financial year ended on that date; and

- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

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

On behalf of the directors

Lei Zhang
Director

31 July 2020

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INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF MIE PAY LIMITED

Opinion

We have audited the financial report of Mie Pay Limited (the Company) and its controlled entities (the Group), which comprises the consolidated statement of financial position as at 31 March 2020, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and 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 31 March 2020 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial report, which indicates that the Company incurred a net loss of NZD 2,663,047 during the year ended 31 March 2020 and, as of that date, the Company's total liabilities exceeded its total assets by NZD 907,720. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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 of 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. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

<table>
<tr><th>Key Audit Matter</th><th>How our audit addressed this matter</th></tr>
<tr><td colspan="2"><u>Revenue recognition</u></td></tr>
<tr><td>Refer to page 26 significant accounting policy on revenue recognition
Revenue recognition has been identified as a risk primarily relating to the following:
The completeness and accuracy of capturing all sales transactions during the year and the timing of revenue recognition occurred during the year
Judgement is required to determine when performance obligations have transferred under contractual agreements with the related parties and external parties
We have determined that revenue is a key audit matter due to the high volume of transactions occurring and the total balance is significant to the operations.</td><td>Our audit procedures included, among others:
Assessed whether the Group's revenue recognition policies are in compliance with AASB 15
Performed detailed testing on a sample of sales transactions to ensure that revenue recognised was complete and was recorded in the appropriate period to address the risk of cut off errors
Reviewed the contracts and agreements with related parties to understand the nature of revenue transactions.
Performed cut-off testing over transactions recorded either side of the year end, to ensure that revenues were recorded in the appropriate period.
Assessed the appropriateness of the disclosures in the financial report.</td></tr>
<tr><td colspan="2"><u>Capitalisation of software development costs</u></td></tr>
<tr><td>Capitalisation of costs and the useful lives assigned to assets are areas of significant judgement by management due to the following matters:
The risk that amounts being capitalised may not meet the capitalization criteria under AASB 138 Intangible Assets.
The risk that the useful economic lives assigned to assets are not appropriate
Refer to page 28 significant accounting policy on software development cost.</td><td>Our audit procedures included, among others:
Assessed the nature of costs incurred in the development project through testing of amounts recorded and assessed whether the expenditure met the capitalisation criteria.
Assessed the key assumptions made in determining the treatment of the capitalised costs, including whether the payroll activities are either capital or operating in nature.
Reviewed the management's estimate of intangible assets' useful lives and ensured the useful lives are consistent with industry benchmarks.</td></tr>
<tr><td colspan="2"><u>Related party transactions</u></td></tr>
<tr><td>Related party transactions have been identified as a risk primarily relating to the following:
A significant amount of revenue and expenses in the Group financial statements is as a result of transactions with related parties.
Related party relationship may affect assessment of the Group's operations.
There is a risk that related party transactions may not be fully eliminated, and where they are not eliminated, they may not be accurately and completely disclosed.
Related party transactions are disclosed in note 22 Related party transactions.</td><td>Our audit procedures included the following:
Detailed review performed on the general ledger during the year to identify any related party transactions that might not have been classified correctly.
Assessed the contracts and agreements with related parties to understand the nature of the transactions
Obtained confirmations from related parties to verify the year end balances.
Performed detailed testing on a sample of related party transactions, to ensure that the transactions are recognised in arm's length. The related party transactions include shared costs/ salaries between IE Group and the Group.
Verified the related party disclosure in the financial statements are complete and consistent with the</td></tr>
</table>

	knowledge that we obtained through the performance of the audit procedure.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 31 March 2020, but does not include the financial report and the auditor's report thereon.

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

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

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

In preparing the financial report, the directors are responsible for assessing the ability of the Group 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.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/Pronouncements/Australian-Auditing-Standards/Auditors-Responsibilities.aspx. This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 10 to 14 of the directors' report for the year ended 31 March 2020.

In our opinion, the Remuneration Report of Mie Pay Ltd, for the year ended 30 June 2019, complies with section 300A of the *Corporations Act 2001*.

Responsibilities
The directors of the Company 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.

RSM

RSM AUSTRALIA PARTNERS

D Talbot

David Talbot
Partner

Sydney, NSW
Dated: 31 July 2020

MIE Pay Limited
Shareholder information
For the year ended 31 March 2020

The shareholder information set out below was applicable as at 31 July 2020.

Equity security holders

Unquoted equity securities
There are no unquoted equity securities.

Substantial holders

Substantial holders in the company are set out below:

	Ordinary Shares	
	Number held	% of total shares issued
LEI ZHANG	144,353,333	45.12
JIANLIN ZHOU	40,000,000	12.50
XIANZHENG HUANG	33,333,334	10.42

Voting rights

The voting rights attached to ordinary shares are set out below:

Ordinary shares
On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

There are no other classes of equity securities.